



22nd April 2025

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Scrip Code: 500674

The Secretary,
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra-Kurla Complex
Bandra East, Mumbai 400 050
Symbol: SANOFI

Sub: Notice of the 69th Annual General Meeting (AGM) and Integrated Annual Report (Annual Report) for Financial Year ended 31st December 2024

Dear Sirs,

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report for the Financial Year ended 31st December 2024 along with the Notice of the 69th AGM which is scheduled to be held on 15th May 2025 through Video Conferencing facility / Other Audio-Visual Means (VC / OAVM), for your information and records.

The Annual Report is being sent to the Members who have registered their email ID with the Company/Depositories in permitted mode. The Members can also access the Annual Report on the website of the Company at [Annual Reports - Sanofi India](#).

Members are requested to note the following information:

Sr No.	Particulars	Details
1.	AGM date and time	Thursday, 15 th May 2025 at 3:30 p.m. through VC / OAVM facility
2.	Link for attending AGM through VC Facility	Link for the VC / OAVM facility will be available at NSDL e-Voting website - www.evoting.nsdl.com under EVEN of Sanofi India Limited
3.	Cut-off date for e-voting	Thursday, 8 th May 2025
4.	E-voting start time	Monday, 12 th May 2025, 9:00 a.m.
5.	E-voting end time	Wednesday, 14 th May 2025, 5:00 p.m.
6.	E-voting during AGM	The voting during the AGM will begin on Thursday, 15 th May 2025 at 3:30 p.m. and will end on completion of 30 minutes from the time of conclusion at the AGM
7.	Record date	Friday, 25 th April 2025
8.	Dividend payment date	On or after 23 rd May 2025, if declared at the 69 th AGM

Thanking you,

Yours faithfully

For Sanofi India Limited

Arjun Thakkar
Company Secretary and Compliance Officer
Membership No.: A22654

Encl.: a/a

*We chase the
miracles of
science to improve
people's lives.*

Committed to a
healthier India

About our Report

We are pleased to present our Integrated Annual Report for Financial Year ended December 31, 2024.

Introduction to the Report

This is Sanofi India’s third Integrated Annual Report to provide feedback to stakeholders. The Report combines disclosures related to our financial, social, environment and governance aspects, while at the same time exploring the integrated effect of these on the Company’s performance. The Report is intended to explain our business, how we are governed, our strategy and how we have implemented it, and the results achieved.

Statement of Responsibility

The Board believes that the Integrated Annual Report 2024 addresses all material topics relevant to the Company and provides insights into its approach and processes. This is being done with a view to address the needs of our stakeholders, while creating long-term value. The Board acknowledges the contents of this Report, which have been developed under the guidance of Sanofi India’s senior management.

Forward-Looking Statements

This Report contains a few forward-looking statements that reflect Sanofi India’s views concerning future events and performance. These statements are based on reasonable assumptions and past performance, and involve a variety of risks and uncertainties. These statements include all the statements other than historical facts, performance highlights, objectives, approaches and mitigation plans. They are subject to change considering developments in the industry, geographical market conditions, government regulations, laws and other incidental factors. Consequently, no forward-looking statement can be guaranteed, and actual results may vary, causing a material impact on the Company’s operations and performance.

Reporting Scope and Boundary

This Report contains disclosures for the reporting period from January 1, 2024 to December 31, 2024 (FY 2024). It covers the activities and impacts of the following operations in India over which we have direct control: our Goa factory, Mumbai corporate office and other branch offices in the country.

Material Matters

Our approach to sustainability reporting involves giving attention to material issues and activities, in line with stakeholder concerns and relevance to our business and society in terms of framework, comprehensiveness and balance. Material topics have been identified based on our interaction with our internal and external stakeholders as well as suggestions from our senior management. This entire process has facilitated the disclosures on key material topics. We believe that this Report addresses all the topics that are material to our stakeholders.

Standards and Frameworks

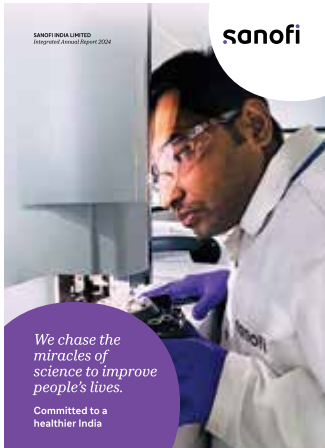
Our Report aligns with the following reporting standards and frameworks:

Category	Non-Financial Details	Financial Details	Statutory Details
The Value Reporting Foundation’s <IR> Framework	✓		
Global Reporting Initiatives (GRI) Standards 2021, Business Responsibility and Sustainability Report (BRSR)	✓		
Sustainability Accounting Standards Board (SASB)	✓		
United Nations Sustainable Development Goals (UN SDGs)	✓		
Companies Act, 2013 (including the rules made thereunder)		✓	✓
Indian Accounting Standards		✓	✓
Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015		✓	✓
Secretarial Standards issued by the Institute of Company Secretaries of India		✓	✓

Feedback

We continue to engage with all stakeholders to ensure that we improve our external integrated reporting. For more information about this Report or to provide feedback, please write to us at IGRC.SIL@sanofi.com.

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Picture Credit: Sonia Martins
Assistant Manager
Laboratory Compliance - Quality Operations

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Our Capitals

Financial capital

Manufactured capital

Intellectual capital

Human capital

Social and relationship capital

Natural capital

Our Stakeholders

Patients / Patient Advocacy Groups

Local Communities/ NGOs

Employees and Contracted Workforce

Trade Partners

Healthcare Professionals / Healthcare Organizations / Medical Scientific Associations

Suppliers / Vendors / Third Party Service Providers

Shareholders / Investors Community

Government Authorities

Our United Nations Sustainability Development Goals (UNSDGs)



Chasing the Miracles of Science to improve people's lives



In 2024, we made significant strides in tackling India's diverse health challenges. The launch of Soliqua®, a best-in-class diabetes treatment, offered renewed hope to those navigating the complexities of diabetes, combining innovation and affordability. Locally produced solutions like Cetapin®S and Insutage® underscored our commitment to leveraging India's manufacturing excellence to bridge gaps in healthcare access.



Our efforts extended beyond product innovation. To ensure quality care reaches every corner of India, we expanded the availability of our cardiovascular and central nervous system therapies through strategic partnerships. Simultaneously, the separation of our Consumer Healthcare business into a distinct entity marked a pivotal milestone – unlocking greater focus and agility for both companies to advance health and wellbeing.

Harnessing cutting-edge digital technologies, we streamlined operations to deliver solutions more efficiently while maintaining uncompromising standards of quality and safety. We also strengthened our capabilities to meet the nation's growing healthcare demands. Through impactful CSR initiatives, we extended our expertise to empower communities, with a strong focus on addressing the burden of non-communicable diseases.

While our nearly seven-decade legacy reflects significant achievements, we know there is still much to do to meet evolving patient needs. Guided by our purpose – chasing the miracles of science to improve people's lives – we remain steadfast in our commitment to building a healthier India.

CHAIRMAN'S MESSAGE

Committed to India's Healthcare Needs

● *In India's healthcare landscape, we are a trusted partner, empowering people to overcome health challenges with innovative products that are both affordable and accessible.*



Dear Shareholders,

It is my pleasure to present the Integrated Annual Report of Sanofi India for the financial year 2024. As you know, this period has been marked by significant developments that have seminally transformed your Company.

Value Creation

Aligned with Sanofi's global strategy, your Board had announced the demerger of Sanofi India's Consumer Healthcare business into its wholly-owned subsidiary, Sanofi Consumer Healthcare India Limited (SCHIL), in 2023. After getting necessary statutory approvals, the demerger became effective on June 1, 2024, marking a pivotal milestone in the Company's transformation.

As per the provisions of the Scheme, SCHIL issued and allotted one fully paid-up equity share of SCHIL for every one fully paid-up equity share of Sanofi India to shareholders recorded as of the record date. This strategic move not only unlocked enhanced value for all shareholders but positioned both the companies to operate with greater focus, agility, and resources.

Consequently, Sanofi India has sharpened its commitment to delivering high quality innovative, life-changing therapies across key therapeutic areas to all patients. In 2024, Sanofi India successfully launched Soliqua®, a best-in-class diabetes treatment for the premix segment, reinforcing the strength of our comprehensive diabetes



Even with the restructuring in 2024, Sanofi India delivered yet another year of consistent performance. This highlights the effectiveness of our India-for-India strategy, which continues to drive go-to-market excellence, operational efficiency, and innovation.



portfolio. Additionally, strategic distribution partnerships in the Central Nervous System and Cardiovascular segments have made good progress, further strengthening our go-to-market approach. These collaborations are expanding product reach and accessibility, ensuring that more healthcare practitioners and patients benefit from our therapies.

Financial Performance

Even with the restructuring in 2024, Sanofi India delivered yet another year of consistent performance. This highlights the effectiveness of our India-for-India strategy, which continues to drive go-to-market excellence, operational efficiency, and innovation. Details of the financial performance are in this Annual Report. The Board has recommended a final dividend of ₹ 117 per equity share for the financial year ended December 31, 2024, subject to your approval at the AGM. It is important to note that this year's dividend is at par with the previous year's dividend for the continuing business of Sanofi India and is not comparable with last year's dividend as that also included the demerged Consumer Healthcare business.

Business Outlook

Despite the recent volatility and uncertainty in the global business environment and the domestic slowdown, India continues to be one of the fastest growing large economies of the world. Though short-term challenges persist, India's healthcare sector is well-positioned for long-term growth, driven by rising chronic disease prevalence, improving healthcare infrastructure and state spending, wider insurance coverage, increasing income levels, and growing urbanization.

In this context, Sanofi India remains focused on bringing innovative medicines to the expanding market while ensuring broader product availability to enhance healthcare outcomes. Our world-class manufacturing Goa facility continues to service domestic requirements while also catering to exports across several countries. Our high-quality team continues to build on our long-standing reputation by remaining steadfast in our pursuit of excellence, integrating environmental, social, and governance priorities alongside financial performance to drive sustainable growth.

Our social impact strategy focuses on building a healthier, more resilient India by ensuring access to quality healthcare for the under-served communities. A key initiative is our diabetes management program, which provides education for patients, caregivers, and healthcare professionals, along with funding for free insulin to many underprivileged children in this condition.

Acknowledgments

On behalf of the Board, I extend my sincere gratitude to Sanofi India's team for their dedication, commitment to excellence, and hard work. I also thank our partners, statutory authorities, investors and other stakeholders for their support throughout 2024.

Look forward to your continued support in all that we do in the times ahead.

Best wishes,

Aditya Narayan
Chairman

MANAGING DIRECTOR'S MESSAGE

A Year of Progress, A Future of Promise

As we look to the future, we are well-positioned to meet India's growing healthcare needs. With an expanded product portfolio, our focus in 2025 will be on unlocking the full potential of our existing products in the market.

Dear Shareholders,

I am pleased to report that at Sanofi India, we have made consistent strides in advancing our identified priorities. Anchored on four pillars – Diabetes, Consumer Healthcare, Innovation, and Go-to-Market excellence – the successful execution of our strategy has bolstered our organization, enabling us to adapt to evolving market conditions, enhance our relevance to patients, capitalize on emerging opportunities, and position ourselves for future success.

Under Diabetes, the first pillar of our 'India for India' plan, we have made noteworthy advancements in expanding the reach of our products, strengthening our offerings, and driving public awareness of better diabetes management and its therapies. A key milestone was the successful launch of Soliqua®, a best-in-class treatment for the premix segment. This once-daily injectable combination drug contains insulin glargine 100 Units/ml, which is a long-acting basal insulin and lixisenatide, a GLP-1 receptor agonist. It provides effective glycemic control with added benefits – no weight gain and a lower risk of hypoglycemia. The simple regimen reduces the complexities of managing type 2 diabetes, while its affordability ensures broader access for patients.

Before Soliqua®, our diabetes portfolio primarily focused on innovative basal insulin therapy. Soliqua® marked our entry into the premix insulin segment, addressing critical unmet needs. This innovative solution complements our portfolio by offering healthcare professionals a superior alternative for patients requiring premix insulin therapy.

Aligned with Sanofi's global strategy, the Board announced the demerger of our Consumer Healthcare business in 2023 to establish a dedicated expert management team, enabling it to fully unlock opportunities in this high-potential segment. Staying on schedule, Sanofi Consumer Healthcare India Limited (SCHIL) became a distinct legal entity on June 1, 2024 and was subsequently listed on the Indian Stock Exchanges. This strategic move also empowers our General Medicine business to concentrate on its core growth drivers. Most importantly, the demerger enhances Sanofi's ability to improve the lives of millions of patients across India.

The third pillar of our plan emphasizes localizing innovation by leveraging India's robust production capabilities. During the year, we expanded our portfolio with locally produced Cetapin®S and localized Insutage®, replacing Insuman, our human insulin. Together, these additions have strengthened our ability to address unmet patient needs. We remain dedicated to collaborating with internal and external stakeholders to identify and adapt key global Sanofi assets for localization, ensuring they deliver maximum benefit to Indian patients.

Under the fourth pillar of Go-to-Market, we enhanced our ability to connect with patients and stakeholders across diverse channels. This was achieved by adopting customer-centric and hybrid models, establishing a robust trade organization, and piloting transformative initiatives in e-commerce, with healthcare professionals (HCPs), and for key account management (e-KAM). The company continues to make strong and measurable progress on its 'India for India' strategy through go-to-market initiatives, improving operating efficiency and promoting innovation.

To further enhance product reach, we entered into two exclusive distribution agreements: with Emcure Pharmaceuticals to expand reach of our Cardiovascular (CV) portfolio and with Cipla to extend reach of our Central Nervous System (CNS) portfolio. These partners bring extensive networks, enabling us

to accelerate the growth of our established products across more tiers of the market.

With nearly seven decades of operations in India, our legacy is built on trust, innovation and a steadfast commitment to responsible growth. By integrating Environmental, Social, and Governance (ESG) considerations into our business strategy, we remain committed to delivering long-term stakeholder value. Further, in an increasingly digitally-powered healthcare landscape, our transformation is centered on accelerating therapy discovery and improving patient outcomes. We are driving this by modernizing infrastructure, fostering a "Think One Sanofi" culture to enhance collaboration and innovation, and leveraging data-driven insights and AI to improve decision-making and efficiency.

Our people are the cornerstone of our success, with Diversity, Equity, and Inclusion (DEI) at the heart of our culture. Women represent 50% in our senior leadership roles*, with continued improvement in overall workforce gender balance. This year, we embraced the Olympic spirit, showcasing the shared values of sports and science. Employees from India joined 2,024 global colleagues in Paris for the Olympics and Paralympics, drawing inspiration from Olympians and Paralympians. This experience has strengthened our culture and reinforced our commitment to fostering a culture where every Sanofian can bring their best self to work each day.

As we look to the future, we are well-positioned to meet India's growing healthcare needs. With an expanded product portfolio, our focus in 2025 will be on unlocking the full potential of our existing products in the market. The high prevalence of lifestyle diseases underscores significant growth opportunities in the chronic segment.

Our achievements are built on the steadfast dedication and efforts of our employees. On behalf of the Board, I sincerely thank them for their valuable contributions. I also extend our gratitude to our patients, customers, partners, investors, and stakeholders for their trust and support. Guided by our purpose of chasing the miracles of science to improve people's lives, we step into 2025 with confidence and commitment.

Best wishes,

Rodolfo Hrosz
Managing Director

ABOUT US

Committed to India since 1956

● *In India’s healthcare landscape, we are a trusted partner.*

Sanofi India is one of the country’s leading pharmaceutical companies, offering a strong portfolio across critical therapeutic areas. Our iconic brands have set benchmarks in their respective categories, a testament to our scientific excellence, unwavering commitment to quality, and consistent supply reliability. These strengths have earned us the enduring trust of Health Care Practitioners (HCPs) and patients alike. Beyond our extensive presence across India, we export our products globally to both developing and developed markets.

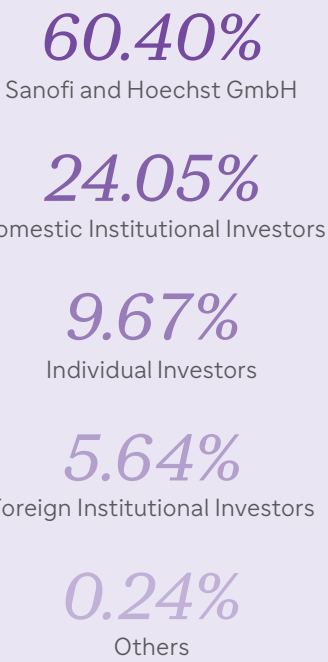
At the heart of our ethos is a commitment to transforming patient care. We are focused on accelerating innovation and delivering therapies that are both accessible and affordable. To achieve this, we continue to expand our product portfolio, localize manufacturing, leverage advanced technologies, and establish strategic distribution partnerships to enhance efficiency and reach.

Over nearly seven decades, we have been guided by a strong sense of corporate responsibility. The Environmental, Social, and Governance (ESG) principles are embedded in our approach to create meaningful impact in the communities we serve. By staying true to our values of patient centricity and shared progress, we strive to create long-term value for all stakeholders and build a healthier, more equitable future.



Ownership structure

Sanofi, a global leader in healthcare, along with its wholly-owned subsidiary Hoechst GmbH, holds 60.40% of the paid-up share capital of Sanofi India. The remaining shares are owned by a mix of domestic, individual and foreign investors. Sanofi India’s shares are publicly listed on the Indian stock exchanges (BSE & NSE).



Sanofi Global

Sanofi is an innovative global healthcare company committed to transforming medical practice through ground-breaking science. By delivering life-changing treatments and life-saving vaccines, it touches millions of lives worldwide, while keeping sustainability and social responsibility at the heart of its mission.

Operating in countries across the globe, Sanofi is driven by close to 83,000 dedicated employees who uphold its legacy of excellence and are united by a shared purpose: to chase the miracles of science and improve lives.

Sanofi India Snapshot

Products exported to 24 countries across the globe

1 state-of-the-art, GMP-compliant manufacturing site

Over 5 billion tablets produced annually

Collaborating with 8 Indian contract manufacturing organizations

Supported by a robust distribution network of 3,000 distributors and 100,000 pharmacies

33.04 million individuals impacted through health awareness campaigns and programs and 400+ million impressions through media awareness in FY 2024

46% of energy requirements met through renewable sources in FY 2024

Powered by a team of 1,200+ dedicated employees (including workers)

Revenue from operations: ₹ 20,132 million in FY 2024

EBITDA: ₹ 5,073 million in FY 2024

Note: All data corresponds to Continuing Operations for FY 2024, unless stated otherwise.

THERAPEUTIC FOCUS AND LEADING BRANDS

Advancing healthcare with a strong portfolio

● *We have a differentiated and evolving portfolio dedicated to addressing critical healthcare needs, with a strong emphasis on diabetes care. Our high-quality solutions are trusted by patients, healthcare professionals, and stakeholders, reflecting our commitment to improving lives through innovative and accessible therapies.*

By harnessing scientific advancements and cutting-edge technology, we develop breakthrough treatments that enhance health outcomes across key therapeutic areas. Our portfolio of trusted brands is built on a foundation of scientific excellence, uncompromising quality, and a robust supply network.

As India’s healthcare landscape evolves, we continue to expand our innovation pipeline and refresh our product offerings to meet emerging patient needs. Ongoing investments and strategic collaborations are strengthening our capabilities, enabling us to deliver patient-centric solutions that drive meaningful impact.



Diabetes

<ul style="list-style-type: none">• #3 in Insulin Market• Among the top 15 brands in IPM	<ul style="list-style-type: none">• Among top 10 Insulin Brands• Fastest growing within the top 10 brand category	<ul style="list-style-type: none">• Launched in Q2 '24, creating a significant impact in the premix segment	<ul style="list-style-type: none">• #5 in its category• 28% share in the glimepiride market, making us a key player in oral diabetes therapies	<ul style="list-style-type: none">• #6 in the category• Growing 3.4% in value

Cardiovascular

<ul style="list-style-type: none">• #2 in market share by value and volume	<ul style="list-style-type: none">• #1 in value the ACE Inhibitor category

Central Nervous System

<ul style="list-style-type: none">• #1 in Clobazam market

Anti-infectives

<ul style="list-style-type: none">• 20% value growth and 12.4% volume growth• In category Anti MRSA agents – #1 by value and #5 by volume

Source: IQVIA MAT DEC 24

OPERATING ENVIRONMENT

Adapting to evolving healthcare trends

● *The healthcare sector is undergoing rapid growth and transformation, influenced by multiple factors. These dynamics shape our strategic decisions, driving us to develop capabilities that enhance our market competitiveness.*



Growing Affordability for Quality Healthcare

Healthcare spending is closely linked to income levels, with higher-income nations typically allocating more resources to healthcare. In India and other emerging economies, rising income levels are leading to greater financial capacity for a larger segment of the population to access and afford high-quality healthcare services. For instance, India’s per capita GDP is projected to grow from US\$2,268 in 2021 to US\$5,140 by 2031¹, reflecting this broader trend.

Our Response
We continue to strengthen our partnerships across India, collaborating with distributors, retail chains, hospitals, and institutions. We have established strategic alliances to expand the distribution and promotion of our CNS and CV product portfolio. These initiatives enhance our reach, improving product accessibility for healthcare professionals, patients, and consumers.

¹ Source: Morgan Stanley Research; Household income is on a real basis at 2021 prices

Rising Incidence of Non-Communicable Diseases

Changing lifestyles and consumption patterns are driving a global surge in Non-Communicable Diseases (NCDs). In India, NCDs have become the leading cause of death, accounting for over 50% of all fatalities². The most prevalent include cardiovascular diseases, cancers, chronic respiratory diseases, and diabetes, significantly impacting public health.

Our Response
With a strong portfolio in diabetes we are well-positioned to improve healthcare outcomes. We continue to explore opportunities to expand our therapeutic offerings in these areas. Additionally, we are strengthening efforts to raise disease awareness, enhance scientific support, and engage with HCPs.

² Revolutionizing Indian Healthcare, Innovation-led Equitable Growth, October 2024, ASSOCHAM and SATHGURU PUBLICATION

Supportive Government Policies in India

The Indian government has introduced multiple government-funded health insurance schemes to enhance healthcare affordability, including Rashtriya Swasthya Bima Yojana (RSBY) and Pradhan Mantri Jan Arogya Yojana (PM-JAY). In the Union Budget 2025-26, ₹ 99,859 crore has been allocated to the healthcare sector, reflecting a 9.8% increase from the previous year³. This funding aims to strengthen healthcare infrastructure and expand access. Additionally, the Production Linked Incentive (PLI) scheme for the pharmaceutical industry has been allocated ₹ 2,445 crore, reinforcing the government’s focus on domestic manufacturing and innovation.

Our Response
Our Goa facility serves as a strategic manufacturing hub, catering to both domestic and international markets. In line with the government’s push for local manufacturing, we are actively preparing to introduce new products transferred from Sanofi Global sites. We are also leveraging India’s strong production capabilities to localize innovation and address unmet patient needs, reaffirming our commitment to the country’s evolving healthcare landscape.

³ <https://www.expresshealthcare.in/news/decoding-union-budget-2025-key-takeaways-for-healthcare-sector/447938/>

Growing Market for Innovative Products

The global demand for innovative healthcare products is rising, driving better patient care and improved accessibility. India has long been a leader in affordable healthcare innovations, catering to both domestic and global markets. Valued at US\$30 billion in FY 2023, India’s healthcare innovation sector is projected to double to US\$60 billion by FY 2028⁴.

Our Response
Accelerating innovation is a key strategic priority. We are leveraging our global product portfolio while tapping into local opportunities to enhance our offerings. Additionally, we are strengthening supply reliability, reducing time-to-market, and optimizing regulatory pathways to drive our innovation agenda forward.

⁴ https://www.business-standard.com/industry/news/healthcare-innovation-to-double-at-60-bn-opportunity-by-fy28-in-india-124030600781_1.html

Accelerated Adoption of Digital Technologies

Digital healthcare solutions, including telemedicine, remote monitoring, and wearables, are reshaping healthcare delivery by empowering patients to manage their own health and driving better outcomes. Artificial intelligence (AI) and integrated digital platforms are enhancing diagnostic accuracy and transforming patient care globally. The e-pharmacy sector is expanding access to healthcare products and services, particularly in developing markets like India.

Our Response
At Sanofi, our digital transformation focuses on advancing therapy discovery, improving patient outcomes, and leveraging data-driven insights. In India, we are driving digital adoption through platforms and campaigns to enhance health awareness and reach more healthcare practitioners and patients. At our Goa facility, we integrate digital technologies to optimize manufacturing and ensure compliance.

Drug Costing and Pricing Pressures

Global challenges such as geopolitical tensions, rising energy costs, inflation, and supply chain disruptions are driving up healthcare expenses. These pressures impact access and affordability, while regulatory authorities worldwide push for greater healthcare affordability from pharmaceutical companies.

Our Response
We are reducing costs by expanding manufacturing localization through our contract manufacturing network. At the same time we continue to leverage efficiency gains of the global manufacturing and supply of the Sanofi Group.

BUSINESS STRATEGY

Delivering against our priorities

Since FY 2022, our strategy is designed to advance healthcare and drive sustainable growth. Supported by strong financial, digital, and operational systems, along with robust governance, it continues to guide our steady progress across key growth pillars, driven by the dedication of our team.



Growth Pillar 1:
Diabetes

FOCUS AREAS

- Strengthening the reach of our portfolio
- Expanding our spectrum of offerings
- Stronger disease awareness initiatives

PROGRESS IN FY 2024

- Launched Soliqua®, following marketing authorization from the Central Drugs Standard Control Organization (CDSCO)
- Entered the premix injectable segment with Soliqua®, complementing our basal insulin portfolio and redefining Type 2 diabetes management in India
- Introduced Insutage® and Cetapin®S, further strengthening our diabetes portfolio
- Expanded Lantus’ reach, achieving steady volume growth
- Scientifically engaged Key Opinion Leaders (KOLs) to promote awareness and enhance clinical confidence in tailored diabetes treatments

CAPITAL IMPACTED



Growth Pillar 2:
Consumer Healthcare

FOCUS AREAS

- Recommitted to our winning brand - Allegra®
- Deepening consumer understanding
- Shape OTC policy
- Expanding our product portfolio

PROGRESS IN FY 2024

- Sanofi Consumer Healthcare India Limited (SCHIL) was established as a separate legal entity following its demerger from Sanofi India Limited
- Successfully listed SCHIL on Indian stock exchanges, marking a significant milestone.
- Now operating independently, SCHIL is fully aligned with Sanofi’s Global Consumer Healthcare strategy
- Focused on strengthening the Consumer Healthcare portfolio, building a consumer-centric mindset, enhancing digital/e-commerce capabilities, and accelerating growth

CAPITAL IMPACTED



Growth Pillar 3:
End-to-End Innovation

FOCUS AREAS

- Leveraging global and local innovation
- Exploring supply localization
- Exploring partnerships for reach expansion

PROGRESS IN FY 2024

- Brought global innovation to India with the launch of Soliqua®, an FRC (fixed-ratio combination) of basal insulin and GLP-1 analog for better glucose control.
- Leveraged India’s strong manufacturing capabilities to drive local innovation, ensuring greater accessibility.
 - Insutage® was localized to replace Insuman (human insulin) and successfully launched in India.
 - Similarly, Cetapin®S was locally produced and introduced to strengthen our diabetes portfolio.
- Entered into an exclusive distribution partnership with Cipla, expanding access to our Central Nervous System (CNS) portfolio, including Depakote®, Valparin®, Frisium®, Stilnoct®, Vinlep®, and Solian®.
- Entered into an exclusive distribution partnership with Emcure Pharmaceuticals to expand reach for our Cardiovascular (CV) brands, including Cardace®, Clexane®, Targocid®, Lasix®, and Lasilactone®.

CAPITAL IMPACTED



Growth Pillar 4:
Go-To-Market (GTM) &
Operating Efficiencies

FOCUS AREAS

- Expanding HCP reach through customer-centric and hybrid models
- Deploying a structured trade organization for retail and non-retail engagement
- Piloting transformative models (e-commerce, HCP, e-KAM)

PROGRESS IN FY 2024

- The newly established trade organization has delivered strong performance through a robust governance process. Toujeo® is now available in key Government institutions and states and delivered a strong double digit growth in these key accounts
- Sanofi is strengthening its presence in the emerging channels like E-commerce and Modern trade, driving revenues through these new channels
- Shifted to a portfolio-wide trade engagement model, moving beyond a brand-by-brand approach, driving customer-centricity and unlocking mutual growth opportunities.

CAPITAL IMPACTED



VALUE CREATION MODEL

Creating shared value for all

Our established Value creation model revolves around our purpose of ‘Chasing the miracles of science to improve people’s lives’, which is central to our functioning.

Keeping in mind our values and the strategic action areas concerning our business, the value creation model aptly takes into account numerous internal and external factors impacting our business activities and operations. In doing so, the business model aids us in enhancing our positive impacts, while minimizing the negative impacts, thereby resulting in the creation of long-term value.

STRATEGIC PRIORITIES

- Purpose**
We continuously chase the miracles of science to improve people’s lives

Renewed focus on growth with local innovation initiatives

Launch global brands in related therapy areas

Accelerate efficiency

Reinventing the way we work

ESG OBJECTIVES

- Environmental**

 - 100% renewable energy by 2030
 - Net zero by 2045
 - Adopt a circular approach to limit our environmental footprint

Social

 - Improve access to healthcare education for our communities
 - Ensuring a safe, inclusive, and nurturing workspace for our employees
 - Zero tolerance to breach of Code of Conduct to differentiate

Governance

 - Robust governance structure to drive responsible and ethical business culture beyond compliance
 - Consistent efforts to maintain high quality of products and transparency

BUSINESS DRIVERS


- Patient centricity

Organized healthcare system

Digitized go-to market strategy

Low cost manufacturing

Macro-economic landscape

	 Financial capital	 Manufactured capital	 Intellectual capital	 Natural capital	 Human capital	 Social and relationship capital
APPROACH & INPUT	<p>Prudent use of financial resources to harness opportunities for sustainable economic growth</p> <ul style="list-style-type: none">₹ 8,606 million capital employed₹ 4,615 million operating cash flow	<p>Providing effective accessible and safe products through strategic innovation and sustainable solutions</p> <ul style="list-style-type: none">8 contract manufacturing facilities across IndiaBest-in-class global manufacturing site at Goa (India and export volumes total up to approx 5 Bn tablets/capsules annually)Robust supply of world-class products from Sanofi Global Group	<p>Building strong brands with world-class products well entrenched in the minds of stakeholders</p> <ul style="list-style-type: none">Drive local innovation with Sanofi’s Global R&D team₹ 8.75 million spent on clinical trials	<p>Responsible use of natural resources and contribute to combating climate change</p> <ul style="list-style-type: none">₹ 15 million spent on environmental initiatives85,259.5 GJ total energy consumption (Including fuel + electricity)112,769.6 Kl water withdrawn (including rain water harvesting)	<p>Fostering employees’ skillsets and competencies while consistently ensuring their safety and well-being</p> <ul style="list-style-type: none">1,285 workforce (including contractual employees and workers for FY 2024)31 new recruits onboarded₹ 48.93 million spent on health, safety and well-being of the workforce	<p>Strengthening stakeholder relationships through continuous engagement</p> <p>Focusing on healthcare awareness & education and disaster relief to empower our communities</p> <ul style="list-style-type: none">2,933 supplier base800+ hours volunteering contributed by employees
OUTPUT	<ul style="list-style-type: none">₹ 20,132 million revenue from operations₹ 3,137 million PAT₹ 5,073 million EBITDA33.44% Return on equity₹ 3,846 million dividend payout	<ul style="list-style-type: none">Exports to more than 24 countries, mainly to regulated marketsGoa manufacturing site - 43% volume produced for exportLocal manufacturing (including CMOs) - 30% of sales4 therapeutic areas8 brandsLocalised low-cost manufacturing leading to more than 37% of the portfolio with a price of less than ₹ 0.21 per tablet	<ul style="list-style-type: none">Seven abstracts presented as posters or oral presentations at international and national congresses. One abstract submitted to a congress and two original papers submitted to a journal for publication.Brands with Lantus® as the 3rd top-most brand in the Insulin marketTouStar® – first re-usable insulin pen in India, with a dedicated cartridge and total deliverable dose of 450 U which allows patients to use this insulin cartridge for a long duration	<ul style="list-style-type: none">46% of the total energy consumed from renewable energy sources99.96% of hazardous waste and non-hazardous waste diverted from disposal7.04% reduction in total Scope 1 and Scope 2 emissions100% treated water reused at site11% reduction in Hazardous waste generation	<ul style="list-style-type: none">100% employees trained for health, safety and environment-related matters25% of women representation on the BoardZero fatalities12% attrition rate (Permanent Employees) 3% attrition rate (Permanent Workers)33% of women in leadershipImprovement in gender balance over a period of 3 years	<ul style="list-style-type: none">3.30 crore total beneficiaries for CSR initiatives
OUTCOME	<ul style="list-style-type: none">Strong cash flow generationHealthy Balance Sheet and stable capital allocation	<ul style="list-style-type: none">Access to responsible quality productsRobust systems and processed for higher productivity and efficiency at manufacturing facilities	<ul style="list-style-type: none">Intensive approach towards inventionResponsible assessment of products through clinical trialsMinimize environmental impact through innovation	<ul style="list-style-type: none">Minimize environmental impactReduction in consumption of natural resourcesTransform to sustainable, circular and Net Carbon Zero material business	<ul style="list-style-type: none">Build a nurturing and inclusive workplaceEnsure employee well-being and access to healthcare for allIncrease in productivity of the workforce by building their skillsets and technical knowledge	<ul style="list-style-type: none">Empowering underserved communities through various CSR initiativesImproving accessibility and affordability of healthcare facilities for vulnerable communities
SDGs	 	   	  	     	   	  

STAKEHOLDER ENGAGEMENT

Listening and responding to our stakeholders

	Medium of engagement	Key expectations	Our approach
<div><div><div><div><div></div><div>Patients / Patient Advocacy Groups</div></div><div><div>Capital impacted</div><div><div><div></div><div></div><div></div></div></div></div></div></div><div><ul style="list-style-type: none">Market research surveysGrievance redressal mechanismWorkshops and conferences with patient advocacy groupsPatient support / assistance programs</div><div><ul style="list-style-type: none">Understand and address patient needsUnderstand patient experiencesEnhance patient education about available treatment optionsData privacy</div><div><ul style="list-style-type: none">Gathering insights to strengthen R&D and improve product qualityResponding promptly to queries and complaintsCreating awareness for our products and servicesPharmacovigilance (PV) complianceImproving knowledge on disease and treatment</div></div>	<div><div><div><div><div></div><div>Healthcare Professionals / Healthcare Organizations / Medical Scientific Associations</div></div><div><div>Capital impacted</div><div><div><div></div><div></div><div></div></div></div></div></div></div><div><ul style="list-style-type: none">Regular business interactionsCustomer satisfaction surveysGrievance redressal mechanismWorkshops and conferencesMedical educational programsSales personnel touchpoints (physical/virtual)</div><div><ul style="list-style-type: none">Address HCP queries and unmet needs in therapy areaShare information on product quality, scientific data and servicesProvide access to quality and affordable healthcareEnsure the safety and efficacy of medicinesFair and balanced scientific promotion of productsProvide updates on latest medical management</div><div><ul style="list-style-type: none">Providing information related to the product portfolio and therapy areaGathering insights to strengthen R&D and improve product qualityRegular engagements to understand the unmet needs of HCPs and patientsResponding promptly to queries and complaintsPrescription fulfillment for patients</div></div>	<div><div><div><div><div></div><div>Trade Partners</div></div><div><div>Capital impacted</div><div><div><div></div><div></div><div></div></div></div></div></div></div><div><ul style="list-style-type: none">EmailsMeetingsGovernance meetings</div><div><ul style="list-style-type: none">Ensure market fulfillmentMeet the demand and ensure supplies with right inventory managementMarketing supportFair treatmentTimely paymentsEthical behavior in compliance with all applicable laws and regulations</div><div><ul style="list-style-type: none">Constantly assessing GTM modelsEnsuring consistent supply and timely product deliveryRaising awareness about new product launchesResponding to queriesExploring emerging trade channelsConducting regular awareness, assessments, due diligence and audits</div></div>	<div><div><div><div><div></div><div>Suppliers / Vendors / Third Party Service Providers</div></div><div><div>Capital impacted</div><div><div><div></div><div></div><div></div></div></div></div></div></div><div><ul style="list-style-type: none">Emails and meetingsTraining workshops and seminarsSupplier assessment and reviewSupplier grievance mechanismBusiness Partner touchpointsCapability building engagements</div><div><ul style="list-style-type: none">Value creationLong-term business relationFair pricing and transparent negotiationFair treatmentTimely paymentsDelivering quality goods and servicesEthical behavior in compliance with all applicable laws and regulations</div><div><ul style="list-style-type: none">Developing a strong pool of suppliersPromoting local suppliers for secure and sustainable sourcingConducting regular supplier awareness, assessments, due diligence and audits</div></div>

Continuous

Periodically

Need basis

	Medium of engagement	Key expectations	Our approach
<div><div><div><div><div></div><div>Local Communities/ NGOs</div></div><div><div>Capital impacted</div><div><div><div></div><div></div><div></div></div></div></div></div></div><div><ul style="list-style-type: none">Need assessment surveysRegular meetings through field workTrainings and workshopsEmails and telephonic conversationsCSR programsResponding to humanitarian crisis</div><div><ul style="list-style-type: none">Access to healthcare, encompassing accurate information, health screening, management, and treatmentEnhanced quality of life</div><div><ul style="list-style-type: none">Enhancing awareness and understanding of diseasesProviding access to healthcareUndertaking CSR activitiesFostering economic growth, social inclusion and environmental protection</div></div>	<div><div><div><div><div></div><div>Employees and Contracted Workforce</div></div><div><div>Capital impacted</div><div><div><div></div><div></div><div></div></div></div></div></div></div><div><ul style="list-style-type: none">Townhall meetingsTraining programsEmployee engagement surveysEmployee engagement programsPerformance appraisal reviewsGrievance redressal mechanismEmails and meetings</div><div><ul style="list-style-type: none">Career growthTraining and developmentEmployee engagementUpdates and informationPhysical and psychological health, safety, and wellbeing of employeesUpholding human rights at work</div><div><ul style="list-style-type: none">Implementing health, safety and well-being initiativesPromoting learning opportunitiesProviding platforms for behavioral and skill developmentEncouraging diversity and inclusion as a part of organizational cultureFostering employee engagement and satisfactionCommunicating updates on policies, processes and systemsUndertaking initiatives for culture building</div></div>	<div><div><div><div><div></div><div>Shareholders / Investors Community</div></div><div><div>Capital impacted</div><div><div><div></div><div></div><div></div></div></div></div></div></div><div><ul style="list-style-type: none">Integrated Annual ReportAnnual General Meetings (AGM)One-on-one interactionsAnnouncement through stock exchanges and media releasesCompany websiteDedicated email ID for Investor grievancesInvestor/Analyst meetQuarterly financial statementsParticipation in industry bodiesQuarterly corporate governance disclosures</div><div><ul style="list-style-type: none">Profitable growthConsistent return on investmentsContinuous operational performanceAccess to timely, accurate and transparent informationResponsible corporate governanceExpanded financial disclosure (including disclosure on key ESG concerns in line with recognized frameworks)Strategic direction of organizationFostering scientific and technological developmentContinuous advancement in Innovation and R&DRegular updates on Company developments, strategies, and governance practices</div><div><ul style="list-style-type: none">Enhancing enterprise valueEnhancing profitabilityTransparent disclosure practicesSound ESG practicesStrong and experienced managementRisk managementRobust process and controls over financial reportingComply with all applicable laws and codesEffective investor grievance mechanismPeriodical third-party assessments and audits of Company's operations and activities</div></div>	<div><div><div><div><div></div><div>Government Authorities</div></div><div><div>Capital impacted</div><div><div><div></div><div></div><div></div></div></div></div></div></div><div><ul style="list-style-type: none">MeetingsRepresentation through industry associationsWritten communications</div><div><ul style="list-style-type: none">Continuing ease of doing businessAdherence to laws and regulationsDrug safety standards pricingPrincipled interpretation of law</div><div><ul style="list-style-type: none">Creating trust through transparent and ethical interactionsAdherence to Anti-Bribery Anti-Corruption principles</div></div>

Continuous

Periodically

Need basis

MATERIALITY ASSESSMENT

Identifying our material matters

Identifying and addressing material issues allows us to take a holistic approach to determining risks and opportunities in our dynamic operating landscape, driving sustainable value creation for all.

Our material topics reflect the key matters identified as having a significant impact on our performance and our ability to generate sustainable value for our stakeholders. To gain deeper insights into the topics most relevant to Sanofi India, our stakeholders, and society, we conducted a comprehensive materiality assessment in 2022, aligning with Sanofi Global’s materiality assessment framework. Considering the operating environment, Sanofi Group identifies material topics based on their relevance and impact on business and stakeholders.

Our materiality process

Our materiality process aligns with the Global Reporting Initiative (GRI) standards, adopting an integrated approach that embeds sustainability into our business strategy. The process is inclusive, ensuring that material matters are identified through collaboration with senior management and key stakeholder groups.

STEP 1

Identification

Identifying the initial list of focus areas that are relevant to our business operations

STEP 2

Stakeholder Engagement

Engaging with key stakeholders and senior management to assess the focus areas (on a scale of low to high importance to the business) using a structured questionnaire

STEP 3

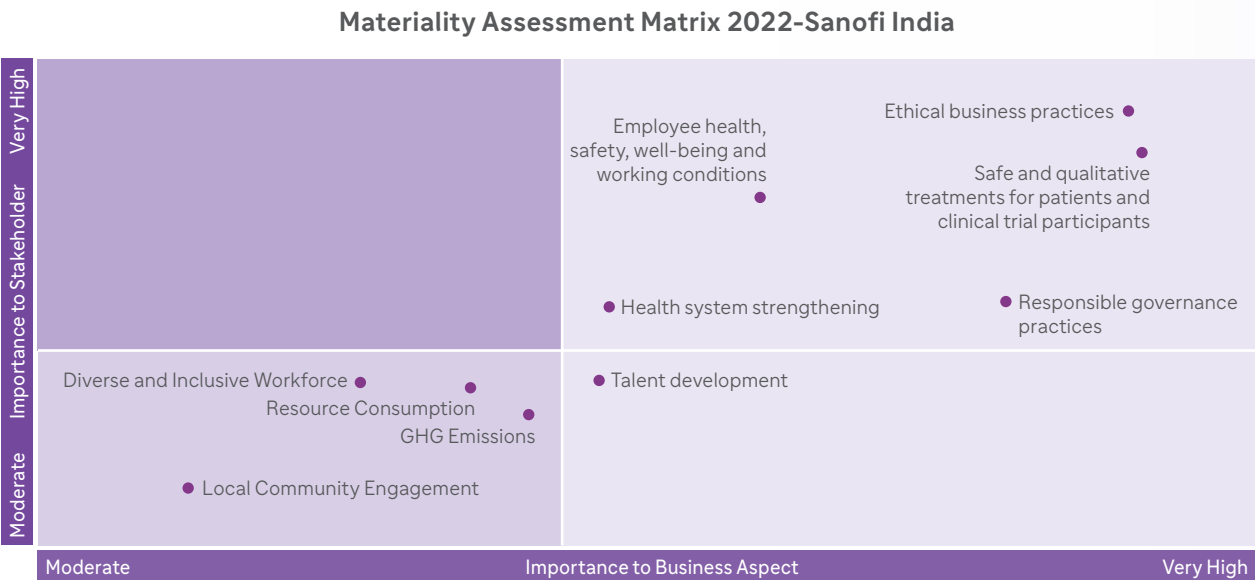
Prioritization

Prioritizing the material topics based on the assessment results and feedback received from stakeholders

STEP 4

Materiality Matrix

Preparing a materiality matrix representing the significance of material topics to stakeholders and business aspects



RISK MANAGEMENT

Ensuring and protecting value

Effectively managing existing and emerging risks is essential for our long-term success and the achievement of our strategic objectives. As a core element of our corporate governance, risk management helps safeguard value, enhance resilience, and support sustainable growth.



The Risk Management Committee meets on a quarterly basis to effectively manage risk. To oversee, assess, monitor, and control risks in an efficient manner, we have established specific roles and responsibilities.

Risk management process



Risk consolidation

Risks are aggregated across business, financial, operational, sectoral, ESG, information, cybersecurity, and other identified areas, providing management and the Board with a comprehensive risk overview.

CORPORATE GOVERNANCE OVERVIEW

Upholding ethics and transparency in business

We acknowledge our responsibility to maintain strong oversight, fostering stakeholder trust and driving sustainable value creation. Our Board remains dedicated to upholding the highest standards of governance through well-established processes and frameworks, ensuring ethical and transparent business practices.

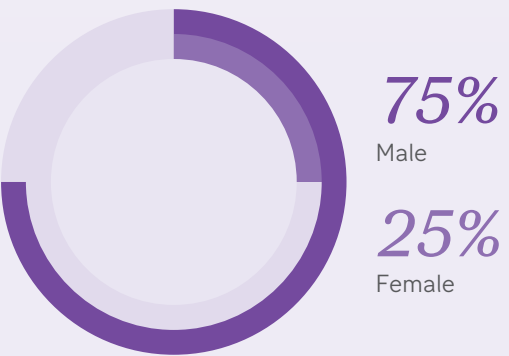
Governance Structure

The Board is at the helm of the governance structure, ensuring efficient oversight and strategic decision-making to drive sustainable growth. Regular reviews of the governance framework are conducted to uphold the principles of ethical leadership, corporate citizenship, and long-term sustainability.

Board Diversity

We prioritize Board diversity to ensure a well-rounded leadership team. While proposing members for election to the Board of Directors, various criteria are considered, including industry experience, executive and management roles, financial and accounting expertise, governance and legal knowledge, ESG and IT proficiency, and gender and other diversity factors.

Gender Diversity

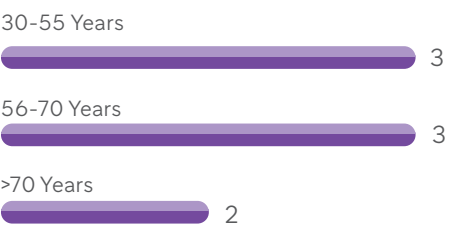


Diversity Characteristics

Board Expertise



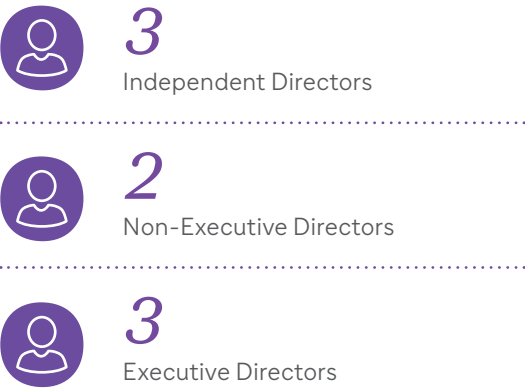
Age Profile



Board Composition

Our Board is composed of highly experienced and esteemed professionals, recognized for their integrity and expertise in various fields. The Board comprises a balanced mix of independent, non-executive, and executive directors. This composition fosters effective leadership, strategic oversight, and robust decision-making, safeguarding against undue influence while driving sustainable growth.

Board Independence



Board Committees

The Board is supported by several committees, each with delegated authority to enhance role clarity and effective execution of responsibilities. These committees are responsible for ensuring effective governance and providing periodic reports to the Board. Each committee evaluates its effectiveness by reviewing its activities against approved terms of reference in alignment with delegated powers and authority.



Ethics, Accountability and Transparency

In today’s dynamic business landscape, Ethics and Business Integrity (EBI) is the foundation for excellence and responsible business practices. Our Code of Conduct (CoC) serves as our moral compass, guiding us in our mission to harness the power of science to improve lives.

The new Code of Conduct, introduced by Sanofi Global in January 2023 and accessible at <https://www.codeofconduct.sanofi/>, is our constitution. This modern code represents a shift from traditional rule-based directives to a principle-driven framework, aligned with our purpose, ambition, Play to Win strategy, integrated corporate social responsibility approach, employee value proposition, and organizational culture.

The Code acts as a catalyst for maximizing opportunities and minimizing risks by introducing the Thoughtful Risk-Taking (TRT) framework. We have disseminated the essence of this Code throughout the organization via extensive awareness

campaigns, including ‘CoC Conversations’ conducted across all employee levels.

Our commitment to ethical behavior is further reinforced through our robust governance systems and rules, strictly enforced within the legal framework. The ‘Leading with Integrity Handbook’ guides managers in building leadership qualities essential for ethical decision-making and proactive issue resolution.

Embedding TRT

Thoughtful Risk-Taking (TRT) is about striking the right balance between prudence and boldness to seize opportunities and deliver optimal outcomes for our patients, customers and stakeholders. At Sanofi, we have encouraged employees to embrace the right mindset for shared decision-making by embedding the TRT framework built on six simple and practical steps.

Our Ethics and Business Integrity (EBI) Champions help amplify, cascade and percolate the culture of ethics across the Company, underscoring Sanofi’s commitment to conducting business responsibly and embracing opportunities with TRT.



Board of Directors



Mr. Aditya Narayan
Chairman
Independent Director



Mrs. Usha Thorat
Independent Director



Mr. Rahul Bhatnagar
Independent Director



Mr. Eric Mansion
Non-Executive Director*



Mr. Vaibhav Karandikar
Non-Executive Director



Mr. Rodolfo Hrosz
Managing Director#



Mr. Rachid Ayari
Whole Time Director and
Chief Financial Officer



Ms. Renee Amonkar
Whole Time Director and
Site Director - Goa

- A** Audit Committee
- N** Nomination and Remuneration Committee
- S** Stakeholders Relationship Committee
- C** Corporate Social Responsibility Committee
- R** Risk Management Committee

*Mr. Eric Mansion appointed as the Non-Executive Director of the Company with effect from June 3, 2024.

#Mr. Rodolfo Hrosz will cease to be Managing Director of the Company with effect from close of business hours on April 30, 2025. Further, upon recommendation of the Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board of Directors at its meeting held on April 9, 2025 have approved the re-designation of Mr. Rodolfo Hrosz as an Additional Non-Executive Director of the Company with effect from May 1, 2025.

Leadership Team



Sitting from Left to Right

- | | | | |
|--|---|---|--|
| Dr. Arvind Gadekar
Medical Lead - International Pharma SE Asia & India | Mr. Suresh Babu
Sales & Customer Engagement Head - Diabetes | Ms. Renee Amonkar
Whole-time Director and Site Director - Goa | Ms. Yasmin Shenoy
Senior Director - Regulatory Affairs |
| Ms. Vinifer Gandhi
India Communications & CSR Lead | Mr. Linumon Thomas
Digital Leader - India | | |

Standing from Left to Right

- | | | | |
|---|--|--|--|
| Mr. Arjun Thakkar
Company Secretary & Compliance Lead | Ms. Surabhi Kaul
People & Culture Director India | Mr. Rodolfo Hrosz
Managing Director | Mr. Rachid Ayari
Whole-time Director and Chief Financial Officer |
| Mr. Nitin Arora
India Partnerships Lead | Mr. Nakul Verma
Senior Director - Public Affairs | Mr. Bratin Bag
Senior Director - Ethics & Business Integrity, South Asia | |



FINANCIAL CAPITAL

Delivering sustainable growth and value creation

Stakeholder Impacted



BRSR Linkage

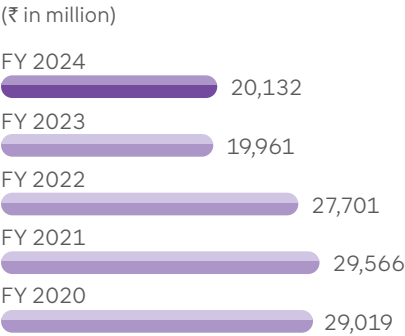
Principle 4 - Business should respect the interests of and be responsive to all its stakeholders



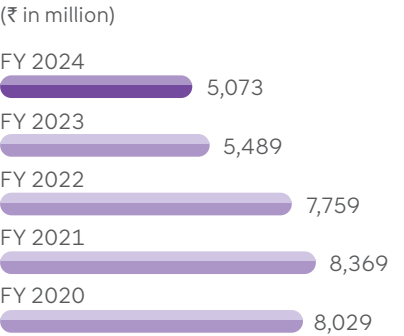
Prudent financial management is crucial in an ever-evolving external environment. Our strategic financial approach ensures robust cash flow and business sustainability. We are dedicated to optimum utilization of our financial resources, aligned with our goal of driving long-term growth and value creation.



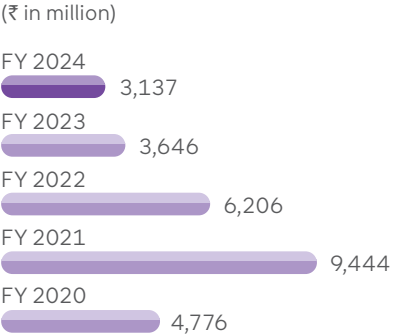
Revenue from operations#



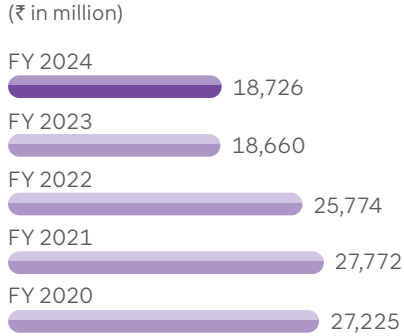
EBITDA performance through the cycle*



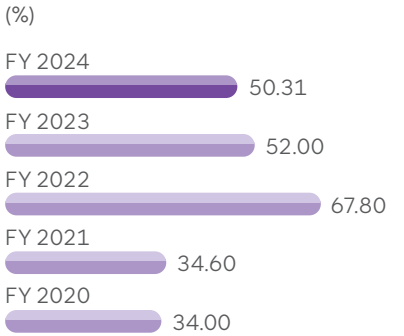
Profit after tax (PAT)**



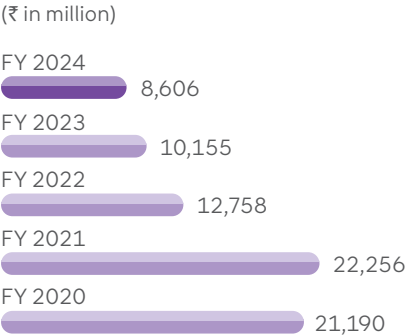
Sales Mix



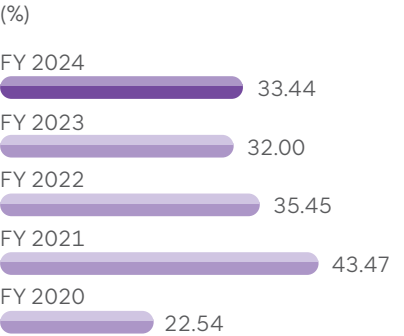
Return on capital employed



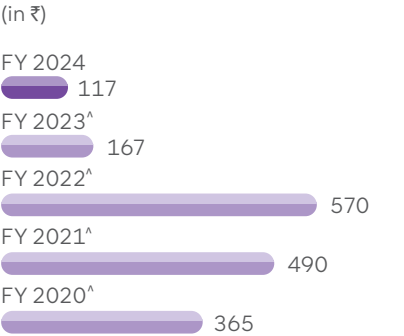
Net Worth



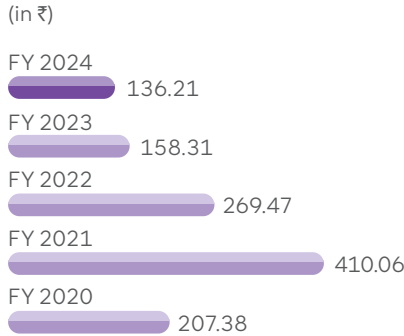
Return on Equity**



Dividend Per Share



Earnings per Share (EPS)**



Revenue and profit are not comparable due to the divestment and exceptional items involved between the period

* EBITDA - Earnings before exceptional item

** Includes impact of exceptional items

^ Dividend for the past years includes 'special dividend' as well as dividends for the discontinued operations

FY 2024 & 2023 numbers are from continuing operations.

Sanofi Consumer Healthcare India Limited, Wholly Owned Subsidiary of the Company has demerged effective June 1, 2024, pursuant to receipt of necessary statutory approvals and in accordance with the Scheme.



MANUFACTURED CAPITAL

Empowering healthcare through manufacturing excellence

Stakeholder Impacted



BRSR Linkage

Principle 2: Business should provide goods and services in a manner that is sustainable and safe

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner



We aim to contribute to a healthier India while driving sustainable growth through our manufacturing excellence. Our commitment extends beyond producing exceptional products to embedding operational efficiencies that create lasting value for stakeholders.



Maximizing the Power of Our Manufactured Capital

At the core of our manufacturing capabilities lies a profound commitment to patient well-being. We strive to ensure that every product we create not only meets but exceeds regulatory standards, positively impacting the health and safety of those who rely on them. To achieve this, we leverage innovation, digitalization, and automation throughout our operations. By harnessing cutting-edge technology, we streamline processes, enhance efficiency, and uphold the highest standards of quality in product development and vendor management.

Strengthening Our Manufacturing Capabilities

By fortifying our manufacturing capabilities, we are committed to driving innovation, upholding excellence, and ensuring the well-being of patients worldwide. Our in-house state-of-the-art manufacturing facility in Goa serves as the backbone of our mission to provide affordable, high-quality medicines globally. This cGMP-compliant facility adheres to both national and international standards, ensuring

that our medicines are safe, effective, and of the highest quality.

In addition, we collaborate with Contract Manufacturing Organizations (CMOs) through two models - 'Loan Licensing' and 'Full Service Agreements'. These strategic partnerships enable us to realize cost savings, expand production capacities, and enhance management synergies. This approach allows us to focus more effectively on core activities, which are crucial for the next phase of our growth.

Ensuring Data Integrity Compliance

We have invested in Data Integrity Risk Assessment (DIRA) compliance to ensure our processes are future-ready. This strategic initiative integrates cutting-edge technology and robust systems, aligning with regulatory standards and enhancing the integrity and security of our operations. In our granulation equipment, which includes fluid bed processors, achieving DIRA compliance ensures we are well-positioned to meet future challenges and continue delivering high-quality, safe, and effective medicines.

Additionally, we utilize the Caducee Empower Chromatography Data System to support chromatographic acquisition. This advanced system enhances our analytical capabilities, ensuring precise and reliable data for quality control and research purposes.

Enhancing Quality and Safety Management

Our manufacturing site has implemented QualiPSO, Sanofi's management system designed to harmonize and simplify processes for quality and safety. By leveraging the latest technology, QualiPSO enhances digitalization, dynamically standardizes processes, and provides unified access to all modules. Key benefits include improved data accessibility and quality, advanced search capabilities, enhanced process integration, better plant mobilization, reduction in paper usage and traceability, and harmonized processes across all sites. We have transferred more than 100 physical formats into digital formats in QualiPso. The unique CMS Core Model fosters coordination and efficiency, ensuring we deliver the highest standards in our operations.

Augmenting Capacity and Safety

We successfully enhanced capacity and safety by completing a warehouse extension project, including the installation of mobile racks. This expansion has significantly increased our storage capabilities and improved operational efficiency.

Additionally, we upgraded our production facilities to comply with the latest quality systems by implementing Personal Airlock (PAL) and Material Airlock (MAL) systems. These upgrades enhance contamination control and ensure the highest standards of safety and quality in our manufacturing processes.

Investing in In-House Capabilities

We have made significant investments in strengthening in-house capabilities by implementing Autonomous Overall Equipment Effectiveness (OEE) monitoring on our packing machines. This advanced monitoring system allows us to:

- Boost operational efficiency
- Increase productivity
- Ensure stringent quality control
- Facilitate data-driven decision-making



INTELLECTUAL CAPITAL

Driving innovation for better healthcare

Stakeholder Impacted



BRSR Linkage

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner



We chase the miracles of science to enhance patient outcomes. By integrating global expertise with local strengths and leveraging innovation and digital technologies, we develop cutting-edge therapies and expand market reach to advance healthcare solutions for all.



Global and Local Innovation

Innovation is at the core of our purpose, shaping impactful health solutions worldwide. Sanofi Global leads our R&D efforts, working closely with international affiliates to drive advancements. Across state-of-the-art laboratories, we employ advanced technology platforms while embedding sustainable practices to minimize environmental impact.

● Product Launches in FY 2024 ●

Segment

Diabetes

New Products

Soliqua®, Insutage®, Cetapin®S

A key milestone in bringing global innovations to India was the launch of Soliqua®, a fixed-dose combination of Glargine U 100 and Lixisenatide, designed for adults with obesity and uncontrolled Type 2 diabetes mellitus. This therapy simplifies diabetes management by providing sustained blood sugar control in a once-daily injection, addressing weight gain, hypoglycemia, and multiple injections. Soliqua® also marks Sanofi India’s entry into the premix insulin segment, complementing its established basal insulin portfolio. To enhance awareness, we engaged over 400 Key Opinion

Leaders (KOLs) through educational initiatives, strengthening clinical confidence in personalized diabetes care. Expanding our local portfolio, we introduced Cetapin®S and localized Insutage®, replacing Insuman®. These additions reinforce our commitment to addressing unmet patient needs and localizing global Sanofi assets to enhance accessibility and impact for Indian patients.

Establishing Partnerships for Reach of Established Products

As part of our end-to-end innovation strategy, we are continuously enhancing both product development and market access. In line with this approach, we signed exclusive distribution agreements with Cipla for our Central Nervous System (CNS) portfolio and Emcure Pharmaceuticals for our cardiovascular (CV) portfolio. These partnerships leverage their extensive networks to accelerate the growth of our established products while allowing us to focus on introducing best-in-class and first-in-class therapies. Sanofi India continues to own, import, and manufacture its CNS and CV products across domestic and international plants. Our partners will utilize their marketing, sales, and distribution expertise to expand access nationwide. Already leading in urban markets, our well-established brands will now reach

more healthcare professionals and patients across India, strengthening our impact on patient care.

Comprehensive Pharmacovigilance for Patient Safety

We prioritize the safety and efficacy of our products throughout their lifecycle. Beyond clinical trials, our post-market surveillance framework continuously monitors and safeguards patient and consumer health. A dedicated Pharmacovigilance (PV) team leads this effort, ensuring rigorous safety oversight and regulatory compliance. Additionally, the team provides specialized training on safety data vigilance and reporting to employees, vendors, business partners, and all stakeholders handling our products.

Embracing Digital Innovation in Healthcare

The adoption of digital technologies is reshaping healthcare, enabling faster therapy discovery, improved patient outcomes, and greater operational efficiency. In an AI-driven and increasingly complex landscape, digital innovation is essential for ensuring high standards of quality, compliance, and medical advancement. Sanofi’s digital transformation is designed to position us at the forefront of medical innovation, integrating cutting-edge technologies to align with evolving industry trends and future healthcare needs.

- Key focus areas include:
- Modernizing digital infrastructure and strengthening risk management
 - Fostering a “Think One Sanofi” culture to drive collaboration and innovation
 - Leveraging AI and data-driven insights for smarter decision-making and enhanced efficiency

LANDMARC Study at the American Diabetes Association’s (ADA) 85th Scientific Sessions

Sanofi India proudly showcased the groundbreaking findings of the LANDMARC study at ADA 2024, featuring five abstracts and three posters that underscored its transformative impact on diabetes management. Conducted with data from over 6,000 Type 2 diabetes patients across India, the study highlighted the critical role of timely insulinization in improving patient outcomes. Through innovative dissemination efforts, including digital tools and targeted communications, Sanofi India ensured widespread engagement and actionable insights, reinforcing its leadership in advancing diabetes care.



HUMAN CAPITAL

Nurturing a conducive workplace

Stakeholder Impacted



BRSR Linkage

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains,
Principle 5: Businesses should respect and promote human rights

Promoting an inclusive culture

Culture defines who we are, creating a dynamic and thriving workplace where everyone brings their best. Through our Culture Talk series program, we strive to promote an open exchange of trust, empathy, and commitment – core values that guide our endeavors.

In 2024, we intensified our focus on micro-engagements, embedding Play to Win behaviors. With over 1,200 employees engaged, we tackled critical themes like Change, Psychological Safety, and Accountability, equipping teams to navigate transformation confidently. A key highlight was our session on Purpose, featuring thought leaders like Natalie Bickford (Chief People Officer, Sanofi Group) and Raj Verma (Chief Diversity, Culture & Experience Officer, Sanofi Group), who shared insights on aligning work with meaningful goals.

Diversity, Equity and Inclusion (DE&I)

DE&I is the foundation of our success. Diversity drives innovation by embracing our differences. Equity ensures tailored support so every individual can thrive. Inclusion fosters a workplace where everyone feels valued and truly belongs. Through our global “All In” strategy, we are committed to creating a workforce that reflects the diverse communities and patients we serve. Our Employee Resource Groups (ERGs) – Gender+, Pride+, Ability+, Generations+, and Culture & Origins+ – drive meaningful change, amplifying voices and advancing inclusivity.



Our employees are the cornerstone of our success. By fostering a culture that encourages continuous learning and skill development, we enable our people to grow and thrive, driving both individual and organizational success.



We’ve made significant strides in gender equity, from extending maternity leave beyond legal requirements to ensuring a gender-neutral pay structure, rigorously benchmarked against industry standards. Development programs for women empower them to rise into leadership roles, breaking barriers along the way. Our medical insurance covers same-gender partners, and parental benefits are inclusive. Thoughtful infrastructure enhancements – Braille signage, wheelchair-friendly access, all-gender washrooms, and inclusive parking, ensure a welcoming environment for all.

Improving Diversity at Goa Site

In a strategic game changing move , Sanofi Goa site worked with the Government of Goa to amend the Factory Act to allow women working in factories beyond 7 pm. The Inspectorate of Factories and Boilers granted permission to Sanofi Goa site as a Model Site to allow women to work in three shifts.

This change in regulation is a big boon to Sanofi to improve the gender diversity at the site thereby employing more than 45% women from the new recruits in 2024. This created better job opportunities for women workforce in Pharma industry, specially the young Pharmacists graduating YoY of which nearly 80% are women. We implemented this change by ensuring 100% safety of the women working in shifts by having home pick up and drop in company vehicles which are equipped with GPS and cameras.

Pillars of our ‘All In’ Strategy

	Reflect	Unleash	Transform
‘All In’ Strategy Pillars	Fostering a leadership that mirrors the diversity of our communities.	Cultivating an environment that empowers everyone to bring their best selves to work.	Making a positive societal impact by advocating for diverse communities.
Highlights for FY 2024	<ul style="list-style-type: none">19% women representation45% women among new hires25% women representation on Board50% women representation in the Key Managerial Personnel70+ employees joined Gender+, PRIDE+ & Ability+ Employee Resource Groups (ERGs)	<ul style="list-style-type: none">Parental Leave +ve uptakePaternity Leave – 36 Maternity Leave – 8 Adoption Leave – 1Conducted sensitization sessions focused on PRIDE and Ability communitiesProvision of gender-neutral restroom at Head OfficeProvision of accessible parking for specially-abled people	<ul style="list-style-type: none">Included PRIDE and Ability related volunteering initiatives as part of ‘We Volunteer’18.4% procurement from MSME vendors100% diverse representation in clinical trials across gender, geography and hospital type

Learning & Development

We believe that learning and development (L&D) is crucial for equipping our employees with the necessary skills and knowledge to drive innovation and success. Our L&D approach is built on personalized learning, collaboration, and agility, ensuring every employee has the tools to grow and excel. Through our global “Leadership Lab” initiative, we offer structured programs tailored for individual contributors, people managers, and executive leaders. We also provide resources like 360 assessments, Manager 90 Feedback, and the Manager Hub, empowering leaders to inspire, develop, and support their teams.

In 2024, we prioritized Change & Transformation Programs, equipping leaders at all levels to navigate evolving business landscapes. We also focused on strengthening the capabilities of new and experienced people managers, enabling them to lead with confidence. Leveraging global learning platforms like ‘Explore More’, we provided three months of continuous learning on critical topics such as Change, Talent & Career, Digital, and Wellness, reinforcing our commitment to lifelong learning.



Employee Health, Safety and Wellbeing

We adhere to the highest Health, Safety, and Environmental (HSE) standards, ensuring a secure workplace for employees, contractors, and visitors. Our Goa site and Mumbai office follow ISO 45001 and ISO 14001 guidelines, with proactive risk management, regular audits, and strict safety protocols. We provide comprehensive workplace hazard assessments, supported by HSE manuals, SOPs, and a structured review mechanism. Our EHS framework integrates ISO 45001:2018 and international standards, driving safety through structured policies, training, and leadership oversight. Hazard Identification and Risk Assessment (HIRA) ensures proactive risk mitigation, while incident investigations and Corrective and Preventive Actions (CAPA) measures strengthen preventive actions.

To prioritize employee well-being, we offer non-occupational medical services, hospitalization coverage, and occupational health centers at key locations. The ‘All Well’ program promotes holistic health, reducing absenteeism. We also address

road safety risks through training, defensive driving programs, and UN-backed initiatives. Additionally, we assess API suppliers and logistics partners to ensure compliance with our health and safety standards across the value chain.

Human Rights

We uphold the highest standards of human rights and ethics, ensuring a workplace built on fairness, dignity, and respect. Through targeted training sessions, we educate employees on key human rights policies, reflecting our commitment to ethical business practices. Our workforce benefits from remuneration above minimum wage and comprehensive health insurance for all permanent employees, prioritizing their well-being.

In 2024, we maintained timely wage payments and recorded zero cases of child labor, forced labor, or involuntary work. We also enforce strict hiring policies, employing only individuals aged 18 and above, and carefully vet our supplier partnerships to ensure alignment with our stance against forced labor.



India representation at the 2024, Paris Olympics & Paralympics





SOCIAL AND RELATIONSHIP CAPITAL

Empowering our communities

Stakeholder Impacted



BRSR Linkage

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Principle 8: Businesses should promote inclusive growth and equitable development

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner

At Sanofi, being a global corporate citizen means conducting business responsibly and sustainably. Our purpose is to chase the miracles of science, bringing meaningful value to society by protecting, enabling, and supporting people facing health challenges through innovative treatments and healthcare initiatives. We believe in sharing the value we create by expanding access to healthcare and making a lasting impact in the communities we serve. For us, Corporate Social Responsibility (CSR) is more than an initiative – it is a mindset and a way of operating, deeply embedded in our daily business practices. Our focus remains on addressing critical needs and delivering maximum social benefit.

A responsible corporate citizen

Industry associations play a vital role in addressing sector-wide opportunities and challenges, serving as key platforms for engaging with government stakeholders. Through collaboration, these associations help shape policies that foster industry growth while prioritizing public welfare.

We actively engage with industry associations, contributing to significant policy discussions

and initiatives. These contributions are aimed at seamlessly integrating advanced global therapeutic solutions into India's healthcare ecosystem.

Our leadership team maintains active participation in key industry bodies such as OPPI, FICCI, USISPF, IFCCI, BCCI, ASSOCHAM, and CII, playing a strategic role in function-specific task forces. Through these engagements, we ensure that Sanofi's perspectives are effectively represented in broader industry dialogues and policy submissions to the government.

Promoting social health and wellbeing

Our social impact strategy is driven by the vision of creating a healthier and more resilient India by expanding access to quality healthcare for underserved communities. At the heart of this mission is our commitment to enhancing the prevention, care, and treatment of Non-Communicable Diseases (NCDs). By leveraging our expertise and resources, we focus on strengthening healthcare systems, building capacity, and empowering communities to lead healthier, more fulfilling lives.



Our strong commitment to environmental, social, and governance principles, along with our focus on building a healthier nation, enables us to drive strong relationships and impactful contributions, shaping resilient communities



33.04 million

Individuals reached through health awareness campaigns/programs

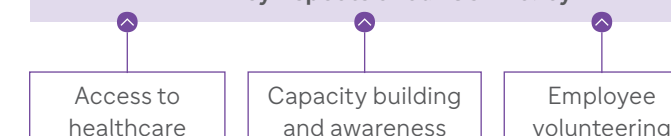
₹144 million

CSR expenditure

4

Programs aimed at improving healthcare access

Key Aspects of our CSR Policy



Our CSR initiatives are meticulously executed by our in-house team in collaboration with NGOs, implementing partners and State Governments. This approach ensures the effectiveness and reach of our social responsibility endeavor.

Our approach is based on three pillars:

- Leveraging our expertise and resources to support communities in tackling healthcare issues, particularly in the area of non-communicable diseases like diabetes, hypertension, cardiovascular diseases and cancer.
- Partnering with Government, public and private institutions to help build capacity in the healthcare system and engaging in public-private partnership (PPP) projects aimed at effectively implementing healthcare programs.
- Harnessing the passion and commitment of our employees by encouraging them to volunteer for initiatives that create a meaningful impact in the communities.


KiDS Program, Goa & Uttar Pradesh

The Kids and Diabetes in Schools (KiDS) program has successfully raised diabetes awareness in Goa since 2019. The impact assessments confirm its positive influence, extending beyond schools to homes, communities, and society. Considering its potential for long-term behavioral change and health benefits, the program was extended for another three years (2022-2025) through an MoU with the Department of Health, Government of Goa.

KiDS follows an innovative Public-Private Partnership model, collaborating with the Department of Health, State Education Department, and RBSK (Rashtriya Baal Swasthya Karyakram) doctors. Educational modules, combined with engaging activities, ensure a sustainable and far-reaching impact.

To promote healthy diet and active lifestyle, KiDS drives on-ground initiatives such as ‘Sakhar Free Shukrawar’ (Sugar-Free Friday), STEP challenge which motivates families to incorporate walking into daily routines, and Diabthlon – a first-of-its-kind day-long marathon featuring diabetes education, fitness activities, healthy food stalls, and entertainment. We have reached out to 150 schools and 150,000 children in Goa.

In 2024, we piloted the KiDS program in the State of Uttar Pradesh. Through our partner NGO, YRG Care, we reached out to 100+ schools on Lucknow. Trained 200+ teachers and 20,000+ children. The success of the pilot encourages us to expand this program to more districts in 2025.

 [Read the full report here](#)

Partners

- Department of Health, Government of Goa
- Department of Education, Government of Goa
- Conexus Social Responsibility Foundation
- YRG Care Foundation

Key CSR Initiatives



Type 1 Diabetes (T1D) Social Impact Program


Through our T1D social impact program, we aim to establish a standard of care for diagnosing and managing this autoimmune chronic condition, primarily affecting the pediatric population and young adults.

This initiative provides free insulin, syringes, lancets, glucose strips and access to T1D education to 1,400+ underprivileged children suffering from Type 1 Diabetes. This engagement has significantly enhanced children's ability to manage hypoglycemia and hyperglycemia. Within nine months, this program has reduced instances of hypoglycemia by 50% and hyperglycemia by 48%.

Individuals with T1D (also known as juvenile or insulin-dependent diabetes) and their caregivers in India face multiple challenges, including shortage

of dedicated healthcare professionals, limited public awareness and socio-economic burden, and restricted healthcare access, especially in semi-urban and rural areas.

Through specialized care, education, regular screening, and psychological support, we strive to empower individuals with T1D to lead healthier lives. Early diagnosis can restore up to three years of healthy life per individual. Continuous insulin access and self-management can restore up to 21.2 years of healthy life per person in India. In 2024, we raised T1D awareness in 5 states, reaching over 9 million readers.

 [#https://www.t1dindex.org/countries/india/](https://www.t1dindex.org/countries/india/)

Partners

- Research Society for Study of Diabetes in India (RSSDI)
- People to People Health Foundation (PPHF)



Employee Volunteering

Our employees actively contribute to community development, creating lasting impact in the communities we serve. In 2024, 200+ employees across 7 locations contributed 800+ hours to community building. Volunteering activities were organized under four main categories: health, education, environment and mentoring.



Mobile Medical Units (MMUs) for NCD Awareness, Screening and Management

Access to quality primary healthcare remains a challenge in rural and urban slum areas of India due to limited infrastructure, resources, and workforce shortages. With restricted access to affordable transport, many rural residents rely on government healthcare facilities, yet only a small percentage meet Indian Public Health Standards, while urban facilities struggle with compromised amenities and poor health indicators.

To bridge this gap, 21 Mobile Medical Units (MMUs) operate across 10 districts in Maharashtra, focusing on raising health awareness, screening for Non-Communicable Diseases (NCDs), and providing timely referrals to government health centers.

In 2024, the MMUs reached 454,000 people, providing screening, diagnosis and treatment for NCDs and referring patients to higher centers. Nearly 25% people were diagnosed and treated for diabetes while 39% people were diagnosed and treated for hypertension.

Partners

- Piramal Swasthya Foundation



Cancer Awareness Program

We are spreading awareness about oral and cervical cancers in West Bengal and Telangana in collaboration with our NGO partner. In 2024, we reached out to 550,000 people through community sessions and raised awareness for 32 million individuals through media campaigns.

Partners

- Indian Cancer Society



Andhra Pradesh Flood Relief Support

In collaboration with our NGO partner, we supported 1,084 people affected by floods in Andhra Pradesh by distributing health and hygiene kits.

Partners

- AmeriCares India Foundation



NATURAL CAPITAL

Moving towards a carbon-neutral future

Stakeholder Impacted



BRSR Linkage

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

Principle 6: Businesses should respect and make efforts to protect and restore the environment



Sustainability is integral to our operations. We are committed to reducing our environmental impact through responsible resource use, energy efficiency, water conservation, and waste management. Our focus is on achieving carbon neutrality, advancing circular economy principles, and fostering biodiversity.



Energy and emissions

We optimize energy use through high-efficiency chillers, LED upgrades, and HVAC enhancements, with most of our energy needs being met from renewables. Our Goa site’s biomass and solar initiatives helping us to progress toward carbon neutrality by 2030, ensuring minimal emissions and regulatory compliance.

39,061.5 GJ Total energy consumed from renewable sources

Near-zero CO₂ emissions are ensured at our Goa site through biomass boilers

3,780 tons of CO₂ (39% reduction) will be cut through solar projects and chiller upgrades

Target: **Carbon neutrality by 2030**

Our energy consumption details (In GJ)

Category	FY 2023	FY 2024
Renewable energy use (%)	49	46
Scope 1 + 2 emissions (tCO ₂ e)	8,963.4	8,331.7



Water management

Water is vital to our operations, and we ensure sustainability by reducing groundwater reliance and shifting to surface water sources.

1,445.7 KL rainwater harvested for reuse

Zero discharge at Goa site – treated effluent used for gardening & restroom flushing

Our water consumption details

Water source	FY 2023	FY 2024
Groundwater Withdrawal (KL)	1,404	2,629.9
Third-party water (KL)	117,342	108,694



Waste and circular economy

We ensure zero landfill waste through responsible recycling and co-processing of hazardous and non-hazardous materials, including paper, glass, e-waste, batteries, and biomedical waste, in compliance with environmental regulations.

Waste generation details

Waste type	FY 2023	FY 2024
Hazardous waste (MT)	85.78	74.63
Non-hazardous waste (MT)	363.18	1,232.31



Biodiversity

We support biodiversity through Sanofi’s ‘Planet Care’ program, addressing climate impact, waste management, and water conservation.

Zero environmental penalties in FY 2024, demonstrating regulatory compliance

₹2.5 crore investment to generate ₹1.6 crore annual savings

COP 6.49 achieved, up from 3.43, enhancing energy efficiency

40% carbon footprint reduction targeted by 2025

Sustainable cooling solutions

Advancing sustainability with smart cooling, Sanofi’s Goa facility has introduced high-efficiency centrifugal chillers to enhance energy efficiency.

Awards

OPPI* Medical Excellence Award 2024 - LANDMARC Study

Sanofi India won the OPPI Medical Excellence Award 2024 for its groundbreaking LANDMARC study, recognizing its commitment to advancing diabetes care through innovative education, impactful dissemination, and collaborative efforts in Type 2 Diabetes management.

* Organization of Pharmaceutical Producers of India



From Stigma to Support: Sanofi's award-winning epilepsy campaign

Around 12 million people in India live with epilepsy, often facing stigma. Sanofi and Filter Copy's awareness film debunking myths gained 25 million+ views and won the e4m Do Good award for Best Use of Video and Holistic Health & Wellbeing.

[Click here to watch the video](#)



Sanofi Honored as a Top LGBTQ+ Employer in IWEI 2024, celebrating Diversity and Inclusion

Sanofi is proud to be recognized as a Top Employer for the LGBTQ+ community in the IWEI 2024, earning a Bronze Category award for fostering an inclusive workplace with supportive policies and a culture of diversity.



CSR Awards

Sanofi India's KiDS program clinches top honor at ICC Social Impact Summit 2024

Sanofi India's KiDS (Kids & Diabetes in Schools) program won the Jury Choice Award in Healthcare at the 6th Indian Chambers of Commerce (ICC) Social Impact Summit 2024, its fifth award, for its impact on diabetes prevention in Goa through behavior change. Dr. Kavita Chaudhari, Deputy Director of Corporate Social Responsibility at Sanofi India Limited, received the trophy from Dr. C.V. Ananda Bose, Governor of West Bengal.



Sanofi India's Mobile Medical Units win IFCCI's* Best CSR Project Award

Sanofi India's Mobile Medical Units (MMU) program for NCD screening won the Best CSR Project of the Year Award at the 6th IFCCI CSR Awards and the prestigious Doing Good for Bharat Award in Healthcare. The program serves 454,000+ people across 10 Maharashtra districts with NCD screenings, diagnoses, and medicines, in partnership with Piramal Swasthya Foundation for rural healthcare impact. So far, the program has diagnosed 25% with diabetes, 39% with hypertension, and screened 82,000+ for oral cancer.

* Indo French Chambers of Commerce & Industries



Sanofi India's Mobile Medical Unit (MMU) social impact program awarded with the prestigious Doing Good for Bharat Award in Healthcare (2024)



Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE SIXTY-NINTH ANNUAL GENERAL MEETING ("AGM"/ "69th AGM") of the Members of SANOFI INDIA LIMITED ("the Company") will be held on THURSDAY, MAY 15, 2025 at 3:30 p.m. (IST), through Video Conferencing/Other Audio - Visual Means ("VC/OAVM") facility, to transact the following business:

Ordinary Business

- To receive, consider and adopt the Annual Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended December 31, 2024 including the Balance Sheet as at December 31, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended on that date and Reports of Board of Directors and Auditors thereon.
- To declare a final dividend of ₹ 117/- per equity share of ₹ 10 each for the Financial Year ended December 31, 2024.
- To re-appoint Ms. Renee Amonkar (DIN: 10335917), who retires by rotation and being eligible, offers herself for re-appointment.
- To re-appoint Mr. Rachid Ayari (DIN: 10408699), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

- Re-appointment of Mr. Rahul Bhatnagar (DIN: 07268064) as Independent Director for a second term of five consecutive years from July 29, 2025 to July 28, 2030:**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Regulations 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rahul Bhatnagar (DIN: 07268064), who holds office of Independent Director up to July 28, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)

(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying intention to propose his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from July 29, 2025 to July 28, 2030.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

- Re-designation of Mr. Rodolfo Hrosz (DIN: 09609832) as Non-Executive Director of the Company**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members, be and is hereby accorded for re-designation of Mr. Rodolfo Hrosz (DIN: 09609832), as a Non-Executive Director of the Company, liable to retire by rotation, with effect from May 1, 2025.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

- Appointment of M/s. Parikh & Associates, Company Secretaries, as the Secretarial Auditor of the Company for a term of five consecutive years from the Financial Year 2025 to the Financial Year 2029:**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Parikh & Associates, Company Secretaries (Firm Registration Number: P1988MH009800) be and are hereby appointed as Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor for the Financial Year 2025 upto Financial Year 2029, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

8. Ratification of remunerable payable to the Cost Auditors of the Company for the Financial Year ending December 31, 2025:

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending December 31, 2025, amounting to ₹ 460,000 (Rupees Four Lakh Sixty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors

Arjun Thakkar

Mumbai
April 9, 2025
Company Secretary
Membership No: A22654

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) with respect to Item no. 5 to 8 of the Notice forms part of this Notice. The Board of Directors has considered and decided to include Item No. 5 to 8 as given above as Special Business in the forthcoming AGM as it is unavoidable in nature. The relevant details as set out under Item Nos. 3 to 6 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) in respect of the Directors seeking appointment / re-appointment / re-designation at this AGM, are also part of this Notice.
2. The Ministry of Corporate Affairs, Government of India (“MCA”) has vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”) allowing, inter-alia, conducting of AGMs through Video Conferencing/Other Audio-Visual Means (“VC/ OAVM”) facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 69th AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 69th AGM shall be the Registered Office of the Company.

As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

3. In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2024 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes.

In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2024 and Notice of the 69th AGM of the Company, he / she may send request to the Company’s e-mail address at igrc.sil@sanofi.com mentioning Folio No./DPID and Client ID.

Members who have questions or are seeking clarifications on the Annual Report or on the proposals as contained in this Notice, are requested to send email to the Company on igrc.sil@sanofi.com from 9:00 a.m. on Monday, May 5, 2025 till 5:00 p.m. on Saturday, May 10, 2025. This would enable the Company to compile the information and provide the replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for Members to express their views or give comments during the meeting. The Members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number and Mobile number, on e-mail ID, igrc.sil@sanofi.com from 9:00 a.m. on Monday, May 5, 2025 till 5:00 p.m. on Saturday, May 10, 2025. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

4. Pursuant to Section 113 of the Act, institutional/corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-Voting/attending AGM, to igrc.sil@sanofi.com.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by ICSI, Regulation 44 of Listing Regulations, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 69th AGM and to those Members participating in the 69th AGM, to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
6. The Board of Directors of the Company has appointed Mr. Gaurav Sainani (ACS 36600, CP 24482), or failing him, Mr. Sunny Gogiya (ACS 56804, CP 21563), Partners at M/s. SGGGS and Associates, Practicing Company Secretaries, as Scrutinizer for conducting the voting process of remote e-Voting and e-Voting during AGM in a fair and transparent manner. The results of the e-Voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and Listing Regulations. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company at [AGM - Sanofi India](#).

7. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on email to igrc.sil@sanofi.com.
8. The Register of Members of the Company shall remain closed from Friday, May 9, 2025 to Thursday, May 15, 2025 (both days inclusive).
9. Payment of dividend as recommended by the Board of Directors, if approved at the AGM, will be made on or after May 23, 2025, and not later than June 14, 2025, to those Members whose names are on the Company’s Register of Members on Friday, April 25, 2025 (“Record Date”) and those whose names appear as Beneficial Owners as at the close of the business hours on Friday, April 25, 2025, as per the details to be furnished by the Depositories, viz. NSDL and CDSL for this purpose.
10. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its Members and the Company is required to deduct tax at source (“TDS”) from dividend paid to the Members at the applicable rates. A separate email will be sent at the registered email ID of the Members describing about the detailed process to submit the documents/ declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the Members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company at [Investor services - Sanofi India](#).
11. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz., NSDL and CDSL. Member holding shares in physical form are requested to update bank details with the Company’s Registrar and Share Transfer Agents (“RTA”)- MUFG Intime India Private Limited through email at rnt.helpdesk@in.mpms.mufg.com.
12. Pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, as notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years, in the name of Investor Education and Protection Fund (“IEPF”). Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat

- Account opened by the IEPF Authority. The Company has also uploaded details of such Members whose shares are transferred to IEPF Account on its website at [Unclaimed shares - Sanofi India](#).

The shares transferred to IEPF Account including all benefits accruing on such shares, if any, can be claimed by the Members from IEPF Authority, after following the procedure prescribed under the Rules.

Pursuant to the provisions of Sections 124 and 125 of the Act, dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be transferred to IEPF Authority established by the
- Central Government. The details of unpaid dividend are uploaded on the website of the Company at [Unclaimed dividends - Sanofi India](#).

During the year 2024, the Company transferred unclaimed dividend amounts of ₹ 3,735,350 and ₹ 1,433,664 pertaining to the Final Dividend for the year 2016 and Interim Dividend for the year 2017 respectively, to the IEPF Authority.

Members who have not claimed their dividend for last seven years are requested to write to the Company's RTA and claim their dividends. The total amount of unclaimed dividend has been disclosed in the financial statements.

Members are requested to note that the unclaimed dividends will be transferred to the IEPF Authority after the below mentioned last date to claim:

Dividend and Year	Dividend per Share (₹)	Date of Declaration	Last Date to Claim
Final Dividend 2017	53	08-05-2018	14-06-2025
Interim Dividend 2018	18	25-07-2018	31-08-2025
Final Dividend 2018	66	07-05-2019	13-06-2026
Final and One Time Special Dividend 2019	349	07-07-2020	13-08-2027
Final and One Time Special Dividend 2020	365	27-04-2021	03-06-2028
Final and One Time Special Dividend 2021	490	26-04-2022	02-06-2029
Interim Dividend 2022	193	26-07-2022	01-09-2029
Final and Second Special Dividend 2022	377	11-05-2023	17-06-2030
Interim Dividend 2023	50	23-02-2024	31-03-2031
Final Dividend 2023	117	14-05-2024	20-06-2031

13. Pursuant to Regulation 39 and Schedule V and VI of the Listing Regulations, the Company has transferred unclaimed shares in its Unclaimed Suspense Account details of which are given below:

Particulars	No. of Records	No. of Members	No. of Equity Shares
Aggregate number of Members/records and the outstanding shares in the Unclaimed Suspense Account	194	179	9,500
Number of Members who approached the Company for transfer of shares and shares transferred from suspense account during the year	9	9	450
Number of Members/records whose shares were transferred from suspense account to the demat account of Investor Education and Protection Fund under the provisions of Section 124(6) of the Companies Act, 2013	49	49	2,700
Number of Members/records and aggregate number of shares transferred to the Unclaimed Suspense Account during the year	0	0	0
Aggregate number of Members and outstanding shares in the Unclaimed Suspense Account lying as on December 31, 2024	136	121	6,350

- All Corporate benefits on such shares including dividend shall be credited to the account of the IEPF Authority. The voting rights on shares lying in the Unclaimed Suspense Account shall remain frozen till the rightful owner of such shares establishes his/her title of ownership to claim the shares.

14. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.

15. SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and 17 November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 1, 2024, only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature.

16. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant (“DP”) in case of holding in dematerialized form or to Company’s RTA through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at [Shareholder’s Corner - Sanofi India](#) in case of holdings in physical form.

17. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH- 13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company’s website at [Shareholder’s Corner - Sanofi India](#).

18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only, while processing Investor service requests, service requests, viz. Issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified
- the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests to the Company through email igrc.sil@sanofi.com or by writing to the Company’s RTA at rnt.helpdesk@in.mpms.mufg.com by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the Company’s website at [Shareholder’s Corner - Sanofi India](#).

19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company’s RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

20. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Members are requested to take note of the same.

The aforesaid SEBI Circular can be viewed on the following link: [Investor services - Sanofi India](#).
- E-Voting facility:**

 - The remote e-Voting period will begin on Monday, May 12, 2025 at 9:00 a.m. and will end on Wednesday, May 14, 2025 at 5:00 p.m. During this period Members of the Company holding shares either in physical form or dematerialized form as on cut-off date, i.e., Thursday, May 8, 2025, may exercise their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter
 - A person whose name is recorded in the Register of Members or in the Beneficial Owners maintained by depositories as on the cut-off date i.e., Thursday, May 8, 2025 shall be entitled to avail the facility of remote e-Voting as well as e-Voting system during the AGM. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ Beneficial Owner (in case of shares held in dematerialised form) as on the cut-off date i.e., Thursday, May 8, 2025. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the

- Company as on the cut- off date, being Thursday, May 8, 2025.
- A person who is not a Member as on the cut- off date should treat this Notice for information purposes only
- The e-Voting during the AGM will begin on May 15, 2025 at 3:30 p.m. and will end on completion of 30 minutes from the time of the conclusion of the AGM. Within this period, all Members who are present at the AGM through VC facility and who have not yet exercised their vote through remote e-Voting, can exercise their vote electronically
- The facility for e-Voting during the meeting is available only to those Members participating in the meeting through VC facility. If a Member has exercised his/her vote during the AGM through e-Voting but has not attended the AGM through VC facility, then the votes casted by such Member shall be considered invalid
- The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Members (Members holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis

- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013

In line with the Ministry of Corporate Affairs Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [AGM - Sanofi India](#). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](#) and [www.nseindia.com](#) respectively and website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](#).

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<div><div>1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</div><div>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</div><div>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</div><div>4. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</div><div><div>NSDL Mobile App is available on</div><div><div> App Store</div><div> Google Play</div></div><div></div></div></div>
Individual Members holding securities in demat mode with CDSL	<div><div>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</div><div>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</div><div>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</div><div>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</div></div>

Type of Members	Login Method
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of Members	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- i.

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Member’ section.
- iii.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv.

Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID Forexample, if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v.

Password details for Members other than Individual Members are given below:

- a)

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b)

If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c)

How to retrieve your ‘initial password’?

- i)

If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- ii)

If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered.**

- vi.

If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a)

Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b)

Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c)

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.

- d)

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- vii.

After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

- viii.

Now, you will have to click on “Login” button.

- ix.

After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- A.

After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- B.

Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- C.

Now you are ready for e-Voting as the Voting page opens.
- D.

Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- E.

Upon confirmation, the message “Vote cast successfully” will be displayed.
- F.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1.

Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gaurav.sainani@legalixir.com with a copy marked to evoting@nsdl.com. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2.

It is strongly recommended, not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website

will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager - NSDL or Mr. Amit Vishal, Assistant Vice President - NSDL at evoting@nsdl.com.

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

- A. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to igrc.sil@sanofi.com.
- B. In case shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client master list or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to igrc.sil@sanofi.com. If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at **Step 1(A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.**
- C. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- D. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for Members for e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their

vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

Instructions for Members for attending the AGM through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through laptop for better experience.
- c. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
21. As required by Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by ICSI, additional information relating to the particulars of Directors who are proposed to be re-appointed are given below:

Agenda Item No.	3	4
Name	Ms. Renee Amonkar	Mr. Rachid Ayari
Age	61 years	50 years
Qualifications	Bachelor of Pharmacy	Master of Business Administration from the University Mediterranean School of Business in partnership with Maryland University and a Bachelor's degree in Accounting from Institut Supérieur de Gestion, Tunis
Brief profile including expertise and experience	<p>Ms. Renee Amonkar is a pharmacist by profession with more than 30 years of Industrial experience in various Fields of Pharma manufacturing and supply. She started her journey as a Research & Development Pharmacist and then moved on to be an executive in packing at E-Merck India. She Joined Sanofi in December 1997 in packaging and grew to be head of manufacturing before becoming the Head of the Goa manufacturing site 2021.</p> <p>Renee is responsible for framing various strategies and ensuring execution of Sanofi Global Transformation Initiatives for Manufacturing and Supply in India along with Sanofi Leadership team.</p> <p>She has played a key role in driving Sanofi India's Strategy of India for India for local manufacturing, and supply and business continuity. As a Part of Planet mobilization and ESG initiatives, she has been actively involved in introducing SOLAR electricity generation at Goa and various water stewardship initiatives like reduction in water consumption for cleaning, and Rain-water collection.</p>	<p>With over 7 years of experience at Sanofi, following a 16-year tenure at Pfizer, Rachid Ayari bring a wealth of knowledge in major finance fields and a diverse international background, having worked across various countries from Africa to Russia & Central Asia. His expertise extends to financial management, working closely with cross-functional teams, and ensuring compliance with regulatory and corporate standards. He currently is the Head of Finance, South Asia, for Sanofi India Limited since September 2023, leading projects involving finance transformation, accounting and tax as well as the finance related aspects of the demerger of the Consumer Healthcare Business of the Company.</p> <p>As the CFO of EURASIA (Russia & Central Asia) at Sanofi from August 2020 to August 2023, Rachid Ayari successfully managed sales and revenues of more than 1 billion € in 2022, leading a team. His expertise includes strategic planning, business plan development, performance assessment, and financial oversight. He has played a key role in strategic projects related to local manufacturing, pricing, and market access.</p> <p>Prior to that, Rachid Ayari served as the CFO of Sanofi Algeria, where he was instrumental in developing local finance talent and providing financial support to the business heads, driving effective internal control and reporting, and managing significant change initiatives, such as business development activities and financial system migrations.</p>
Directorships in other Companies in India	NIL	NIL
Committee Memberships and Chairmanships in the Company	Member of Risk Management Committee of the Board of Sanofi India Limited	Member of Risk Management Committee and Stakeholders Relationship Committee of the Board of Sanofi India Limited
Membership/ Chairmanship of Committees of other Boards	NIL	NIL
Number of Board meetings attended during the year	In the year 2024, Ms. Renee Amonkar attended all 7 Board meetings held during the year.	In the year 2024, Mr. Rachid Ayari attended all 7 Board meetings held during the year.
Remuneration last drawn for the financial year 2024	₹ 9.28 million	₹ 18.88 million

Agenda Item No.	3	4
Remuneration sought to be paid	₹ 10.13 million	₹ 17.16 million
Terms and conditions of appointment	NA	NA
Relationship with other Directors and KMP	None	None
Date of first appointment on the Board	September 26, 2023	December 1, 2023
Shareholding in Sanofi India Limited	NIL	NIL

Agenda Item No.	5	6
Name	Mr. Rahul Bhatnagar	Mr. Rodolfo Hrosz
Age	67 years	58 years
Qualifications	MBA, The Wharton School, University of Pennsylvania, USA and Member of Institute of Chartered Accountants of India	Bachelor’s degree in Naval Engineering from the University of Sao Paulo, a Finance and Accounting diploma from Columbia University, and a Master of Business Administration from the University of Pittsburgh
Brief profile including expertise and experience	Mr. Rahul Bhatnagar had a long career in Finance and Strategy with reputed organizations like Nestle, Pepsi and Bharti Group. Mr. Bhatnagar last served as the Managing Director and Chief Financial Officer at Bharti Enterprises Limited up to 2016. He has previously served as a Director of Comviva Technologies Limited, Bharti Enterprises Limited and Bharti AXA Life and General Insurance Company Limited.	Mr. Rodolfo Hrosz joined Sanofi in 2017 as General Manager of Consumer Healthcare in Brazil. In this role, Rodolfo led the organization through a number of transformative and strengthening stages, from the business unit’s inception to its transformation into a top growth contributor and digital acceleration reference inside the broader organization.
	He is currently an Independent Director on the board of Whirlpool of India Limited, Rossell India Limited, TBO TEK Limited and Tasty Bites Eatables Limited.	Since 2018,Rodolfo has also served as president of the Brazilian OTC Industry Association, contributing to elevate not only patient self-care and wellness agenda, but also industry self-regulation standards.
		In 2022, he transitioned to the role of General Manager, Pharma and Country Lead, India, wherein, he was designated as the Managing Director of Sanofi India Limited by the Members of the Company, whereby, he successfully led the organization through several transformative stages.
		Prior to joining Sanofi, Rodolfo began his career at Procter & Gamble, thereafter, serving in numerous commercial, marketing and general management roles for multinational companies such as Pfizer, Louis Vuitton Moet Hennessy (LVMH), and Heineken. He brings over 18 years of executive leadership experience, having worked throughout the Americas, in turnarounds, mergers and acquisitions, as well as new business development improving corporate governance practices.

Corporate overview 01-11	Value creation approach 12-25	Our capitals 26-42	Statutory reports 43-132	Financial statements 133-258
Agenda Item No.	5	6		
Directorships in other companies in India	<ul style="list-style-type: none">Whirlpool of India LimitedTBO TEK LimitedRossell India LimitedTasty Bites Eatables Limited	<ul style="list-style-type: none">Apollo Sugar Clinics Limited		
Committee Memberships and Chairmanships in the Company	<ul style="list-style-type: none">Chairman of Audit CommitteeMember of Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee.	<ul style="list-style-type: none">Member of the Stakeholders Relationship Committee and the Risk Management Committee*		
Membership/ Chairmanship of Committees of other Boards	Whirlpool of India Limited: <ul style="list-style-type: none">Chairman of Audit CommitteeMember of Nomination and Remuneration Committee and Corporate Social Responsibility Committee. Rossell India Limited: <ul style="list-style-type: none">Chairman of Audit CommitteeMember of Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee. TBO TEK Limited: <ul style="list-style-type: none">Chairman of Audit CommitteeMember of Corporate Social Responsibility Committee and Risk Management Committee. Tasty Bites Eatables Limited: <ul style="list-style-type: none">Chairman of Audit CommitteeMember of Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee and Stakeholders Relationship Committee.	None		
Number of Board meetings attended during the year	In the year 2024, Mr. Rahul Bhatnagar attended all 7 Board meetings held during the year.	In the year 2024, Mr. Rodolfo Hrosz attended all 7 Board meetings held during the year.		
Remuneration last drawn for the financial year 2024	₹ 3.24 million	₹ 43.40 million		
Remuneration sought to be paid	Sitting Fees and Commission approved by the Board as per the Nomination and Remuneration Policy of the Company	NIL		
Terms and conditions of appointment	As per draft letter of appointment setting out the terms and conditions disclosed on the website	As per the Nomination and Remuneration Policy of the Company.		
Relationship with other Directors and KMP	None	None		
Date of first appointment on the Board	July 29, 2020	June 1, 2022		
Shareholding in Sanofi India Limited	NIL	NIL		

* Mr. Rodolfo Hrosz will cease to be a Member of the Stakeholders Relationship Committee and the Risk Management Committee with effect from April 30, 2025, pursuant to his cessation as the Managing Director of the Company with effect from the same date.

Explanatory Statement

Explanatory Statement relating to the businesses mentioned in Item No. 5 to 8 in the accompanying Notice of the Annual General Meeting (“AGM”), pursuant to Section 102 of the Companies Act, 2013, is given below:

Item No. 5

The Members had approved appointment of Mr. Rahul Bhatnagar (DIN: 07268064) as an Independent Director of the Company at the AGM held on April 27, 2021 for a term of five consecutive years from July 29, 2020. The term of Mr. Rahul Bhatnagar as an Independent Director of the Company will conclude on July 28, 2025.

The Board of Directors of the Company at its meeting held on March 18, 2025, based on the recommendation of the Nomination and Remuneration Committee after review of performance evaluation and subject to the approval of the Members through Special Resolution, re-appointed Mr. Rahul Bhatnagar as an Independent Director, for a second term of five consecutive years commencing from July 29, 2025.

Mr. Rahul Bhatnagar is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act 2013 (“Act”) and has consented to act as Director of the Company in terms of Section 152 of the Act. The Company has also received following declarations from him (i) intimation in Form DIR-8 to the effect that he is not disqualified under the Act; (ii) declaration that he meets with the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”); (iii) declaration towards inclusion of his name in the data bank maintained for Independent Directors; and (iv) In terms of Regulation 25(8) of Listing Regulations, a confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Bhatnagar has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited, pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. In the opinion of the Board, Mr. Rahul Bhatnagar fulfills the conditions specified in the Act and the rules made thereunder and also under the Listing Regulations for re-appointment as an Independent Director and is independent of the Management. The Company has received a notice in writing from a Member under the provisions of Section 160(1) of the Act proposing the candidature of Mr. Rahul Bhatnagar for the office of the Director.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at [Code of Conduct and Policies - Sanofi India](#).

A brief profile of Mr. Rahul Bhatnagar is provided in the notes to the Notice of the AGM.

The Board of Directors is of the opinion that knowledge and experience, as provided in note 21 of the Notice of this AGM, of Mr. Rahul Bhatnagar will be of immense value to the Company. The Board, therefore, recommends the approval of the Special Resolution set out at item no. 5 of this Notice.

Except Mr. Rahul Bhatnagar, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 6

Mr. Rodolfo Hrosz (DIN: 09609832) was appointed as the Managing Director of the Company, by the Members, with effect from June 1, 2022 for a term of 3 (three) years upto May 31, 2025.

On April 9, 2025, Mr. Rodolfo Hrosz conveyed his decision to step down from the position of Managing Director, in view of his movement to another role within the Sanofi Group, with effect from April 30, 2025, which was accepted by the Board of Directors at its meeting held on April 9, 2025.

However, the Board of Directors, at its meeting held on April 9, 2025, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, approved the re-designation of Mr. Rodolfo Hrosz as a Non-Executive Director of the Company, liable to retire by rotation, with effect from May 1, 2025.

Mr. Rodolfo Hrosz has given his consent to act as a Non-Executive Director of the Company in terms of Section 152 of the Companies Act, 2013. Further, as per the confirmations received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Rodolfo Hrosz has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

A brief profile of Mr. Rodolfo Hrosz is provided in the notes to the Notice of the AGM.

The Board of Directors is of the opinion that Mr. Rodolfo Hrosz’s knowledge and experience, as stated in note 21 of the Notice of this AGM, will be of immense value to the Company. The Board, therefore, recommends the approval

of the Ordinary Resolution set out at item no. 6 of this Notice.

Except Mr. Rodolfo Hrosz, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the company, if any.

Item No. 7

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on February 27, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. Parikh & Associates, Company Secretaries (Firm Registration Number: P1988MH009800) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025 upto Financial Year 2029.

M/s. Parikh & Associates is a firm of Practicing Company Secretaries founded in the year 1987. The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

M/s. Parikh & Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s. Parikh & Associates, for the financial year 2025 is ₹ 200,000/- (Rupees Two Lakhs only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on

recommendations of Audit Committee. There is no material change in the fees payable to M/s. Parikh & Associates from that paid to the previous Secretarial Auditor.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 7 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 8

The Board of Directors, on the recommendation of the Audit Committee, approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the Financial Year ending December 31, 2025.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, consent of the Members is sought for approval of the remuneration payable to the Cost Auditors for the Financial Year ending December 31, 2025.

The Board recommends the ratification of the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants for conducting the cost audit and passing of the Ordinary Resolution set out at Item No. 8 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

By Order of the Board of Directors

Arjun Thakkar
Company Secretary
Membership No: A22654

Registered Office:
Sanofi House,
CTS No. 117-B, L&T Business Park,
Saki Vihar Road, Powai,
Mumbai – 400072.
CIN: L24239MH1956PLC009794
E-mail: igrc.sil@sanofi.com
April 9, 2025

Report of the Directors

To the Members,

Your Directors have the pleasure of presenting their report and the Standalone and Consolidated Audited Accounts of your Company for the Financial Year ended December 31, 2024. These results are to be seen in the context of the restructuring where the consumer healthcare business part of your Company was demerged into a separate Company, effective June 01, 2024.

Financial Highlights

(₹ in Million)		
Particulars	FY 2024*	FY 2023*
Continuing Operations		
Revenue from operations	20,132	19,961
Other income	165	612
Total income	20,297	20,573
Operating Expenditure	15,224	15,084
Depreciation and amortization expense	367	365
Total Expenses	15,591	15,449
Profit before finance costs, exceptional item and tax	4,706	5,124
Finance costs	15	17
Profit before exceptional items and tax	4,691	5,107
Profit before tax	4,314	5,285
Tax expense	1,177	1,639
Profit for the year	3,137	3,646
Discontinued Operations		
Revenue from operations	3,517	8,549
Other income	38	41
Total income	3,555	8,590
Operating Expenditure	2,228	5,386
Depreciation and amortization expense	15	31
Total Expenses	2,243	5,417
Profit before finance costs, exceptional item and tax	1,312	3,173
Finance costs	0	0
Profit before exceptional items and tax	1,312	3,173
Profit before tax	1,312	3,173
Tax expense	314	787
Profit for the year	998	2,386

*Figures are provided on standalone basis

Company Performance

During the year ended December 31, 2024, your Company registered ₹ 20,132/- million Revenue from Operations compared to ₹ 19,961/- million in the previous year. On a comparable basis the domestic retained business grew by 1% over previous year. Net Revenue from India is ₹ 16,047/- million constituting 80% of the total revenue. The exports fell by 18%, year on year basis.

The profit before tax and exceptional items decreased from ₹ 5,107/- million to ₹ 4,691/ million, representing degrowth of 8% for the year ended December 31, 2024. The Profit After Tax for the year ended December 31, 2024 decreased from ₹ 3,646 million to ₹ 3,137 million representing degrowth of 14%.

Transfer to Reserves

Your Company does not propose to transfer any amount to the general reserves of the Company.

Dividend

Your Directors at their meeting held on February 27, 2025 have recommended payment of final dividend of ₹ 117/- per equity share of face value ₹ 10 each for the year ended December 31, 2024, considering the business and cash requirements of your Company. The dividend is subject to approval of Members at the ensuing Sixty-Ninth Annual General Meeting (AGM) of your Company, scheduled on May 15, 2025.

The dividend, if approved by the Members at the AGM, will result in cash outflow of ₹ 2,695/- million. The total dividend results in payout of 84% of the profits of the Company.

Dividend Distribution Policy

Pursuant to the requirements of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Board of Directors have adopted a Dividend Distribution Policy and Final Dividend recommended for the year 2024 is in accordance with the said Policy. The said Policy is available on the Company’s website at [Code of Conduct and Policies - Sanofi India](#)

Unpaid/Unclaimed Dividend

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments and modifications, thereof), ₹ 5.17 million of unpaid/unclaimed dividends were transferred during the year 2024 to the Investor Education and Protection Fund.

Directors and Key Managerial Personnel (KMP)

As on December 31, 2024, your Company had Eight (8) Directors with an optimum combination of Executive, Non-Executive Directors and Independent Directors including two women directors, one of them being a woman independent director.

Changes during the Financial Year ended December 31, 2024:

Mr. Marc-Antoine Lucchini (DIN: 08812302) resigned as a Non-Executive Director of your Company with effect from the close of business hours on March 28, 2024, consequent to his decision to pursue opportunities outside the Sanofi Group. The Board places on record its immense appreciation for his contribution during his tenure in the Company.

The Board at its meeting held on May 13, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Eric Mansion (DIN: 10654588) as a Non-Executive Director of your Company with effect from June 03, 2024.

Mr. Eric Mansion is the General Manager of India & Southeast Asia which includes India, TMS (Thailand, Malaysia, Singapore), Vietnam & Cambodia, Philippines, Indonesia, Pakistan and Bangladesh for Sanofi Pharma. He has a vast experience in various areas such as Business Operations, Global Product Leadership, Country and Regional General Management. Prior to taking on his current role in February 2024, he was the Global Head of Vaxelis Business Unit in Sanofi. He began his career with Sanofi in Supply Chain at global level. He then transitioned to managing Vaccines business operations for Key and Emerging markets. He assumed leadership roles (country General Manager and Regional Head) from 2009 onwards based in different countries throughout Asia. He holds a Master degree of Biochemistry from Luminy Marseille as well as a Master degree in Healthcare Industry Management.

The Members approved the appointment of Mr. Eric Mansion as a Non-Executive Director through Postal Ballot conducted in accordance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the applicable Rules, Secretarial Standards and the Listing Regulations on August 08, 2024, with requisite majority.

Further, Ms. Radhika Shah resigned as Head of Legal and Company Secretary & Compliance Officer of your Company with effect from the close of business hours on November 15, 2024.

The Members at the 68th AGM held on May 14, 2024 had approved the re-appointment of Mr. Rodolfo Hrosz, Managing Director (DIN: 09609832) and Mr. Vaibhav Karandikar, Non-Executive Director (DIN: 09049375), directors liable to retire by rotation.

Mr. Rachid Ayari, Whole-time Director and Chief Financial Officer (DIN: 10408699), and Ms. Renee Amonkar, Whole Time Director (DIN: 10335917) are liable to retire by rotation at the ensuing Sixty-Ninth (69th) Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors recommend their re-appointment to the Members.

After the approval of these reports, the Board of Directors of the Company, at its meeting held on April 9, 2025, accepted the resignation of Mr. Rodolfo Hrosz from the role of Managing Director with effect from close of business hours on April 30, 2025, in view of his movement to another role within the Sanofi Group, and placed on record their immense appreciation for his valuable contribution during his tenure. Further, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, the Board approved the re-designation of Mr. Rodolfo Hrosz as an Additional Non-Executive Director of the Company with effect from May 1, 2025.

Key Managerial Personnel

As on the date of this report, your Company has the following KMP as per section 2(51) of the Act:

Sr. No.	Name of the KMP	Designation
1.	Mr. Rodolfo Hrosz [#]	Managing Director
2.	Mr. Rachid Ayari	Whole-time Director and Chief Financial Officer
3.	Ms. Renee Amonkar	Whole-time Director
4.	Mr. Arjun Thakkar [*]	Company Secretary and Compliance Officer

[#]Mr. Rodolfo Hrosz will cease to be a KMP with effect from April 30, 2025

^{*}Appointed in the said designation with effect from February 12, 2025

Statement of declaration given by the Independent Directors

Mr. Aditya Narayan, Chairman of the Board, Mr. Rahul Bhatnagar, Chairman of the Audit Committee and Mrs. Usha Thorat, Chairperson of the Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and the Corporate Social Responsibility Committee, are the Independent Directors of your Company.

The Company has received declarations from all Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Act and the Listing Regulations and they have registered themselves with the Independent Director’s Database maintained by the IICA (The Indian Institute of Corporate Affairs). In the opinion of the Board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the Management.

Cash Flow and Consolidated Financial Statements

As required under Regulation 34 of the Listing Regulations, the Cash Flow Statement and the Consolidated Financial Statements are part of the Annual Report.

Management Discussion and Analysis Report

As required under Regulation 34 of the Listing Regulations, a Management Discussion and Analysis Report forms part of this Report.

The state of the affairs of the business along with the financial and operational developments have been discussed in detail in the Management Discussion and Analysis Report.

Business Responsibility and Sustainability Report

As required under Regulation 34 of the Listing Regulations, the Business Responsibility and Sustainability Report for the year ended December 31, 2024, forms part of this Report.

Report on Corporate Governance

As required under Regulation 34 of the Listing Regulations, a Report on Corporate Governance along with a Certificate of Compliance from the Statutory Auditors forms part of this Report.

Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Outgo

Information on conservation of energy, technology absorption, and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Act, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is given in **Annexure A** to this Report.

Meetings of the Board

During the year under review, Seven (7) meetings of the Board were held. The dates, attendance of the Directors and other details of the meetings are given in the Report on Corporate Governance. The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Act and Listing Regulations.

Familiarization Program for Independent Directors

The Independent Directors are regularly informed during meetings of the Board and Committees on the business strategy, business activities, manufacturing operations, updates on the pharmaceutical industry and regulatory updates. The Directors when they are appointed are given a detailed orientation on the Company, pharmaceuticals industry, Sanofi Global strategy, policies and Code of Conduct, regulatory matters, business, financial matters, human resource matters and corporate social responsibility initiatives of the Company. The details of familiarization programs provided to the Directors of the Company are mentioned in the Report on Corporate Governance and on your Company’s website at [Familiarization Programme - Sanofi India](#)

Performance Evaluation of the Board

During the year under review, the performance evaluation of the Board, Committees and Directors was conducted through external third party, based on the criteria, framework and questionnaires approved by the Nomination and Remuneration Committee and the Board. The details of the performance evaluation exercise conducted by your Company are set out in the Report on Corporate Governance.

Nomination and Remuneration Policy & Remuneration of Directors, Key Managerial Personnel and Senior Management

Your Company has in place a Nomination and Remuneration Policy, formulated in accordance with Section 178 of the Act and the Listing Regulations and the same is available on Company’s website at [Code of Conduct and Policies - Sanofi India](#)

The Policy provides guidance on selection and nomination of Directors to the Board of your Company, appointment of the Senior Management Personnel, and captures your Company’s Leadership Framework for its employees. It explains the principles of the overall remuneration including short-term and long-term incentives payable to the Executive Directors, Key Managerial Personnel, Senior Management, and other employees of your Company. The remuneration paid to the Executive Directors, Key Managerial Personnel, and Senior Management is in accordance with the said Policy.

Further details form part of the Report on Corporate Governance. A Statement of Disclosure of Remuneration pursuant to Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as **Annexure B** to this Report.

The statement specifying the particulars of employees pursuant to Section 197 of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not being sent to the Members along with this Annual Report. Any Member interested in receiving the said statement may write to the Company Secretary stating their Folio No./DPID & Client ID at igrc.sil@sanofi.com

Subsidiaries, Associate Companies and Joint Ventures

A wholly owned subsidiary of the Company named Sanofi Consumer Healthcare India Limited was incorporated on May 10, 2023, to undertake the consumer healthcare business of Sanofi India Limited pursuant to the Scheme of Arrangement between Sanofi India Limited (“Demerged Company”) and Sanofi Consumer Healthcare India Limited (“Resulting Company”) and their respective shareholders and creditors (“Scheme”).

The Scheme became effective on June 01, 2024, pursuant to the order of Hon’ble National Company Law Tribunal, Mumbai Bench, dated May 07, 2024. Upon the Scheme becoming effective, Sanofi Consumer Healthcare India Limited ceased to be a wholly owned subsidiary of your Company.

However, a statement containing salient features of the financial statements of Resulting Company in Form AOC-1 is annexed as **Annexure C** to this Report for the part of the year when the Resulting Company was a wholly owned subsidiary of the Company.

As on the closure of the Financial Year 2024, the Company has no Subsidiaries, Associate Companies and Joint Ventures.

Committees of the Board:

- Audit Committee**
Details pertaining to composition and re-constitution of the Audit Committee are included in the Report on Corporate Governance. During the year, all the recommendations made by the Audit Committee were accepted by the Board.
- Corporate Social Responsibility Committee**
The Board has constituted a Corporate Social Responsibility (CSR) Committee to monitor the implementation of CSR activities of your Company and also has in place a CSR policy, which is available on the Company’s website at [Code of Conduct and Policies - Sanofi India](#)

The CSR policy outlines your Company’s approach towards CSR, focusing on areas where it can make a difference and have the most impact. The details of the composition and re-constitution of the CSR Committee, CSR policy, CSR initiatives, and activities undertaken during the year are given in the Annual Report on CSR activities in **Annexure D** to this Report.

- Nomination and Remuneration Committee**
Details pertaining to composition and re-constitution of the Nomination and Remuneration Committee are included in the Report on Corporate Governance. During the year, all the recommendations made by the Nomination and Remuneration Committee were accepted by the Board.
- Stakeholders Relationship Committee**
Details pertaining to composition and re-constitution of the Stakeholders Relationship Committee are included in the Report on Corporate Governance. During the year, all the recommendations made by the Stakeholders Relationship Committee were accepted by the Board.
- Risk Management Committee**
Your Company has constituted a Risk Management Committee, details of which are disclosed in the Corporate Governance Report. As per the governance process described in the Risk Management Policy, the Risk Management Committee reviews the risk identification, risk assessment and minimization procedures on a quarterly basis and updates the Audit Committee and the Board periodically. During the year, all the recommendations made by the Risk Management Committee were accepted by the Board.

Your Company has also implemented a mechanism for risk management and formulated a Risk Management Policy, which is available on the Company’s website at [Code of Conduct and Policies - Sanofi India](#). The policy provides for the creation of a risk register, identification of risks and formulating mitigation plans.

The key risks impacting the Company are discussed in the Risk Management section forming part of this Annual Report.

Vigil Mechanism

As per the provision of Section 177(9) of the Act and Regulation 22 of the Listing Regulations, your Company is required to establish a Vigil Mechanism. The Company’s Code of Conduct, Whistle blower, and other Governance Policies lays out the principles of highest ethical standards. The details of the Whistle blower Policy are provided in the Report on Corporate Governance forming part of this Annual Report.

Related Party Transactions

All Related Party Transactions entered into during the year under review were on arm’s length basis and in the ordinary course of business. There were no materially significant related party transactions by your Company with the Promoters, Directors, and Key Managerial Personnel which may have a potential conflict with the interests of your Company at large.

Your Company has in place a Related Party Transactions Policy, which is available on your Company’s website at [Code of Conduct and Policies - Sanofi India](#). The Form AOC – 2 envisages disclosure of material contracts or arrangements and transactions not on an arm’s length basis. The details of the material Related Party Transactions for the Financial Year ended December 31, 2024, as per the Policy on dealing with related parties adopted by your Company are disclosed in **Annexure E** to this Report.

These transactions were in the ordinary course of business and at arm’s length, duly certified by third-party experts. The transactions were within the limits approved by the Members.

Adequacy of Internal Financial Controls

Your Company has in place, adequate Internal Financial Controls with reference to financial statements. During the year, such controls were tested, and no reportable material weaknesses in the design or operation were observed.

Deposits from Public

Your Company has not accepted any deposits from the public and accordingly, no amount of principal or interest on deposits from the public was outstanding as of the date of the Balance Sheet.

Loans, Guarantees or Investments

Your Company has not granted any loans, provided any guarantees, or invested in securities of any other body corporate.

Directors’ Responsibility Statement

In terms of Section 134 (5) of the Act, Directors state that to the best of their knowledge and belief and according to the information and explanations obtained by them confirm that:

1.

In the preparation of the annexed accounts for the Financial Year ended December 31, 2024, all the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2.

Your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the

Company at the end of the Financial Year 2024 and of the profit of the Company for that year;

3.

Your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4.

The said accounts have been prepared on a going concern basis;
5.

Internal financial controls to be followed by the Company have been laid down and those internal controls are adequate and are operating effectively; and
6.

Proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems are adequate and operating effectively.

Maintenance of Cost Records

Pursuant to the provisions of Section 148 of the Act read with clause (ix) of Rule 8(5) of the Companies (Accounts) Rules, 2014, adequate cost accounts and records are made and maintained by your Company as specified by the Central Government. The Cost Audit Report for the year ended December 31, 2023, was filed with the Central Government within the prescribed time.

Cost Auditors

Pursuant to Section 148(3) of the Act, your Directors have, at its meeting held on February 27, 2025, on the recommendation of the Audit Committee, appointed M/s. Kishore Bhatia & Associates, Cost Accountants to audit the cost accounts maintained by your Company for the Financial Year ending December 31, 2025.

As required by the Act, the remuneration payable to the Cost Auditor is to be placed before the Members in the General Meeting for their ratification. Accordingly, a resolution seeking ratification of the remuneration payable to M/s. Kishore Bhatia & Associates, as recommended by the Audit Committee and approved by the Board, is included in the Notice convening the Annual General Meeting of the Company. In the opinion of the Directors, considering the limited scope of audit, the proposed remuneration payable to the Cost Auditors would be reasonable and fair, and commensurate with the scope of work carried out by them.

Statutory Auditors

M/s. Price Waterhouse & Co. Chartered Accountants LLP (Firm Registration Number 304026E/E-300009), were appointed as Statutory Auditors of your Company for a period of Five (5) years, commencing from the conclusion

of the sixty-sixth AGM held in the year 2022, until the conclusion of the seventy-first AGM to be held in the year 2027.

The Statutory Auditors have confirmed their eligibility and submitted a certificate in affirming that they are not disqualified for holding the office of the Statutory Auditor. The report given by the Statutory Auditor on the financial statements of your Company forms part of the Annual Report. The Statutory Auditors have issued an unqualified audit report on the annual accounts of your Company for the year ended December 31, 2024.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of Listing Regulations, the Directors appointed M/s. Makarand M. Joshi & Co., Company Secretaries, to undertake the Secretarial Audit of your Company for the year ended December 31, 2024.

The Secretarial Audit Report (Form MR - 3) of the Company for the year ended December 31, 2024 is enclosed as **Annexure F** to this report. The comments made by the Secretarial Auditors are self-explanatory.

The Annual Secretarial Compliance Report issued by the Secretarial Auditor in terms of Regulation 24A of Listing Regulations, was submitted to the stock exchanges within the statutory timelines and is available on the Company’s website at [Secretarial Compliance Report - Sanofi India](#).

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024, the Secretarial Auditors shall now be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five (5) consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on February 27, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. Parikh & Associates, Company Secretaries (Firm Registration Number: P1988MH009800) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office from Financial Year 2025 upto Financial Year 2029, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of Secretarial Auditors, through the resolution forming part of the Notice of the AGM.

Secretarial Standards

Your Company has complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and adopted under the Act.

Reporting of Fraud by Auditors

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in your Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act.

Prevention of Sexual Harassment Policy

Your Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

During, the year, your Company have not received any complaints related to sexual harassment. As of December 31, 2024, no complaints relating to sexual harassment are pending for disposal.

Annual Return

As required under Section 92(3) of the Act, Annual Return is hosted on the website of your Company at [Annual Return - Sanofi India](#).

Material Changes and Commitments, if any, affecting the Financial Position of the Company

There have been no material changes and commitments, since the closure of the Financial Year ended December 31, 2024 up to the date of this Report, that would affect your Company’s financial position.

There has been no change in the nature of your Company’s business.

Significant and Material Orders passed by the Regulators/Courts/Tribunals

No significant or material orders have been passed by the Regulators, Courts or Tribunals that impact the going concern status and future operations of your Company.

Other Disclosures

Directors hereby clarify that the following disclosures are not applicable, considering that there were no such transactions in the year under review:

1.

There has been no issue of Equity Shares with differential rights as to dividend, voting or otherwise.
2.

There has been no issue of Equity Shares (including Sweat Equity Shares) to employees of your Company, under any scheme.

3. There was no change in share capital during the year under review.
4. Your Company has not resorted to any buy back of its Equity Shares during the year under review.
5. The Managing Director or the Whole-time Directors of your Company did not receive any remuneration or commission during the year from the subsidiary of your Company.
6. The details regarding the difference in valuation between a one-time settlement and valuation for obtaining loans from banks or financial institutions, along with reasons, are not applicable.
7. The details of any application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year, along with their status as at the end of the financial year are not applicable.

Acknowledgments

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Board also acknowledges the support and co-operation that your Company has been receiving from the medical fraternity, suppliers, distributors, retailers, business partners, Government departments both at Centre & States, and all other stakeholders.

For and on behalf of the Board of Directors

March 18, 2025

Aditya Narayan
Chairman
DIN: 00012084

Annexure A

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Statement containing particulars pursuant to Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors for the Financial Year ended December 31, 2024.

A. Conservation of Energy:

Aligned with Sanofi’s commitment to combat climate change and global warming, we strive for 100% usage of renewable electricity by 2030 and net zero greenhouse gas emissions by 2045 across all scopes, anchoring effective energy management as a core element of our operations.

Recognizing energy consumption’s significant role in greenhouse gas emissions and operational costs, we prioritize enhancing energy efficiency. We continuously refine energy management systems, emphasizing optimal asset utilization, best practices adoption and energy-efficient technology integration.

Our energy consumption spans operations, buildings and offices. In Financial Year 2024, 46% of energy requirements of the Company were met through renewable sources.

i. Energy Conservation measures undertaken in 2024:

Goa Factory

- The site has implemented an operational optimization program of Heat -Ventilation- Air -Conditioning (HVAC) system. As part of this initiative, the air change rate in classified areas has been optimized. This will reduce both electricity and chilled water consumption.
- Installation of two Hydro-Fluoro-Olefins (HFO) based chillers will help to reduce electricity consumption and the inventory of ozone depleting substances. This will reduce electricity consumption and Carbon footprint of Goa site.
- Retrofit Emission Control Devices (RECDs) installed in DG sets to reduce emissions by capturing pollutants, including PM2.5.

ii. Steps taken by the company for utilizing alternate sources of energy:

- In Financial Year 2024, 46 % of energy requirements of the Company were met through renewable sources.

iii. Capital investment on energy conservation equipment: ₹ 186.07 million.

B. Technology Absorption:

i. Efforts in brief made towards technology absorption:

The Company on an on-going basis takes steps to enhance its technical expertise for pharmaceutical formulations. The Company puts emphasis on innovation in its operations. We continue to receive technology, process know-how and technical assistance from time to time from the Parent Company.

ii. Benefits derived as a result of the above efforts:

The Company has benefited substantially as a result of the emphasis on innovation. Developing product line extensions, improvement in product quality, operational excellence projects, technology transfer of products and reduction in energy consumption are some of the benefits derived as a result of above efforts carried out during the year under review. The Site further adopted automated technology and installed new equipment which met Sanofi Quality and HSE standards.

iii. Imported technology (imported during the last 3 years reckoned from the beginning of the Financial Year):

- Details of technology imported: Nil
- Year of import: Not Applicable
- Whether the technology been fully absorbed: Not Applicable
- If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

iv. Expenditure on Research and Development

- | | |
|--|----------------|
| a) Capital | Nil |
| b) Revenue | Nil |
| c) Total | Nil |
| d) Total R&D expenditure as a percentage of total turnover | Not applicable |

C. Foreign Exchange Earnings and Outgo:

- | | |
|----------------------------------|--------------------|
| a) Total Foreign Exchange used | ₹ 7,001.78 million |
| b) Total Foreign Exchange earned | ₹ 4,547.26 million |

For and on behalf of the Board of Directors

March 18, 2025

Aditya Narayan
Chairman
DIN: 00012084

Annexure B

Statement of Disclosure of Remuneration

Information pursuant to Section 134(3)(q) and Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended December 31, 2024 and forming part of the Directors’ Report for the said year.

A. Ratio of the remuneration of each Executive Director to the Median remuneration of the Employees of the Company:

Name of the Director	Designation	Ratio of remuneration of each Executive Director to median of remuneration of Employees
Mr. Rodolfo Hrosz [#]	Managing Director	33:1
Ms. Renee Amonkar	Whole-time Director	10:1
Mr. Rachid Ayari	Whole-time Director and Chief Financial Officer	17:1

Percentage increase in remuneration of each Executive Director, Chief Financial Officer (CFO), Chief Executive Officer and Company Secretary:

Name of the Director and KMP	Designation	Percentage increase in remuneration (%)
Mr. Rodolfo Hrosz [#]	Managing Director	4%
Mr. Rachid Ayari [§]	Whole-time Director and Chief Financial Officer	NA
Ms. Renee Amonkar [§]	Whole-time Director	NA
Ms. Radhika Shah [*]	Head of Legal and Company Secretary	NA

[#]Mr. Rodolfo Hrosz will cease to be Managing Director of the Company with effect from close of business hours on April 30, 2025. Further, upon recommendation of the Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board of Directors at its meeting held on April 9, 2025 have approved the re-designation of Mr. Rodolfo Hrosz as an Additional Non-Executive Director of the Company with effect from May 1, 2025.

[§]Remuneration received in FY 2024 is not comparable with remuneration received in FY 2023, as it was for part of the year and hence not stated.

^{*}Ms. Radhika Shah ceased to be the Head of Legal and Company Secretary w.e.f. November 15, 2024.

Notes:

1. The Independent Directors of the Company are entitled to Sitting Fees and Commission as per the statutory provisions. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. Sitting fees is paid based on the number of meetings attended by an Independent Director and hence the % increase is not comparable.
2. Non-Executive Directors who are employees of Sanofi Group do not receive any Sitting Fees or Commission.

B. The percentage increase in the median remuneration of employees in the financial year: 6.1%

C. The number of permanent employees on the rolls of the Company as on December 31, 2024: 991

D. Average percentile increase already made in the salaries of the employees other than the managerial personnel in last financial year and comparison with percentile increase in the managerial remuneration and justification thereof:

The average percentile increase in salaries of the employees other than managerial personnel was 6.2 % and for managerial remuneration it was 3.8%.

The increases are a function of the Company’s market competitiveness within its comparator group as ascertained through the detailed salary benchmarking survey the Company undertakes annually and reflects the Company’s reward philosophy along with creating differentiation based on Performance impact levels.

E. Affirmation that the remuneration is as per Remuneration Policy of the Company:

It is hereby affirmed that the remuneration paid to the Directors and Employees is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

March 18, 2025

Aditya Narayan
Chairman
DIN: 00012084

Annexure C

FORM AOC - 1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART “A”: SUBSIDIARIES

(Information in respect of each subsidiary to be presented with amounts in ₹)

1.	Name of the subsidiary:	Sanofi Consumer Healthcare India Limited*
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period:	January 01, 2024 - May 31, 2024
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries:	NA
4.	Share capital:	NIL
5.	Reserves & surplus:	NIL
6.	Total assets:	NIL
7.	Total Liabilities:	NIL
8.	Investments:	NIL
9.	Turnover:	NIL
10.	Profit before taxation:	(2) Million
11.	Provision for taxation:	NIL
12.	Profit after taxation:	(2) Million
13.	Proposed Dividend:	NIL
14.	% of shareholding:	NIL

* Sanofi Consumer Healthcare India Limited was incorporated as a wholly owned subsidiary of the Company on May 10, 2023, to undertake the consumer healthcare business of Sanofi India Limited pursuant to the Scheme of Arrangement between Sanofi India Limited (“Demerged Company”) and Sanofi Consumer Healthcare India Limited (“Resulting Company”) and their respective shareholders and creditors (“Scheme”). The Scheme became effective on June 01, 2024, pursuant to the order of Hon’ble National Company Law Tribunal dated May 07, 2024. Upon the Scheme becoming effective, Sanofi Consumer Healthcare India Limited ceased to be a wholly owned subsidiary of the Company from the said date. Consequently, the financial results of the Consumer Healthcare business for the period upto May 31, 2024 and quarter and year ended December 31, 2023 have been presented as ‘discontinued operations’ in the financial results of the Company for the Financial Year ended December 31, 2024, to reflect the impact of the demerger.

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations

NA
2. Names of subsidiaries which have been liquidated or sold during the year

NA

PART “B”: ASSOCIATES AND JOINT VENTURES - Not Applicable

On behalf of the Board of Directors

Rodolfo Hrosz Managing Director DIN: 09609832	Rahul Bhatnagar Independent Director DIN: 07268064	Rachid Ayari Whole-time Director & CFO DIN: 10408699
		Arjun Thakkar Company Secretary & Compliance Officer Membership No.: A22654

Date: March 18, 2025

Annexure D

Annual Report on Corporate Social Responsibility Activities

1. Brief outline on CSR Policy of the Company:

The Company’s approach towards Corporate Social Responsibility (CSR) is to focus in areas where it can make a difference and have the most impact. The Company will leverage its expertise and resources to improve access to quality healthcare for people.

The Company aims to partner projects in Non-Communicable Diseases (NCDs) namely - diabetes, hypertension, cardiovascular disease and cancer by sharing its expertise and experience. The Company believes that to make a meaningful impact, it needs to partner with the Government and like-minded organizations. Accordingly, it engages in Public-Private Partnership (PPP) projects aimed at effectively and transparently implementing healthcare programs for communities.

2. Composition of CSR Committee:

Sr. No.	Name of the Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Rahul Bhatnagar*	Chairman of the Committee, Independent Director	3	3
2	Mrs. Usha Thorat**	Chairperson of the Committee, Independent Director	3	3
3	Mr. Rodolfo Hrosz [§]	Member, Managing Director	1	1
4	Mr. Vaibhav Karandikar [#]	Member, Non-Executive Director	2	2

* Mr. Rahul Bhatnagar ceased to be the Chairman of the committee and was re-designated as a member w.e.f. February 23, 2024.

** Mrs. Usha Thorat was designated as Chairperson w.e.f. February 23, 2024.

[§] Mr. Rodolfo Hrosz ceased to be a Member w.e.f. February 23, 2024.

[#] Mr. Vaibhav Karandikar was appointed as a Member w.e.f. February 23, 2024.

3. Provide the web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The web-links are as follows:

Composition of CSR Committee: Board Committees - Sanofi India

CSR Policy: Code of Conduct and Policies - Sanofi India

CSR projects: CSR

4. Provide the executive summary along with the web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable:

Not Applicable

5. (a)

Average net profit of the company as per sub-section (5) of section 135: ₹ 7,193 million
- (b)

Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ 144 million
- (c)

Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years: NIL
- (d)

Amount required to be set off for the Financial Year, if any: NIL
- (e)

Total CSR obligation for the Financial Year [5(b)+5(c)-5(d)]: ₹ 144 million
6. (a)

Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 137 million
- (b)

Amount spent in Administrative Overheads: ₹ 7 million

- (c) Amount spent on Impact Assessment, if applicable: NA
- (d) Total amount spent for the Financial Year [6(a)+6(b)+6(c)]: ₹ 144 million
- (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
144 million	Not applicable				

- (f) Excess amount for set off, if any:

Sr. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: NA

1	2	3	4	5	6	7	8
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer	

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not applicable.

For and on behalf of the Board of Directors

Usha Thorat
Chairperson, CSR Committee
DIN: 00542778

Rodolfo Hrosz
Managing Director
DIN: 09609832

Date: March 18, 2025

Annexure E

Form No. AOC-2: Material Related Party Transactions

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Act including certain arm’s length transactions under third proviso thereto.

A. Details of contracts or arrangements or transactions not at arm’s length basis during the year ended December 31, 2024:

Nil

B. Details of material contracts or arrangements or transactions at arm’s length basis during the year ended December 31, 2024:

Sr. No.	Particulars	Details of Transaction – 1	Details of Transaction – 2
1	Name(s) of the related party	Sanofi-Aventis Singapore Pte. Ltd.	Sanofi Healthcare India Private Limited (formerly known as Shantha Biotechnics Private Limited) (SHIPL)
2	Nature of relationship	Related Party in Sanofi Group where Common control exists	Related Party in Sanofi Group where Common control exists
3	Nature of contracts / arrangements / transactions	Purchase, sale, transfer or receipt of products, goods, active pharmaceutical ingredients, materials, services or other obligations, if any, for an amount not exceeding in aggregate ₹ 20,000 million in each financial year.	Purchase, sale, transfer or receipt of products, goods, active pharmaceutical ingredients, materials, services or other obligations, if any, for an amount not exceeding in aggregate ₹ 10,000 million in each financial year.
4	Duration of the contracts / arrangements / transactions	Ongoing	For period of five years commencing from Financial Year 2022 to Financial Year 2026
5	Salient terms of the contracts or arrangements or transaction including the value, if any	On arm’s length basis and in the ordinary course of business. The total value of the transactions in the financial year was ₹ 10,165 million	On arm’s length basis and in the ordinary course of business. The total value of the transactions in the Financial Year was ₹ 1,157 million
6	Date of approval by the Board	February 27, 2017	February 14, 2022*
7	Amount paid as advances, if any	None	None

*The transaction was approved by the Board through a circular resolution dated February 14, 2022 and subsequently noted at the meeting of the Board held on February 23, 2022.

The aforesaid transactions have been approved by the Audit Committee and shareholders with requisite majority. They are in the ordinary course of business and at arms’ length.

For and on behalf of the Board of Directors

Aditya Narayan
Chairman
DIN: 00012084

March 18, 2025

Annexure F

FORM NO. MR.3

SECRETARIAL AUDIT REPORT

for the Financial Year ended December 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Sanofi India Limited
Sanofi House, CTS. No.117-B,
L&T Business Park, Saki Vihar Road,
Powai, Mumbai - 400072

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sanofi India Limited** (hereinafter called ‘the Company’). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Auditor’s Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on December 31, 2024 (hereinafter called the ‘Audit Period’) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on December 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (‘the Act’) and the rules made there under;

- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (**External Commercial Borrowings and Overseas Direct Investment are not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable to the Company during the Audit Period**)

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not Applicable to the Company during the Audit Period**)

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not Applicable to the Company during the Audit Period**)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not Applicable to the Company during the Audit Period**) and

- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. (**Not Applicable to the Company during the Audit Period**)

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. (‘Listing Regulations’)

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. made there under except in the following instances:

- (i) *The interval between two consecutive Risk Management Committee meetings exceeds the prescribed timelines under Regulation 21 of Listing Regulations by 16 (Sixteen) days.*
- (ii) *In two instances, no prior approval of the Audit Committee has been taken for the RPT’s. However, in one instance the Audit committee subsequently ratified the RPT and in second instance, the RPT will be taken for ratification in Audit Committee.*
- (iii) *The interim dividend was credited to the separate bank account, and the unpaid dividend was transferred to the unclaimed dividend account, each with a two-day delay.*

We further report that, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the following law applicable specifically to the Company:

- Drugs and Cosmetics Act, 1940 & Rules thereto
- Drugs Price (Control) Order, 2013
- Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954
- Narcotic Drugs and Psychotropic Substances Act, 1985
- Food Safety and Standards Act, 2006
- Legal Metrology Packaged Commodities Act

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place

during the audit period were carried out in compliance with the provisions of the Act and Listing Regulations.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in some instances notice was sent for a period shorter than seven days for Board and its Committee Meetings) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The adequacy and efficacy shall read in context of reporting as specified in the report.

We further report that during the audit period:

1. The Hon’ble National Company Law Tribunal, Mumbai Bench by way of its order delivered on May 07, 2024 has approved the Scheme of Demerger of the Consumer Healthcare Division of the Company into its wholly owned subsidiary i.e. Sanofi Consumer Healthcare India Limited. Post demerger, Sanofi Consumer Healthcare India Limited ceased to be a wholly owned subsidiary of the Company.
2. During the voting process at the Annual General Meeting on May 14, 2024, voting rights were incorrectly allocated due to the Registrar and Transfer Agent uploading an incorrect shareholder list as on the cutoff date. As a result, 1,130 shareholders were unable to vote, while 780 shareholders received excess voting rights.

For Makarand M. Joshi & Co.

Company Secretaries
ICSI UIN: P2009MH007000
Peer Review Cert. No.: 6290/2024

Makarand M. Joshi

Partner

FCS: 5533

CP: 3662

Date: March 18, 2025

Place: Mumbai

UDIN: F005533F004116211

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

‘Annexure A’

To,
The Members,
Sanofi India Limited
Sanofi House, CTS. No.117-B,
L&T Business Park, Saki Vihar Road,
Powai, Mumbai - 400072

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Makarand M. Joshi & Co.
Company Secretaries
ICSI UIN: P2009MH007000
Peer Review Cert. No.: 6290/2024

Makarand M. Joshi
Partner
FCS: 5533
CP: 3662
UDIN: F005533F004116211

Date: March 18, 2025
Place: Mumbai

Management Discussion and Analysis Report

Economic Overview

India stands resilient amid global economic challenges and geopolitical uncertainties. The First Advance Estimates of Gross Domestic Product 2024-25 projects GDP growth of 6.4% in FY 2024-25, lower than the 8.2% growth achieved in FY 2023-24, owing to demand slowdown, sharper deceleration in industrial activities, and inflationary pressures.
(Source: pib.gov.in)

Notwithstanding the prevailing challenges, India’s economy is expected to remain buoyant, with a projected growth of 6.5% in FY 2025-26 and FY 2026-27, maintaining its status as the fastest growing economies. Key growth drivers include rapid infrastructure development and digitization, booming construction activity, and favorable policy reforms, among others.
(Source: thehindubusinessline.com)

Industry Overview
Indian Pharmaceutical Industry

The Indian pharmaceutical industry has grown exponentially over the past few years and is ranked third in pharmaceutical production by volume. Currently contributing around 1.72% to India’s GDP, the pharmaceutical market is projected to reach a value of US\$130 billion by 2030 and US\$450 billion by 2047.

The Indian pharmaceutical market grew by 7.6% in 2024, with a strong 8% CAGR from 2021 to 2024, signaling steady expansion. Growth has been primarily driven by price increases and new product introductions, with minimal contribution from volume. Chronic therapies account for 40% of the market, led by the Cardiac segment, which has grown at a 10% CAGR (2021–2024), alongside Gastrointestinal, Pain, and Neuro/CNS therapies. The Antidiabetic market recorded a 7.1% growth in 2024, with a 6.9% CAGR over the same period.

India exports to more than 200 countries in the world, with the US being the key market. The pharmaceuticals export share increased to 6.4% in FY24 from 5.8% in FY19, with export values reaching \$27.9 billion from \$19.1 billion in FY19.

The Strengthening of Pharmaceutical Industry (SPI) scheme aims to enhance existing infrastructure with a total outlay of ₹ 500 crore.
(Source: IBEF)

The Indian pharmaceutical industry is poised for substantial growth in the coming years, driven by a combination of favorable policies, rising incidences of chronic diseases, longer life expectancies, increasing foreign investments,

accelerated adoption of innovation and technology, and a strong focus on domestic manufacturing of high-quality pharmaceutical products.

Growth Drivers

- **Rising Incidences of Chronic Diseases:** India has become the global capital for diabetes and cancer, highlighting the urgent need for better disease management. Non-Communicable Diseases (NCDs) account for over 65% of India’s disease burden, with diabetes, cancer, cardiovascular diseases, hypertension, and respiratory disorders on the rise.
- **Improving Healthcare Infrastructure:** India’s healthcare infrastructure has significantly improved over the past decade, marked by the rise of specialty care hospitals catering to specific disease areas. Government initiatives, increased budget allocations, expansion of primary healthcare centers, and private-sector collaborations have further strengthened the healthcare ecosystem.
- **Strong Consumption Growth:** With affluence rising—projected to reach 80 million affluent households by 2030—healthcare consumption is set to grow, particularly in Tier 1 to 4 cities. An aging population and a rapidly expanding middle class will further accelerate growth of the healthcare sector.
(Source: wrightresearch.in)
- **Expanding Insurance Coverage:** Health insurance penetration is set to grow rapidly, with private insurers increasing coverage and evolving therapy inclusions. Factors such as rising premium per person, increased employer participation, and deeper penetration of government-backed schemes like AB-PMJAY, are driving this expansion.
- **Policy Support:** Key boosters such as enhanced social security, a stronger focus on rare diseases, quality regulations, and Production-Linked Incentives (PLI) are driving growth in India’s healthcare sector.

Company Overview
About the Company

We are amongst India’s leading multinational healthcare companies, offering a diverse and innovative product portfolio spanning medications across vital therapeutic segments. Our offerings include products and solutions for diabetes (both insulins and orals), cardiology, thrombosis, epilepsy and infections.

We have been at the forefront of delivering high-quality, affordable medicines to patients across India for over 68 years.

As part of the Sanofi SA. Paris, an innovative global healthcare company with one purpose: to chase the miracles of science to improve people’s lives, we remain committed to transforming lives in India by bringing best-in-class medicines and therapies with the latest advancements to patients.

The Company ensures employee wellness and safety though a comprehensive HSE Management system which includes proper infrastructure, supported by operational procedures, training & awareness, monitoring and periodic reviews. Comprehensive safety measures include ongoing risk assessments, internal and external audits, and managerial safety visits, encouraging employees to proactively identify and address potential risks. Additionally, the Company consolidates its network of Contract Manufacturing Organizations (CMOs) for cost efficiency and enhanced management, ensuring the third-party manufacturers meet the same rigorous standards as Sanofi-owned facilities.

Manufacturing Excellence

We operate a state-of-the-art manufacturing unit in Goa equipped with world-class, internationally accredited infrastructure and seamless technology integration. With a production capacity of 5 billion oral solid dosage forms annually, this facility emphasizes safer, healthier, and environment-friendly working practices with strict quality systems. It operates under stringent regulations from global health authorities, Regierungspräsidium Darmstadt, TGA, UK-MHRA, WHO, Russian health Authorities, NMRA – Sri Lanka, and others, ensuring the highest standards of product safety and quality. We have also embedded digital advancements such as automated manufacturing processes, QR code integration, and the elimination of physical leaflets to enhance data integrity and operational efficiency.

The manufacturing operations at the Goa site are conducted in compliance with local and global regulatory norms, ensuring that environmental discharges remain within the stipulated limits. The waste generated from manufacturing operations is disposed of as per the local regulations/ Sanofi guidelines.

In 2024, the Company achieved a customer service level of over 98.6%, and we intend to maintain the same. The manufacturing process is demand-driven, ensuring uninterrupted availability of Sanofi products. The Goa site, equipped with state-of-the-art automation systems, operates with closed-loop processes with minimal manual material handling. These systems are continually enhanced to comply with DIRA (Data Integrity Risk Assessment) compliance, reducing manual errors and ensuring operational excellence. As a strategic sourcing hub for the Sanofi Group, the Goa site is regularly evaluated for new opportunities in tablet formulations.

Our manufacturing unit operates a zero-discharge policy by treating wastewater in-house and reusing it for landscaping through its in-house effluent treatment plant. Further, the Company plans to install energy-efficient technology chillers (viz. centrifugal chillers), projected to reduce CO2 emissions by approximately 3,000 tons, in addition to the existing solar projects. Change in chillers in addition to solar energy will reduce Carbon emission by 40%.

As per the POBOS (Pharmaceutical Benchmarking of Solids) study conducted in 2023 by McKinsey, the Goa site is the 3rd most cost-competitive solids manufacturing site globally, and also, among 35 sites in Asia. The facility has maintained this position since 2017, with a cost of goods at 7 US cents per unit, outperforming the top decile benchmark of 10.1 US cents. It also ranks in the top quartile globally for productivity.

Operational Overview
Operational Performance FY 2024
Diabetes Portfolio

Insulin for Diabetes
Diabetes has reached pandemic proportions in India. According to ICMR* (Indian Council of Medical Research), the number of people with diabetes in India increased by 44% to 101 million in 2023 from 70 million in 2019. Approx. 136 million people, or 15.3% of the population, have prediabetes, highlighting the urgent need for effective diabetes management. Our strong portfolio includes oral agents and a range of injectable therapies for diabetes management, ensuring comprehensive treatment across all stages of the condition. Backed by high-quality medicines and specialized services, we are committed to being a trusted partner for healthcare professionals, patients, and caregivers.

(*Source: timesofindia.indiatimes.com)

Lantus® continues to set the benchmark for basal insulin therapy in India. Despite the price rationalization following its inclusion in the National List of Essential Medicines in 2023, Lantus® gained momentum in 2024, driven by improved affordability and enhanced patient access.

Toujeo®, Sanofi’s second-generation basal insulin, achieved a market-beating 16% growth (IQVIA MAT Dec ‘24). Supported by increasing real-world evidence and clinical endorsements around Toujeo®, we play an important role in familiarizing the medical community with the developing science of time in range and glycemic variability through our educational initiatives

Apidra®, a rapid-acting insulin analog, also recorded 15% MAT growth as of December 2024.

The launch of Soliqua® in 2024, a best-in-class injectable combination therapy for diabetes management in India.

Our scientific initiatives, real-world evidence studies, and affordability-driven access strategies reinforce our strong presence in diabetes care.

Portfolio for Oral Diabetes
Sanofi’s oral diabetes portfolio continues to gain traction in a highly fragmented market. Amaryl® MV maintained strong market-leading growth, consolidating its position in its category. Focused in-clinic engagements and medico-marketing initiatives have strengthened portfolio visibility and affirmed Sanofi’s leadership in diabetes management.

Patient Support Programs – Diabetes
We acknowledge the importance of building awareness, care, and education in alleviating the diabetes burden in India. As a responsible healthcare leader, we are committed to shaping and sustainably managing the diabetes ecosystem through capability and capacity-building initiatives. Our flagship Saath 7 program, India’s longest-running patient support initiative, impacts over 100,000 patients annually across major cities. It provides better education and solutions to help patients improve therapeutic outcomes.

Digitalization
In 2024, we introduced the Emerging Clinicians Guide, an innovative program designed to integrate medical writing, content, and legislation into academic curricula, bridging real-world needs with formal education. Our digital approach enables seamless engagement with doctors and patients, allowing them to access information at their convenience and in preferred formats. Our keystone medical education programs are entirely digital, providing thought leaders, students, and practicing physicians with interactive and accessible learning resources. The rise of e-commerce and modern trade has reshaped healthcare distribution.

New product launches
The Company continues to launch new products.

Below is the list of new product launches:

Segment	Products	Year
Diabetes	Soliqua®, Insutage®, Cetapin®S	2024

Soliqua is a fixed dose combination of Glargine 100 and Lixisenatide, designed for the treatment of adults with obesity and insufficiently controlled type 2 diabetes mellitus. Its launch marks a significant milestone in addressing unmet needs in diabetes management.

*(Source: economictimes.indiatimes.com)

Financial Overview
The Company achieved Revenue from Operations of 20,132 million for the year ended December 31, 2024, compared to 19,961 million in the previous year. The Profit Before Tax and exceptional items stood at 4,691 million for the year ended December 31, 2024, as against 5,107 million in the previous year. The Profit After Tax (PAT) decreased from 3,646 million in 2023 to 3,137 million in 2024. The impacts in the profit of 2024 is due to the one off restructuring of business and lower interest income.

Financial Performance
Key Financial Ratios

Particulars	2024	2023
Operating Profit Margin (%)	22.72	23.49
Net Profit Margin (%)	15.58	18.27
Debtors’ Turnover Ratio	11.13	15.31
Current Ratio	1.57	1.91
Inventory Turnover Ratio	1.68	1.78
Interest Coverage Ratio	NA	NA
Debt Equity Ratio	NA	NA
Return on Net Worth (%)	50.31	52.00

Opportunities and Risks
Opportunities
Growth in partnerships and co-marketing agreements
Partnerships and co-marketing agreements between Indian and global pharmaceutical companies have steadily increased over the past few years, enabling knowledge exchange, resource sharing, access to newer geographies, and co-marketing deals for new drugs. Such alliances drive enhanced market penetration for new brands and increase the sales of established products.

Innovation and technological advancements
The pharmaceutical industry is witnessing a paradigm shift, driven by heightened innovation and technical advancements. Growing adoption of digital technologies, including artificial intelligence (AI), machine learning (ML), and telemedicine, is set to revolutionize healthcare delivery. These advancements are expected to boost the demand for innovative medicines, reshape distribution channels, and propel the growth of the pharmaceutical sector in India.

Risks
The Company has a comprehensive risk management framework for effective identification, assessment, and mitigation of key business risks.

The major risks are listed below:

Regulatory risk

The Indian pharmaceutical industry operates within a highly regulated environment. Consequently, stringent and continually evolving regulations in both domestic and international markets and tighter norms for clinical trials as well as for the development of new drugs pose challenges and can impact the growth of the industry.

Pricing risk

The drugs listed in the National List of Essential Medicines (NLEM) are subject to price control by the government, which can exert pricing pressures and impact the profitability of pharmaceutical companies.

Quality risk

The presence of counterfeit drugs may present quality risks and erode consumer trust in the pharmaceutical industry.

Raw material risk

The pharma industry is prone to fluctuations in the prices of key ingredients, particularly active pharmaceutical ingredients (APIs) and intermediates. Factors such as inflation, changes in government policies, volatility in foreign exchange rates, and shifting demand and supply conditions can impact manufacturing costs and profit margins.

R&D risk

Increasing R&D investments significantly enhances capital expenditure, putting pressure on margins and profitability. The Company focuses on major therapy areas such as Diabetes, Cardiology, Thrombosis, Anti-infectives, CNS. It relies on the Sanofi Group’s R&D efforts for the commercialization of new products.

Cybersecurity risk

Pharmaceutical companies handle highly sensitive data, including proprietary information about patented drugs, advancements in pharmaceutical technologies, and patient information. This makes the industry vulnerable to cybersecurity threats and data breaches, posing risks to confidentiality, innovation, and trust.

Outlook

Sanofi India is poised to seize the thriving opportunities in the domestic and international pharmaceutical markets.

The Company’s substantial progress in its ‘India for India’ (IFI) strategy, focusing on implementing market-centric initiatives, enhancing operational efficiency, and accelerating innovation. Under the IFI framework, Sanofi India prioritizes key growth areas such as diabetes combining product innovation, localized supply chains, and strategic partnerships to augment its market position.

Further, the demerger of Sanofi Consumer Healthcare India Limited (SCHIL) into a separate entity will enable Sanofi India to focus on specialized therapy areas, introduce its global pipeline to the Indian market, and unlock its growth potential in the pharmaceutical and consumer healthcare sectors.

Human Resources

Employees are considered the most important asset and pivotal for the Company’s growth and success. We promote a conducive, inclusive, and collaborative work environment, ensuring that employees feel valued and empowered. We also encourage employees with recognition and rewards and organize various training programs to boost their skills and capabilities. The Company’s employee strength stood at 1,285 (including contractual employees and workers for FY 2024). The overall industrial relations continued to remain harmonious.

Further details on Human resources form part of the “Human Capital” chapter of the Integrated Report.

Internal Control Systems and their Adequacy

The Company has established adequate internal control systems, configured within the ERP (SAP), commensurate with the size and complexity of its operations. The internal control systems are strengthened through standard operating procedures, authorization delegation for approvals, and segregation of responsibilities for critical activities. Regular reviews of these controls are conducted in line with the Audit Plan approved by the Audit Committee.

The internal audit findings and recommended corrective action plans for improving business processes and control systems are presented to the Audit Committee. Regular follow-ups ensure the timely implementation of remedial measures. Additionally, quarterly testing of key mandatory controls, including the financial control framework (FCF), is undertaken.

The internal control framework is responsible for timely and accurate reporting of operational and financial transactions, safeguarding assets against loss or unauthorized disposal, addressing evolving business risks, ensuring the reliability of financial information, and adhering to regulatory requirements to uphold strong governance practices.

The Internal Audit department has adopted a hybrid auditing approach, combining physical and remote audits, based on business dynamics and external contexts. This ensures management oversight that all key controls are functioning effectively. Further, efforts to automate monitoring controls through advanced tools have significantly boosted employee productivity by reducing manual tasks, enabling resources to focus on strategic objectives.

The Audit Committee of the Board regularly reviews the quarterly audit findings presented by the Internal Audit department and the audit programs, covering all risks including operational, financial, strategic, technological, etc.

Medical Affairs

OPPI* Medical Excellence Award 2024 for LANDMARC Study

Sanofi India has been honoured with the esteemed OPPI Medical Excellence Award 2024 for the groundbreaking LANDMARC study, recognizing its pioneering contributions to diabetes care. This award recognizes our innovative approach to scientific education, impactful dissemination strategies, and collaborative teamwork that has transformed the management of Type 2 Diabetes in India. Through this recognition, Sanofi reinforces its dedication to improving patient outcomes and setting new benchmarks in healthcare excellence.

**Organisation of Pharmaceutical Producers of India*

Successful Soliqua® Launch

The successful launch of Soliqua® marked a major advancement in Type 2 Diabetes management in India. Through the educational initiatives, we have enhanced clinical confidence in tailored treatment options and empowered healthcare professionals to achieve better glycemic control with simplified therapy.

Cautionary Statement

Certain statements in the above Report may be forward looking and are stated as required by the legislations in force. The actual results may be affected by many factors that may be different from what is envisaged in terms of future performance and the outlook presented above.

Business Responsibility and Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L24239MH1956PLC009794
2.	Name of the Listed Entity	Sanofi India Limited
3.	Year of incorporation	1956
4.	Registered office address	Sanofi House, CTS No. 117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai – 400072
5.	Corporate address	Sanofi House, CTS No. 117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai – 400072
6.	E-mail	igrc.sil@sanofi.com
7.	Telephone	(022) 28032000
8.	Website	www.sanofiindiaLtd.com
9.	Financial year for which reporting is being done	January 2024 – December 2024
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11.	Paid-up Capital	230 Million
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Dr. Kavita Chaudhari, Deputy Director - Corporate Social Responsibility & ESG Address: Sanofi House, CTS No. 117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai – 400072, India Tel. No.: (022) 28032000 E-mail: igrc.sil@sanofi.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The disclosures made in this report are on a standalone basis.
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

II. Product/Services

16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacture and sale of pharmaceutical products	Drugs and Pharmaceuticals	100%

17. Products/Services sold by the entity (accounting for 90% of the entity’s Turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Drugs and Pharmaceuticals	21002	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	1	2	3
International	0	0	0

19. Markets served by the entity

a. Number of locations

Location	Total
National (No. of States)	27 States & 5 Union Territories
International (No. of Countries)	24 (The number of international countries served by Sanofi India is for products exported to its affiliates in the respective countries.)

b. What is the contribution of exports as a percentage of the total turnover of the entity?

20%

c. A brief on types of customers.

Our Company serves a diverse customer base including stockists, Health Care Professionals (HCPs), and Government Institutions. We supply our products to these stakeholders and actively engage with them to ensure efficient distribution and utilization of our offerings. Our approach fosters collaborative relationships founded on reliability, quality, and mutual benefit. By prioritizing excellence and customer satisfaction, we aim to cultivate strong relationships across all sectors, thereby contributing to the progress of healthcare delivery and public health.

IV. Employees

20. Details as at the end of financial year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
EMPLOYEES						
1.	Permanent(D)	991	821	83%	170	17%
2.	Other than Permanent (E)	60	29	48%	31	52%
3.	Total employees (D+E)	1,051	850	81%	201	19%
WORKERS						
4.	Permanent(F)	234	226	97%	8	3%
5.	Other than Permanent (G)	-	-	-	-	-
6.	Total workers (F+G)	234	226	97%	8	3%

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent(D)	1	0	0%	1	0%
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D+E)	1	0	0%	1	0%
DIFFERENTLY ABLED WORKERS						
4.	Permanent(F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	Total differently abled workers (F+G)	-	-	-	-	-

21. Participation/Inclusion/Representation of women:

Particulars	Total (A)	Number and percentage of Females	
		No.(B)	%(B/A)
Board of Directors	8	2	25%
Key Managerial Personnel	3	1*	33.33%

*Ms. Radhika Shah ceased to be a Key Managerial Personnel w.e.f. November 15, 2024.

22. Turnover rate for permanent employees and workers:
(Disclose trends for the past 3 years)

	FY 2024			FY 2023			FY 2022		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	11%	19%	12%	12%	16%	13%	13%	17%	13%
Permanent Workers	3%	0%	3%	0%	0%	0%	1%	0%	1%

V. Holding, Subsidiary and Associate companies (including joint ventures)

23. a. Names of holding/ subsidiary/ associate companies/ joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Hoechst GmbH	Holding Company	60.37%	No
2	Sanofi S.A.	Ultimate Holding Company	0.02%	No
3.	Sanofi Consumer Healthcare India Limited (SCHIL) *	Wholly owned subsidiary	100%	No

* Sanofi Consumer Healthcare India Limited (“SCHIL”) was incorporated as a wholly owned subsidiary of the Company on May 10, 2023, to undertake the consumer healthcare business of the Company pursuant to the Scheme of Arrangement between the Company (“Demerged Company”) and SCHIL (“Resulting Company”) and their respective shareholders and creditors (“Scheme”). The Scheme became effective on June 01, 2024, pursuant to the order of Hon’ble National Company Law Tribunal, Mumbai Bench, dated May 07, 2024. Upon the Scheme becoming effective, SCHIL ceased to be a wholly owned subsidiary of the Company w.e.f. June 01, 2024.

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013 (Yes/No): Yes
(ii) Turnover (in ₹): 20,132 Million
(iii) Net worth (in ₹): 8,606 Million

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024			FY 2023		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, we have a mechanism in place to receive and redress stakeholder complaints. (web link Sanofi India (sanofiindia.com))	Nil	Nil	-	Nil	Nil	-
Shareholders	Yes, we have a mechanism in place to receive and redress stakeholder complaints. (web link Contact Us - Sanofi India (sanofiindia.com))	15	1*	-	20	Nil	-
Employees and workers	Yes, we have an internal mechanism in place to receive and redress stakeholder complaints.	20	17 [#]	-	4	1	-
Customers	Yes, we have a mechanism in place to receive and redress stakeholder complaints. (web link https://www.sanofi.in/)	816	Nil	-	756	1	-

* The said shareholder complaint, which was received at the end of the quarter, remained unresolved as on December 31, 2024, however as on the date of publication of this report, the same stands resolved.

[#]9 out of 17 complaints have been closed after close of the year. Investigation is under progress for remaining cases.

26. Overview of the entity’s material responsible business conduct issues. Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Ethical Business Practices	Risk	Running our daily activities in an ethical way (e.g., ethical marketing, lobbying, anti-bribery measures etc.)	Development of Code of Conduct	Any instances of unethical practices have the risk of tarnishing our reputation and attracting fine / penalty / lawsuits which can in turn affect business continuity
2.	Safe and qualitative treatments for patients and clinical trial participants	Risk and Opportunity	Ensuring the safety of our patients and clinical trial participants by providing high quality, safe and effective medicines and recording and communicating on any safety or quality issues	We believe that it is our responsibility to provide our consumers with safe products that positively impact health outcomes for society. Our Quality and Pharmacovigilance teams proactively tracks regulatory and non-regulatory complaints and grievances and works towards redressing them in a timely and effective manner.	Any health and safety incident can lead to decreased trust amongst our customers and adversely impacted the demand of products. Moreover, instances of non-compliance with product marketing and labeling can lead to legal implications and reputation damage.
3.	Employee health, safety, wellbeing and working condition	Risk and Opportunity	Providing a safe & healthy (both physical and mental) work environment for all employees and ensuring fair employment practices (e.g., upholding labor rights, freedom of association)	i. Implementation of a Company-wide robust HSE management system ii. Ensuring periodic internal and external audits iii. Training all employees and workers on safe working practices iv. Investigation of each reported case and taking corrective actions to avoid reoccurrence	The nature of operations exposes Sanofi India’s employees and contractors to a wide range of occupational health hazards as well as safety risks due to complexity of operational requirements.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4.	Responsible governance practices	Opportunity	Governing our business in a responsible way by considering ESG factors in our operational and strategic business decisions (e.g., remuneration, providing transparency to stakeholders, capital allocation etc.)	–	Leadership oversight on the ESG strategy, action plan and performance promote the Sanofi India's positive impact on environment and community. It also enables us to further embed robust ESG mechanisms across our business operations.
5.	Health system strengthening	Opportunity	Contributing to improving healthcare infrastructure, healthcare access, and health education (e.g. health literacy, disease prevention awareness)	–	We strive to improve the healthcare system across our markets and understand the importance of being a responsible organization. We endeavour to solve the problems of lack of product availability and pricing and work towards business growth in the long term.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and Management processes										
1.	a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	c. Web Link of the Policies, if available.	Policies are uploaded on the website of the Company at www.sanofiindia ltd.com and on the Company's intranet portal.								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Do the enlisted policies extend to your value chain partners?	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Sanofi India Limited has developed policies that align with key national standards, including the Factories Act, 1948, Companies Act, 2013, Listing Regulations, and other relevant statutes. These policies also adhere to global standards set by organizations such as the United Nations, International Labour Organization, and various ISO standards. Committed to the principles of the UN Global Compact, Sanofi has signed the United Nations Decade of Action for Road Safety pact and joined the Alliance for Water Stewardship (A4WS), a global network dedicated to effective water stewardship. Additionally, we are dedicated to supporting frameworks and initiatives aimed at fostering a sustainable economy.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Sanofi is globally committed to minimizing the environmental impact of its operations, with key targets including 100% renewable electricity by 2030 and achieving net-zero emissions by 2045. In line with this global commitment, Sanofi India is accelerating its sustainability efforts, with the goal of achieving zero landfill status as part of our ongoing environmental responsibility initiatives.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Progress is on track								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	We are committed to fostering a supportive workplace that promotes gender diversity, inclusion, non-discrimination policies, and work-life balance. We prioritize employee well-being and safety. Our goal is to consistently deliver high-quality products and services to our customers, adhering to the highest standards of governance and minimizing environmental and societal impact. Our strong business model, adoption of emerging technologies and automation, brand strength, and customer-centric approach drive our economic performance. We aim to enhance our ESG efforts, integrating them into our business ecosystem to position Sanofi on a positive path toward sustainability, as we pursue scientific breakthroughs to improve lives.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Rodolfo Hrosz* - Managing Director, reports to the Board periodically on progress made on the ESG agenda of the Company.								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	At Sanofi India Limited, Mr. Rodolfo Hrosz*, Managing Director, leads a dedicated committee at the management level overseeing Environmental, Social, and Governance (ESG) matters. The committee includes key members such as the Chief Financial Officer, Company Secretary, HR representative, Head of Health, Safety and Environment, Head of Ethics and Business Integrity, Manufacturing Site Director, and Head of Communications & CSR. This group meets regularly to evaluate the progress and impact of ESG initiatives across the organization.								

* Mr. Rodolfo Hrosz will cease to be Managing Director of the Company with effect from close of business hours on April 30, 2025.

10. Details of review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee										Frequency (Annually/ Half yearly/ Quarterly/ Any other-please specify								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9	
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	Yes, the policies and performance undergo periodic review									
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y	Yes, the policies undergo periodic review for ensuring compliance with statutory requirements									

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.

The majority of our policies are internal, with only a few falling under Sanofi Global policies. Our Company adheres to these policies and conducts regular internal reviews, excluding external partners from the review process.

P1	P2	P3	P4	P5	P6	P7	P8	P9
Not applicable								

12. If answer to question (1) above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year.

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	6	During Board/Committee Meetings, directors receive regular presentations covering a range of topics essential to the Company's operations. These include the Company's strategy, business operations, market performance, organizational structure, product brands, finance, risk management framework, quarterly and annual financial results, human resources, technology, health safety & environment, regulatory updates, whistleblower complaints and future outlook.	100%
Key Managerial Personnel	4	Furthermore, updates are provided on: <ul style="list-style-type: none">- Internal Controls and Compliance- HR Policies, Compensation & Benefits, Talent - Management, and Succession Planning programs- Cybersecurity and Internal Controls related to Cybersecurity- Risk Management Strategy and Framework.	100%
Employees other than BoD and KMPs Workers	20	Through PDLi training, we offer instruction in various areas including career management, leadership, human rights, the Code of Conduct, POSH, safety, creating an inclusive workplace, and environmental awareness. Additionally, sales training is provided during induction, transitions between functions, brand launches, and through annual refresher sessions focusing on our core business brands.	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine					
Settlement			Nil		
Compounding fee					
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment			Nil		
Punishment					

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in case where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Anti-Bribery Policy, part of the Company's Global Code of Conduct, underscores our commitment to ethical business practices and compliance with relevant anti-bribery laws. This policy serves as a framework for employees, promoting a culture of integrity and ensuring adherence to anti-corruption standards. It aims to protect the reputations of our workforce while reducing the risk of fines and penalties linked to corrupt practices.

The policy applies to all employees and extends to our business partners, including suppliers, service providers, agents, and distributors. We maintain a zero-tolerance approach to bribery in any form, emphasizing preventive measures, effective detection systems, and appropriate remediation actions to uphold integrity in our business dealings.

For further details, the Company's Global Code of Conduct is available to all stakeholders at the following link - <https://www.codeofconduct.sanofi/>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2024	FY 2023
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2024		FY 2023	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	-	Nil	-

7. Provide details of any corrective action taken or underway on issues related to fines/ penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. Not Applicable.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2024	FY 2023
Number of days of accounts payables	113	89

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024	FY 2023
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	0%	0%
	b. Number of trading houses where purchases are made from	0%	0%
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0%	0%
Concentration of Sales	a. Sales to dealers/ distributors as % of total sales	74%	85%
	b. Number of dealers distributors to whom sales are made	2,806	3,215
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors	35%	9%
Share of RPTs in	a. Purchases (Purchases with related parties/ Total Purchases)	71%	65%
	b. Sales (Sales to related parties/ Total Sales)	25%	20%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0%	0%
	d. Investments (Investments in related parties/ Total Investments made)	0%	100%

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	Supplier Code of Conduct	100%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No). If yes, provide details of the same.

Sanofi upholds the highest standards of corporate governance through a robust Board Code of Conduct, which clearly defines conflicts of interest and outlines preventive measures and resolution guidelines. During Board meetings, Members proactively disclose any potential conflicts related to agenda items. A dedicated policy governs related party transactions, ensuring accountability and integrity. In conflict scenarios, Board members abstain from voting on relevant matters. Additionally, Directors must disclose any actual or potential conflicts and refrain from voting on related issues. These measures, along with compliance affirmations by Senior Management, reflect Sanofi’s commitment to ethical governance. For more details, visit: [Code of Conduct and Policies - Sanofi India \(sanofiindia.com\)](#).

PRINCIPLE 2: Business should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2024	FY 2023	Details of improvements in environmental and social impacts
R&D	0%	0%	NA
Capex	6.79%	0%	For energy optimization, upgradation of HVAC chiller at Goa site

R&D is managed at group level. Sanofi Group is focusing on enhancing the environmental and social impacts of its products and processes through several key initiatives. These include implementing an eco-design strategy, sustainable chemical management, reducing pharmaceutical waste and water pollution, and reducing volatile organic compound (VOC) emissions through optimizing solvent use and capturing emissions.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)
Yes

b. If yes, what percentage of inputs were sourced sustainably?
Our practices are aligned with the global Supplier Code of Conduct laid down by Sanofi Global. As part of this commitment, all key suppliers were audited globally out of which many suppliers are from India.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a) Plastics (including packaging)	(b) E-waste
(c) Hazardous waste and	(d) Other waste

At our manufacturing facilities and corporate offices, we have implemented a comprehensive waste management program that ensures the responsible handling and disposal of all waste materials. Waste is systematically segregated at the source and managed in strict compliance with regulatory guidelines.

Non-hazardous materials, including plastic, paper, wood, metal and glass, are meticulously collected and sent to authorized recyclers, while e-waste is processed through Pollution Control Board-approved facilities. Pharmaceutical waste generated at manufacturing facility and ETP sludge are effectively co-processed at cement plants, and used oil is refined through certified agencies.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity’s activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

The Company ensures full compliance with the Plastic Waste Management Rules, as amended, in alignment with Extended Producer Responsibility (EPR) requirements. The company has partnered with a waste management agency to facilitate the collection of post-consumer plastic waste from municipal sources. Additionally, Sanofi India has developed and submitted a structured collection plan detailing its approach to recovering plastic waste and multi-layered packaging linked to its products, as mandated by regulations. To meet its EPR obligations, the company has implemented necessary measures to ensure effective waste management and regulatory compliance. Collected plastic waste is managed in accordance with the CPCB prescribed disposal methods.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product /Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No) If yes, provide the web-link.
Nil, as LCA was not conducted in the FY 2024					

Sanofi Group has adopted an eco-design approach to improve the environmental performance of its products and services from inception through their entire life cycle. This comprehensive strategy considers raw materials, manufacturing, packaging, distribution, usage, and end-of-life stages. Products are evaluated using multi-criteria indicators such as climate change, ecosystems, resources, water, and human health, with the primary goal of minimizing global environmental impacts.

Sanofi believes that integrating eco-design principles into projects can drive innovation, reduce costs, and lessen the environmental footprint of its operations, while also enhancing the social dimension of its initiatives.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product/Service	Description of the risk/concern	Action Taken
	Nil, as LCA was not conducted in the FY 2024	

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Name of Product/Service	Recycled or re-used input material to total material	
	FY 2024	FY 2023
	Not Applicable	

As a pharmaceutical manufacturer, we adhere to stringent regulations and quality standards that prohibit the reuse of input materials in production. This approach ensures the highest levels of safety, efficacy, and consistency in our products by preventing contamination, maintaining traceability, and guaranteeing uniformity in every batch.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2024			FY 2023		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Nil	1,093	Nil	Nil	1,166	Nil
E-waste	Nil	Nil	Nil	Nil	Nil	Nil
Hazardous waste	Nil	Nil	Nil	Nil	Nil	Nil
Other waste- non salable Pharmaceutical products waste	Nil	Nil	226	Nil	Nil	64.76

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
	Nil

PRINCIPLE 3: Business should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	821	821	100%	821	100%	-	-	821	100%	821	100%
Female	170	170	100%	170	100%	170	100%	-	-	170	100%
Total	991	991	100%	991	100%	170	17.15%	821	82.85%	991	100%
Other than permanent employees											
Male	29	29	100%	29	100%	-	-	NA	NA	NA	NA
Female	31	31	100%	31	100%	31	100%	NA	NA	NA	NA
Total	60	60	100%	60	100%	31	51.67%	NA	NA	NA	NA

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	226	226	100%	226	100%	-	-	226	100%	226	100%
Female	8	8	100%	8	100%	8	100%	-	-	8	100%
Total	234	234	100%	234	100%	8	3.41%	226	96.58%	234	100%
Other than permanent workers											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format-

	FY 2024	FY 2023
Cost incurred on well-being measures as a % of total revenue of the company	0.36%	0.26%

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year

Benefits	FY 2024			FY 2023		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	100%	100%	Y	100%	100%	Y
Others – please specify		-		-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Sanofi India Limited is committed to fostering an inclusive and accessible workplace in alignment with the Rights of Persons with Disabilities Act. The Company ensures that its premises and offices are designed to accommodate differently-abled employees and workers, incorporating key accessibility features such as dedicated parking, security support, accessible washrooms, adequate wheelchair-friendly spaces, visual and audio alarms, emergency evacuation chairs, ramps at entry points, and Braille-enabled lifts.

Some of the key accessibility initiatives undertaken by the Company include:

- Dedicated accessible parking – Strategically located accessible parking spaces are available across all three basement levels, designed to provide sufficient turning radius for ease of movement. Additionally, designated charging points for Electric Vehicles (EVs) are installed, supporting sustainability-conscious individuals within this community
- Enhanced staircase safety with visual contrast – All staircases are equipped with contrasting anti-skid paint along the step edges to enhance visibility and mitigate the risk of slip-related injuries
- Braille signages for navigation – Braille-enabled signages have been installed in key common areas such as cafeterias, washrooms, and fire exits, ensuring that visually impaired employees can navigate the premises with greater confidence

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

At Sanofi India Limited, we are deeply committed to fostering diversity, equity, and inclusion through our 'All In' initiative. Guided by our Code of Conduct and the principles of 'Reflect,' 'Unleash,' and 'Transform,' we strive to build a workplace that embraces diverse perspectives, drives innovation, and reflects the communities we serve.

Our inclusive culture is reinforced through initiatives such as extended maternity leave, enhanced safety measures, and bias sensitization workshops, ensuring a supportive and equitable environment for all employees. Through these efforts, we continue to empower our workforce and drive meaningful societal impact.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	94%	-	-
Female	100%	94%	-	-
Total	100%	94%	-	-

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Sanofi India Limited upholds the Global Code of Conduct, ensuring employees and contractors adhere to the highest ethical standards in all business dealings. The Company has also implemented a robust Prevention of Sexual Harassment policy, which guarantees that all employees are treated with dignity and respect, and strictly prohibits harassment in the workplace. Employees have the right to file grievances, with assurance of appropriate action in line with legal requirements. Proactive training and measures are in place to prevent harassment, and fair treatment is extended to all stakeholders, regardless of gender. Sanofi fosters a culture of mutual respect and equality, swiftly intervening to address harassment incidents. In exceptional cases, concerns may be raised directly with the Chairperson of the Audit Committee at Chairman.SILauditcommittee@sanofi.com .
Other than permanent Workers	
Permanent Employees	
Other than permanent Employees	

7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:

Category	FY 2024			FY 2023		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	991	0	0%	1,812	0	0%
Male	821	0	0%	1,517	0	0%
Female	170	0	0%	295	0	0%
Total Permanent Workers	234	176	75%	361	306	85%
Male	226	175	77%	349	300	86%
Female	8	1	13%	12	6	50%

8. Details of training given to employees and workers:

Category	FY 2024					FY 2023				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	821	821	100%	122	15%	1,517	1,517	100%	310	20%
Female	170	170	100%	50	29%	295	295	100%	154	52%
Total	991	991	100%	172	17%	1,812	1,812	100%	464	26%
Workers										
Male	226	226	100%	226	100%	349	349	100%	349	100%
Female	8	8	100%	8	100%	12	12	100%	12	100%
Total	234	234	100%	234	100%	361	361	100%	361	100%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024			FY 2023		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	821	821	100%	1,517	1,517	100%
Female	170	170	100%	295	295	100%
Total	991	991	100%	1,812	1,812	100%
Workers						
Male	226	226	100%	349	349	100%
Female	8	8	100%	12	12	100%
Total	234	234	100%	361	361	100%

10. Health and safety management system:**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such a system?**

Sanofi India Limited is fully committed to complying with the guidelines and principles of ISO 45001, ensuring a secure working environment for employees, contractors, visitors, and surrounding communities at our Mumbai office and Goa site. We implement proactive

measures to prevent work-related injuries and illnesses, mitigate risks, and continuously improve safety performance. Health, Safety, and Environment (HSE) Management System ensures a safe workplace for all employees, contractors, and external partners. Covering all business areas, the system is aligned with international best practices, including ISO 14001 standards. Key elements include a comprehensive HSE policy established by the Global HSE department, collaboration with FM Global for risk assessments,

and a Leading Safety Program introduced in 2024. This program focuses on behavioral safety, leadership engagement, and proactive risk management, with seven key safety rituals. Occupational health programs include medical surveillance, vaccinations, and emergency response plans. The HSE system covers 100% of the workforce, with zero work-related fatalities recorded in 2024. Safety metrics targets, such as a Lost-Time Injury Frequency Rate (LTIFR) of 3.1 in 2024. It reflects the company’s commitment to continuous improvement. Periodic internal audits and real-time tracking of safety incidents ensure compliance and performance enhancement across all facilities and operations globally, minimizing risks and enhancing overall employee well-being. Our Goa site holds both ISO 45001 and ISO 14001 certifications, reflecting our strong commitment to maintaining the highest occupational health and safety standards.

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Sanofi India Limited has implemented comprehensive procedures to identify workplace hazards and assess associated risks, supported by our Health, Safety, and Environment (HSE) manuals and Standard Operating Procedures (SOPs). Regular risk assessments, audits, and inspections are conducted to ensure effective management of HSE risks. An internal review mechanism is in place to assess performance, with audits conducted on a timely basis.

The company has a structured and proactive approach to identifying work-related hazards and assessing risks. Routine hazard identification is conducted through programs such as the Proactive+ Program and Managerial Safety Visits, encouraging employees to report hazardous conditions (Safety risks reporting) and ensuring strict adherence to safety rules. Non-routine hazard identification involves joint safety walkdowns and HSE risk profiling before undertaking new activities. Monitoring and governance are achieved through real-time safety monitoring and periodical reviews. By incorporating these processes into its HSE Management System and ESG framework, the company effectively manages both routine and non-routine hazards, minimizing occupational health and safety risks and creating a strong safety culture.

c. **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Yes, Sanofi India Limited has established clear provisions for employees and workers to report work-related hazards. These reports are thoroughly reviewed by our Health, Safety, and Environment (HSE) management system, following a predefined protocol. To mitigate risks, we have implemented life-saving rules that all employees must adhere to, reinforcing our commitment to maintaining a secure and safe working environment. The company’s Proactive+ Program and Safety Risk Reporting program encourages the early detection and correction of safety risks, documenting and tracking incidents and near-misses. Employees are trained to report hazardous conditions via an internal safety management system, with safety reports undergoing risk evaluation and corrective actions. All employees are empowered to stop any unsafe conditions, and report. Leadership ensures adherence to life-saving rules, allowing employees to escalate concerns. Managerial safety visits involve regular safety dialogues with employees. These processes create a strong safety culture, empowering everyone to report hazards and STOP unsafe work.

d. **Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)**

Sanofi India Limited offers a comprehensive healthcare benefits program for employees and their dependents, including medical coverage without exclusions for pre-existing conditions since 2023. The coverage includes chronic diseases, critical illnesses, mental health support, and pandemic-related treatments. Additionally, the ‘All Well’ program promotes a healthy mind and body, focusing on non-communicable diseases and reducing absenteeism. Preventive health and wellness programs encourage active lifestyles, healthy eating, and provide vaccination campaigns and cardiovascular risk screenings. Mental health support is available through the Global **Employee Assistance Program (EAP)**, offering 24/7 confidential counseling and the **Winning Healthy Minds** program for mental health awareness. Business travel medical insurance covers emergency assistance and evacuation. The **Cancer & Work Program** supports employees with cancer or critical illnesses, ensuring job and salary maintenance, flexible work arrangements, and 24/7 psychological support for them and their families. This holistic approach ensures medical care, preventive health, mental well-being, and financial protection for employees and their dependents. The Company has established occupational health centers at both its Goa site and Mumbai office, staffed by visiting physicians.

11. **Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2024	FY 2023
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.31	1.82
	Workers	0	0.61
Total recordable work-related injuries	Employees	10	11
	Workers	0	1
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. **Describe the measures taken by the entity to ensure a safe and healthy work place.**

The company has established a comprehensive Health, Safety, and Environment (HSE) Management System to maintain a safe workplace for employees, contractors, and stakeholders. This system includes:

1. HSE Policy and Governance: The Policy, validated by senior management and the CEO, applies globally across all operations and includes periodic monitoring and audits for compliance.
2. Workplace Safety Culture - “Leading Safety” Program: The program enhances safety awareness and proactive risk management through various initiatives, such as leadership-driven safety governance, hazard reporting, joint safety walks, adherence to life-saving rules, and managerial safety visits.
3. Risk Identification and Assessment: The HSE manual and risk profiling methodologies minimize risks and environmental impacts. Routine and non-routine assessments are conducted continuously.
4. Occupational Health and Wellbeing Programs: These programs include medical surveillance, vaccinations, disability and rehabilitation support, and 24/7 mental health support.
5. Compliance with International Standards: The company adheres to the principles of ISO 45001, ISO 14001 and ISO 50001 standards, collaborating with international organizations for risk assessments and loss prevention.
6. Safety Training and Continuous Improvement: Mandatory safety training, and upskilling programs for employees, and regular safety audits ensure continuous improvement and compliance.

These measures foster a strong culture of safety leadership and employee engagement while ensuring compliance with global safety standards.

13. **Number of Complaints on the following made by employees and workers:**

	FY 2024			FY 2023		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. **Assessment for the year:**

	% of your plants and offices that were assessed (by company or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

Sanofi India Limited has implemented corrective actions to address safety-related incidents, focusing on a proactive safety culture. Following the 2023 safety culture assessment, the “Leading Safety” Program introduced seven key safety rituals, including leadership involvement in safety decisions, hazard reporting, joint safety walkdowns, compliance with life-saving rules, the Proactive+ Program, managerial safety visits, and road safety coaching. The Safety & Leadership Upskilling Program aims to train leaders in hazard identification, incident prevention, and emergency response, regularly updating to include emerging safety concerns. Strengthening safety governance and accountability, the HSE policy and management system have been updated to align with global best practices, with regular audits and compliance checks.

The company targets zero serious injuries and fatalities (SIFs) by 2024 and a Total Reportable Injuries Frequency Rate (TRIFR) of 1.5 by 2025. Real-time safety monitoring tools and root cause analysis ensure targeted safety improvements. We have also partnered with the United Nations Decade of Action for Road Safety to collaborate with community stakeholders on road safety initiatives. Road Safety Program includes training programs, defensive driver training, helmet

distribution, and preventive maintenance Continuous improvement and risk mitigation involve short-, mid, and long-term action plans, periodic audits, and near-miss tracking. The Safety by Design approach integrates strict safety requirements from the design phase of new projects. Overall, these corrective actions aim to achieve a zero-injury workplace while enhancing safety culture and compliance.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers(Y/N).

Yes, the Company extends life insurance or any compensatory package in the event of death of its employees & workers.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

At Sanofi India Limited, we ensure strict compliance with statutory requirements by accurately deducting and depositing all applicable dues in line with regulations. This process is rigorously reviewed during both internal and statutory audits to maintain transparency and accountability. We also hold our value chain partners to the same high standards, emphasizing business responsibility, transparency, and accountability across operations. Through these efforts, we foster a culture of integrity and legal compliance throughout our value chain.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024	FY 2023	FY 2024	FY 2023
Employees	0	0	0	0
Workers	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Yes, we provide transition assistance on termination of employment.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	Sanofi has not undertaken any such assessment for value chain partners but plans to do it in the upcoming years.
Working Conditions	

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

There were no instances of risks/concerns identified on health and safety practices and working conditions of value chain partners. We assess our Active Pharmaceutical Ingredient (API) suppliers and third-party logistics partners through audits to ensure their compliance with Sanofi India Limited’s standards.

PRINCIPLE 4: Business should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

At Sanofi, identifying key stakeholder groups involves a systematic approach that emphasizes inclusivity and engagement. Within our organization, we identify key internal and external stakeholders through peer review and analyse stakeholder groups, which help us to understand the potential impact on our operations. We prioritize ongoing engagement through various channels, ensuring that our interactions align with ethical principles and fosters trust.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Patients/ Patient Advocacy Groups	No	<ul style="list-style-type: none">Market research surveysGrievance redressal mechanismWorkshops and conferences with patient advocacy groupsPatient support / assistance programs	Continuous	<ul style="list-style-type: none">Insights on strengthening R&D and improving product qualityResponding to queries and complaints
Healthcare Professionals/ Healthcare Organizations / Medical Scientific Associations	No	<ul style="list-style-type: none">Regular business interactionsCustomer satisfaction surveysGrievance redressal mechanismWorkshops and conferencesMedical educational programsSales personnel touchpoints (physical/ virtual)	Continuous	<ul style="list-style-type: none">Information in and around the product and therapy areaInsights on strengthening R&D and improving product qualityFrequent engagement and understanding HCP and patient needsResponding to queries and complains
Local Communities / NGOs	Yes	<ul style="list-style-type: none">Need assessment surveysRegular meetings through field workTrainings and workshopsEmails and telephonic conversationsCSR programsResponding to humanitarian crisis	Continuous	<ul style="list-style-type: none">Increasing awareness and understanding of disease Providing access to affordable healthcare CSR ActivitiesProviding access to affordable healthcareCSR Activities

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers/ Vendors / Third Party Service Providers	No	<ul style="list-style-type: none">Emails and meetingsTraining workshops and seminarsSupplier assessment and reviewSupplier grievance mechanismBusiness Partner touchpointsCapability building engagements	Continuous	<ul style="list-style-type: none">Supplier developmentPromoting local suppliersSupplier assessmentsPromoting shared growth
Employees and Contracted Workforce	No	<ul style="list-style-type: none">Townhall meetingTraining programsEmployee engagement surveysEmployee engagement programsPerformance appraisal reviewsGrievance redressal mechanismEmails and meetings	Continuous	<ul style="list-style-type: none">Employee health, safety and wellbeing initiativesProviding E-learning and development platforms for behavioural and skill developmentEmployee engagement and satisfactionUpdates and communication on policies, processes, systems
Shareholders/ Members/ Investors Community	No	<ul style="list-style-type: none">Integrated Annual ReportAnnual General Meetings (AGM)One-on-one interactionsAnnouncement through stock exchanges and media releasesCompany websiteDedicated email ID for Investor grievancesInvestor/Analyst meetQuarterly financial statementsParticipation in industry bodiesQuarterly corporate governance disclosures	Periodically, Need basis	<ul style="list-style-type: none">Financial performanceOperational performanceNew product launchesBusiness OutlookSustainabilityCSR programsCorporate GovernanceMaterial disclosuresMoU, partnerships
Trade Partners	No	<ul style="list-style-type: none">EmailsMeetingsNewslettersGovernance meetings Business partner touchpoints	Periodically, Need basis	<ul style="list-style-type: none">Constant evaluation of GTM modelsEnsure availability of productsExplain emerging channels of trade
Government Authorities	No	<ul style="list-style-type: none">MeetingsRepresentation through industry associationWritten communications	Periodically, or Need basis	<ul style="list-style-type: none">Share information transparently and with ethical adherence.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board?

At Sanofi India Limited, departmental heads regularly engage with both internal and external stakeholders through a structured process, ensuring that stakeholder insights are effectively shared with top management. This helps inform decision-making, which is then communicated transparently to the Board, ensuring alignment with stakeholder concerns and recommendations. To further enhance transparency and accountability, the Board of Directors of the Company have constituted a Stakeholder Relationship Committee to address shareholder and investor matters. Additionally, we hold quarterly meetings with the Board to review Environmental, Social, and Governance (ESG) factors, including safety metrics, environmental performance, and overall safety practices. Our CSR Committee maintains strong communication with local communities, providing regular updates to the Board three times a year. These processes reinforce our commitment to effective stakeholder engagement, robust corporate governance, and responsible business operations.
2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No)? If so,

provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, as part of our Materiality Assessment, we collaborated with key internal and external stakeholders to gather insights. Through one-on-one discussions, we identified and prioritized sustainability issues relevant to our operations. This inclusive approach helped us understand stakeholder concerns and perspectives, allowing us to address the most significant issues aligned with our business strategy and values.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

We are committed to improving access to quality healthcare and enhancing the well-being of underprivileged communities. By fostering healthier communities and promoting education for sustainable healthcare solutions, we aim to make a meaningful impact. Our key efforts focus on preventive healthcare for non-communicable diseases to reduce their prevalence and impact. Additionally, we implement empowerment programs like the Kids and Diabetes in Schools (KiDS) initiative, equipping children and communities with essential knowledge. Through these initiatives, Sanofi is dedicated to enhancing lives and ensuring equitable healthcare access.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024			FY 2023		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	991	991	100%	1,812	1,812	100%
Other than permanent	0	0	0%	37	0	0%
Total Employees	991	991	100%	1,849	1,812	100%
Workers						
Permanent	234	234	100%	361	361	100%
Other than permanent	0	0	0%	0	0	0%
Total Workers	234	234	100%	361	361	100%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024					FY 2023				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Permanent Employees										
Male	821	-	-	821	100%	1,517	-	-	1,571	100%
Female	170	-	-	170	100%	295	-	-	295	100%
Other than Permanent										
Male	29	-	-	29	100%	9	-	-	9	100%
Female	31	-	-	31	100%	28	-	-	28	100%
Permanent Workers										
Male	226	-	-	226	100%	349	-	-	349	100%
Female	8	-	-	8	100%	12	-	-	12	100%
Other than Permanent										
Male	Not Applicable									
Female										

3. Details of remuneration/ salary/ wages, in the following format:

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)*	-	-	-	-
Key Managerial Personnel**	2	19,736,598	1	7,576,934
Employees other than BoD and KMP	819	857,622	169	914,918
Workers	226	543,188	8	446,354

*The Independent Directors of the Company are entitled to Sitting Fees and Commission as per the statutory provisions.

The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. Sitting fees is paid based on the number of meetings attended by an Independent Director and hence the % increase is not comparable.

*Non-Executive Directors who are employees of Sanofi Group do not receive any Sitting Fees or Commission.

**KMPs include the Executive Directors on the Board of the Company.

**KMP who resigned or changed designation during the year have not been included in the above statement.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024	FY 2023
Gross wages paid to females as % of total wages	19.9%	17.9%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, at Sanofi India Limited we follow and abide by the Group Human Rights Policy.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Sanofi India Limited fosters a culture of open communication through regular employee interactions across various forums, both individual and collective. Initiatives such as Open Mic, led by our Senior Leadership, encourage transparent dialogue and engagement. Additionally, we maintain continuous bilateral discussions with unions to ensure effective collaboration and alignment.

6. Number of Complaints on the following made by employees and workers:

	FY 2024			FY 2023		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	NA	2	Nil	NA
Discrimination at workplace	3	2	NA	1	Nil	NA
Child Labour	Nil	Nil	NA	Nil	Nil	NA
Forced Labour/ Involuntary Labour	Nil	Nil	NA	Nil	Nil	NA
Wages	Nil	Nil	NA	Nil	Nil	NA
Other human rights related issues	Nil	Nil	NA	Nil	Nil	NA

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024	FY 2023
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	2
Complaints on POSH as a % of female employees / workers	NA	1%
Complaints on POSH upheld	Nil	2

8. Mechanisms to prevent adverse consequences to the complaint in discrimination and harassment cases.

Sanofi India Limited is committed to maintaining strict confidentiality in handling complaints, ensuring the complainant's identity remains protected. All investigations are conducted with the highest level of sensitivity and discretion to prevent any unintended disclosure. This commitment to privacy and integrity fosters a safe and trusted environment for all stakeholders.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Sanofi India Limited conducts rigorous due diligence to ensure adherence to human rights standards across all operations. Our human rights framework is actively communicated both internally and externally, integrated into agreements, contracts, and our Code of Conduct. By embedding these principles into our business practices, we reinforce our commitment to transparency, accountability, and a culture where human rights are consistently respected and upheld.

10. Assessment for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others-please specify	NA

11. Provide details of any corrective actions taken or underway to address significant risks/ concerning arising from the assessments at Question 10 above.

Not Applicable

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

In FY 2024, no grievances or complaints related to Human Rights principles and guidelines were reported at Sanofi India Limited. Demonstrating our commitment to employee well-being, we have proactively implemented a paternity leave policy. We have established travel guidelines to enhance the safety of our female colleagues at the workplace and during commute.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Sanofi India Limited ensures that all employees and workers are covered under its human rights due diligence framework. This includes assessments on Freedom of Association, Prohibition of Forced and Child Labour, POSH policy, and other key areas. Each

year, our internal controls team meticulously reports compliance with the Human Rights policy by uploading a detailed assessment onto the global monitoring tool, reinforcing our commitment to ethical and responsible business practices.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Sanofi India Limited is committed to ensuring accessibility for differently-abled visitors across our premises. We provide a range of supportive features, including dedicated parking, security assistance, wheelchair-accessible washrooms, and ample space for easy movement. Additionally, our facilities are equipped with visual and audio alarms, emergency evacuation chairs, ramps at entry points in basements, and Braille signage in lifts to enhance navigation. We continuously assess and address the evolving needs of our visitors, striving to further improve accessibility standards across all office areas.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Child labour	-
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others-please specify	

Note: Value chain partner’s evaluation and program implementation is managed at group level. The company follows a structured risk-based approach to assess value chain partners, focusing on sustainability, ESG compliance, health & safety, and human rights. At global level, following actions were taken:

1. Percentage of Value Chain Partners Assessed

- In **2024**, the company assessed **865 suppliers**, a significant increase from **225 in 2023** and **273 in 2022**
- 89% of assessed suppliers met sustainability requirements** in 2024
- Goal: 80% of high-risk and key suppliers to be assessed by 2025** and **100% by 2026**

2. Supplier Risk Assessment Process

- Supplier Profiling:** Suppliers are classified based on **domain, country, economic indicators, and past risk data** to identify inherent risks
- Mandatory ESG Assessments:**
 - Since **2022**, all new suppliers bidding for tenders must undergo an **ESG sustainability assessment (ESGiT)**
 - ESG scores **account for up to 20% of the supplier’s scorecard** in tenders
- Onboarding Process:**
 - Uses the **COUPA digital platform** to collect supplier data
 - Evaluates **company registration details, country risk profile, policies on labor rights, health & safety, and environmental impact**
- Continuous Monitoring & Reassessments:**
 - Suppliers **must undergo reassessment every two years**
 - Those with **significant compliance gaps undergo corrective action plans** or face contract termination

3. Supplier Audits & Corrective Actions

- HSE and Human Rights Audits: Conducted by the Sanofi HSE Department or third-party assessors
- Audit Findings (2024):**
 - 37 audits of Contract Manufacturing Organizations (CMOs).
 - 71 audits of Active Pharmaceutical Ingredient (API) suppliers.
 - 38 suppliers had critical findings, leading to corrective action plans or business termination.

4. Stakeholder Engagement in Value Chain

- Active participation in the Pharmaceutical Supply Chain Initiative (PSCI), focusing on labor rights, human rights, and sustainability in supplier operations
- Organized supplier conferences in India and China to address health & safety and labor rights issues

5. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 4 above.

Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Unit	FY 2024	FY 2023
From renewable sources			
Total electricity consumption (A)	GJ	11,952.3	12,673.15
Total fuel consumption (B)	GJ	27,109.20	28,408
Energy consumption through other sources (C)	GJ	0	0
Total energy consumed from renewable sources (A+B+C)	GJ	39,061.5	41,082
From non-renewable sources			
Total electricity consumption (D)	GJ	39,328.73	37,079
Total fuel consumption (E)	GJ	6,869.27	5,507.03
Energy consumption through other sources (F)	GJ	0	0
Total energy consumed from non-renewable sources (D+E+F)	GJ	46,198	42,586
Total energy consumed (A+B+C+D+E+F)	GJ	85,259.5	83,668
Energy intensity per million rupee of turnover (Total energy consumption/ turnover in rupees)	GJ/Million INR	4.24	2.94
Energy intensity per million rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/ Revenue from operations adjusted for PPP)	GJ/Million INR adjusted to PPP	94.8	64.97*
Energy intensity in terms of physical output	GJ/Million Tablets	21.86	21.87
Energy intensity (optional)- the relevant metric may be selected by the entity		-	-

* Figures have been restated to streamline the approach as per Industry Standards Note on Business Responsibility and Sustainability Report (BRSR) Core guidelines under SEBI issued Circular SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

The Company does not operate any sites or facilities classified as designated consumers under the Perform, Achieve, and Trade (PAT) scheme.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2024	FY 2023
Water withdrawal by source (in kilolitres)		
(i) Surface Water	0	0
(ii) Ground Water	2,629.9	1,404
(iii) Third Party Water	108,694	117,342
(iv) Seawater / desalinated water	0	0
(v) Others (Rain water)	1445.7	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	112,769.6	118,746
Total volume of water consumption (in kilolitres)	112,769.6	118,746
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations) in kL/Million INR	5.6	4.17
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP) in kL/Million INR adjusted to PPP	125.47	92.21*
Water intensity in terms of physical output in kL/Million Tablets	28.90	31.04
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

*Figures have been restated to streamline the approach as per Industry Standards Note on Business Responsibility and Sustainability Report (BRSR) Core guidelines under SEBI issued Circular SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

*Following a more robust approach to reporting, Sanofi has started capturing rainwater data.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.
No

4. Provide the following details related to water discharged:

Parameter	FY 2024	FY 2023
Water discharge by destination and level of treatment (in kilolitres)		
i) To surface water	-	-
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
ii) To Groundwater	-	-
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
iii) To Seawater	-	-
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
iv) Sent to third-parties	-	-
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
v) Others	-	-
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
Total water discharge (in kilolitres)	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

At our Goa site, we have installed a state-of-the-art effluent treatment plant to responsibly manage wastewater from production processes thereby ensuring zero liquid discharge. The treated effluent is repurposed for gardening, reinforcing our commitment to sustainable water management. Similarly, at our Mumbai site, we have implemented a sewage treatment plant to efficiently treat domestic sewage. The treated sewage is reused for toilet flushing and gardening, reducing environmental impact and optimizing resource use. Any excess wastewater beyond internal needs at the Mumbai office is discharged in compliance with Pollution Control Board regulations, ensuring adherence to environmental standards. Through these initiatives, we remain committed to environmental stewardship and sustainable business practices, contributing to the preservation of natural resources and the well-being of our communities.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024	FY 2023
NOx	MT	1.28	3.68
Sox	MT	5.89	6.32
Particulate matter (PM)	MT	14.90	3.68
Persistent organic compounds (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others-please specify	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024	FY 2023
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	509.68	486.63
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	7,822	8,476.77
Total Scope 1 and Scope 2 emission intensity per million rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Emission intensity per million rupee of turnover	0.41	0.31
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Emission intensity per million rupee of turnover adjusted for Purchasing Power Parity (PPP)	9.27	6.96*
Total Scope 1 and Scope 2 emission intensity in terms of physical output	Emission intensity per million tablets	2.14	2.30
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

*Figures have been restated to streamline the approach as per Industry Standards Note on Business Responsibility and Sustainability Report (BRSR) Core guidelines under SEBI issued Circular SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Site is installing HFO based chillers for chilled water generation and estimated reduction of carbon footprint by 1,500 Tons per year.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024	FY 2023
Total Waste generated (in metric tonnes)		
Plastic waste (A)	15.45	33.21
E-waste (B)	1.50	2.40
Biomedical Waste (C)	0.002	0.01
Construction and demolition waste (D)	894*	-
Battery waste (E)	0.00	0.00
Radioactive waste (F)	-	-
Other Hazardous waste (Process Waste, ETP sludge, Used Oil etc.) (G)	73.13	83.37
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)		
Other Non-hazardous waste (Paper & Cardboard+Metal Scrap+Glass Waste+Wood Waste+Miscellaneous Non-Hazardous) (H)	322.86	329.97
Total (A+B + C + D + E + F + G + H)	1,306.94	448.96

Parameter	FY 2024	FY 2023
Waste intensity per million rupee of turnover (Total waste generated / Revenue from operations)	0.006	0.015
Waste intensity per million rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	1.45	0.34**
Waste intensity in terms of physical output (MT/Million Tablets)	0.33	0.11
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
i) Recycled	1,238.8	365.58
ii) Re-used	0.00	0.00
iii) Other recovery operations (Co processing)	73.1	83.37
Total	1,306.9	448.95
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
i) Incineration	0.04	0.01
ii) Landfilling	0	0
iii) Other disposal operations	0	0
Total	0.04	0.01

*Construction and demolition waste of non-hazardous in nature was recycled and used for road making within plant premises.

**Figures have been restated to streamline the approach as per Industry Standards Note on Business Responsibility and Sustainability Report (BRSR) Core guidelines under SEBI issued Circular SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Sanofi is committed to creating a cleaner and more sustainable environment through the implementation of a robust waste management strategy. Aligned with our dedication to environmental stewardship, we have adopted the 3R approach—Reduce, Reuse, and Recycle—which has significantly minimized waste generation and promoted a culture of circularity across our operations.

At our Mumbai office, we are advancing sustainability by embracing digitalization to enable paperless transactions and electronic payments. For hazardous waste generated on-site, including ETP sludge, e-waste, used oil, batteries, and biomedical waste, we ensure safe and responsible disposal through methods such as co-processing, recycling, refining, or incineration, based on the waste category. Importantly, we have completely eliminated the practice of landfilling hazardous waste from our operations.

For non-hazardous waste, including plastic, paper, wood, glass, and metal, we adhere to recycling practices in line with applicable Plastic Waste Management Rules. We also comply with Extended Producer Responsibility (EPR) by collecting post-consumer plastic waste and ensuring its approved disposal, as mandated by the Central Pollution Control Board. Furthermore, all non-saleable pharmaceutical products at distributor locations are securely collected and sent for incineration, reinforcing our commitment to sustainable waste management practices.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. no.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable, as none of our premises are situated in ecologically sensitive areas.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
During the reporting period, Sanofi India has not conducted any environment impact assessment.					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N)? If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
During the reporting period, there were no cases of non-compliance of applicable laws, regulations, guidelines in India				

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility/ plant located in areas of water stress, provide the following information:

- i) Name of the area
- ii) Nature of operations
- iii) Water withdrawal, consumption and discharge in the following format:

At Sanofi, none of the sites are located under water stress areas, hence the disclosure is not applicable

Parameter	FY 2024	FY 2023
Water withdrawal by source (in kilolitres)		
i) Surface Water	NA	NA
ii) Ground Water	NA	NA
iii) Third Party Water	NA	NA
iv) Seawater / desalinated water	NA	NA
v) Others	NA	NA
Total volume of water withdrawal (in kilolitres)	NA	NA
Total volume of water consumption (in kilolitres)	NA	NA
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations)	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity	NA	NA
Water discharge by destination and level of treatment (in kilolitres)		
i) Into Surface water	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
ii) Into Groundwater	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
iii) Into Seawater	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
iv) Sent to third-parties	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
v) Others	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
Total water discharged (in kilolitres)	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2024	FY 2023
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO₂ equivalent	20,591	25,731*
Total Scope 3 emissions per million rupees of turnover	emissions per rupee of turnover	1.02	0.90*
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

Note: Emission categories for Scope 3 emissions includes Category 1, 3, 4, 5, 7, 9, 10 & 12.

**Numbers have been restated as Sanofi now has a mechanism in place to track its Scope3 emissions.*

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable as none of our premises are located in ecologically sensitive areas.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Installation of RECD on all 4 generators	RECDs (Retrofit Emission Control Devices) are designed to reduce harmful emissions, including PM2.5, from diesel generators by capturing pollutants in the exhaust system, often using filters or catalytic processes	70% reduction in PM2.5
2	HVAC Optimisation	Manufacturing area HVAC optimization completed in Production -1 building and base line air chare rates reduced from 10 ACPH TO 6 ACPH	Saving on Electricity consumption (Direct power consumption on HVAC Motors and chilled water consumption reduced.)

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes, the Company has a comprehensive Business Continuity and Disaster Management Plan in place. This plan focuses on effective risk management, including the identification and mitigation of risks across all functions and stakeholder groups. In cases where risks are deemed unacceptable, targeted mitigation measures are implemented within a defined timeframe to reduce them to acceptable levels. Additionally, periodic Business Continuity and Impact Assessments are conducted across all functions and global operations. These assessments help review and strengthen business continuity and disaster recovery plans, ensuring resilience and preparedness.

The company has a **Business Continuity and Disaster Management Plan** designed to mitigate risks and ensure operational resilience. The **Integrated Business Planning (IBP)** process involves key stakeholders across marketing, sales, supply chain, finance, and operations to identify and address medium- to long-term risks. The company maintains strategic inventory policies for life-saving drugs and conducts **biennial reviews** to optimize stock levels. Additionally, the company employs **alternative sourcing strategies** to reduce supply chain vulnerabilities, ensuring backup manufacturing sites and emergency logistics plans. Disaster response measures include **fallback manufacturing capacity and alternative transport solutions** to mitigate disruptions from natural disasters and geopolitical risks

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

The Company has not experienced any significant adverse environmental impact incidents arising from the supply chain during the reporting period. The Company identifies and evaluates the actual or potential aspects of its activities, services, and facilities that may impact the environment. The Company constantly monitors existing and proposed regulations. Based on this, the businesses are informed of new developments and possible risks.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

This program is implemented at group level, Sanofi globally has taken following actions. These actions are not limited to Sanofi India Limited

- In 2024, the company assessed 865 suppliers on sustainability performance, including environmental impact
- 89% of these assessed suppliers met sustainability requirements, indicating compliance with environmental and social criteria
- The company aims to evaluate 80% of key suppliers by 2025 and 100% by 2026, focusing on high-risk suppliers and critical partners
- The supplier engagement program covers 75% of supplier-related emissions, representing 50% of procurement spend

These assessments are conducted through ESGiT evaluations, third-party audits (EcoVadis), and supplier-specific action plans.

8. How many Green Credits have been generated or procured:

- a. By the listed entity
- b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners
- Nil

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations.
- There are 8 affiliations with trade and industry chambers/associations.
- b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Organisation of Pharmaceuticals Producers of India (OPPI)	National
2	Federation of Indian Chambers of Commerce and Industry (FICCI)	National
3	Confederation of Indian Industry (CII)	National
4	Indo French Chamber of Commerce and Industry (IFCCI)	National and International
5	The Associated Chambers of Commerce & Industry of India (ASSOCHAM)	National and International
6	US India Strategic Partnership Forum (USISPF)	National and International
7	Bombay Chamber of Commerce & Industry (BCCI)	National
8	Pharmaceutical Supply Chain Initiative (PSCI)	National and International

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
Not Applicable, as no cases of anti-competitive conduct were identified during the reporting period.		

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
1	The Company works closely with various trade and industry associations to put forth industry representations to the government and regulators. We ensure that policy advocacy is carried out in a transparent and responsible manner considering national interests.	We have representation across key industry and business associations. We also actively participate in policy advocacy on important sectoral topics for the benefit of all.	No	Not Applicable	Not Applicable

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
No SIA was conducted during FY 2024.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

At Sanofi, we are deeply committed to fostering a positive impact on the community while upholding the highest ethical standards. We have implemented a comprehensive Code of Conduct that provides a structured framework for reporting and resolving concerns related to misconduct. This Code, available on our company’s website, ensures transparency and facilitates an efficient grievance redressal process. Additionally, our dedicated CSR team actively manages incoming emails, ensuring timely responses and seamless coordination with relevant departments to achieve swift and effective resolutions. Grievances can be addressed by emailing us at corporate-responsibility@sanofi.com.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2024	FY 2023
Directly sourced from MSMEs/ small producers	24%	5%
Directly from within India	94%	47%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2024	FY 2023
Rural	-	-
Semi-urban	-	-
Urban	-	-
Metropolitan	-	100%

(Place to be categorized as per RBI Classification System - rural/semi-urban/urban/metropolitan)

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Sr. No.	State	Aspirational District	Amount spent (In INR)
Not Applicable as no projects were undertaken in the aspirational districts			

3. a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/ vulnerable group? (Yes/ No)

No
While the company does not have a formal preferential procurement policy for marginalized groups, its ESG-driven procurement approach ensures fair labor practices, worker rights protection, and supplier accountability

b. From which marginalized /vulnerable groups do you procure?

Not Applicable

c. What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Nil				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
-		

6. Details of beneficiaries of CSR Projects:

S. No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Type 1 Diabetes Programme	1,406	100%
2	KiDS Goa & Uttar Pradesh	172,054	Not Applicable
3	Mobile Medical Units in Maharashtra	454,311	100%
4	Awareness on Cervical and oral cancers	32,409,496	Not Applicable
5	Andhra Pradesh floods support	1,084	100%

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Sanofi has a comprehensive Product Quality Management System to facilitate the timely resolution of consumer complaints received in terms of product quality. Complaints can be raised by the complainant via various methods, such as telephone calls received at toll-free no. and via emails. Complaints related to personnel, supply, or service matters are directed to a specialised team for prompt resolution. The team leverages their expertise to address each concern effectively, providing solutions tailored to the specific issue. This streamlined process reinforces our commitment to customer satisfaction.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

As a percentage to total turnover	
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

Note: Sanofi is dedicated to using environmentally sustainable, recyclable, and reusable materials. This commitment includes responsible recycling and safe product disposal in compliance with Pollution Control Board-approved protocols and group level strategic goals.

3. Number of consumer complaints in respect of the following:

	FY 2024			FY 2023		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	Nil	4	1	Nil
Advertising	0	0	Nil	0	0	Nil
Cyber-security	0	0	Nil	0	0	Nil
Delivery of essential services	269	0	Nil	289	0	Nil
Restrictive Trade Practices	0	0	Nil	0	0	Nil
Unfair Trade Practices	0	0	Nil	0	0	Nil
Other (Products defects reported)	547	0	Nil	463	0	Nil

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Our Internal Auditor conducts multiple assessments annually to ensure operational integrity and compliance. In addition to traditional audits, we implement advanced security measures such as penetration testing and Bug Bounty programs to strengthen our defences. Any deviations or risks identified during these evaluations are closely documented and swiftly addressed. The aforesaid policy on cyber security is as follows: <https://www.sanofi.com/en/privacy-and-data-protection>

and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not Applicable as no such instances were recorded for FY 2024.

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches - Nil
- b. Percentage of data breaches involving personally identifiable information of customers – Not Applicable
- c. Impact, if any, of the data breaches – Not Applicable

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security

Leadership Indicators

1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

Detailed information about our products and services can be accessed on our official website: <http://www.sanofi.in/>

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/ or services.

We prioritize transparency and consumer safety by providing clear and informative packaging and labels for all our products. These labels include essential details such as usage instructions, composition, effects, and recommended storage conditions. To further enhance accessibility, we integrate QR codes that link to comprehensive resources on product safety and proper usage. Customers using insulin device Allstar pen with wrong insulin cartridges from other companies are informed about the importance of using the appropriate insulin pen meant for the prescribed insulin cartridges.

Our commitment extends to promoting the purchase of genuine products exclusively through authorized distributors, discouraging reliance on unverified online platforms.

3. Mechanisms in place to inform consumers of any risk of disruption/ discontinuation of essential services.

At Sanofi, we comply with the regulations established by the National Pharmaceutical Pricing Authority by maintaining a transparent process for discontinuing any scheduled formulation. This process includes providing prior notification to the Government and issuing a public notice to all relevant stakeholders at least six months before the planned discontinuation date.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Sanofi is dedicated to providing comprehensive and informative product labels that include key details such as the product name, manufacturer and marketer information, active ingredients, and specific pregnancy warnings. In particular, our Sodium Valproate range of products marketed in India features prominently displayed warnings on the packaging to raise awareness among healthcare professionals and patients. This approach underscores our commitment to promoting informed decision-making and ensuring the safe use of our products.

Report on Corporate Governance

Company’s philosophy on Code of Governance

Sanofi India Limited (‘the Company’) believes that good Corporate Governance fosters long-term corporate goals and enhances stakeholders’ value. Every day at Sanofi, we chase the miracles of science to improve people’s lives. This means being exemplary in how we do business and unlock our innovation potential because when it comes to building trust, the actions we take and decisions we make speak louder than words. Our Code of Conduct is our constitution, supporting each of us to maximize opportunities while minimizing risks; to make bold and ethical decisions that activate our purpose; and to keep our patients and customers at the heart of all we do.

We implement policies and guidelines, communicate, and train all stakeholders to develop a culture of compliance at every level of the organization. With more than 68 years of presence in India and building a legacy of heritage brands and best-in-class medicines for the people, the Company’s governance framework has evolved over decades fueled by its purpose. Conducting the operations with ethics and integrity is fundamental to the Company’s philosophy and business ambitions. The Company will continue to foster responsible growth, creating long-term value for our stakeholders and business partners.

The Company continues to be in compliance with the provisions of Corporate Governance as set out in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

Board of Directors

The Board is at the helm of the governance structure at the Company. The Board has a good, diverse, and optimum mix of Executive and Non-Executive Directors. With the number of Non-Executive and Independent Directors more than one-half of the total number of Directors, the composition is in line with the applicable provisions of Companies Act, 2013 (‘the Act’) and Listing Regulations. As on date of this Report, the Board consists of eight Directors comprising three Independent Directors, two Non-Executive Directors and three Executive Directors with the Chairman of the Board being an Independent Director. The composition of the Board represents optimum combination of the knowledge, experience and skills which are required by the Board to discharge its responsibilities effectively.

As of the approval date of this report, Mr. Aditya Narayan, Independent Director is the Chairman of the Board, Mrs. Usha Thorat, Independent Director is the Chairperson of the Nomination and Remuneration Committee, the Stakeholders Relationship Committee,

the Risk Management Committee and the Corporate Social Responsibility Committee of the Board and Mr. Rahul Bhatnagar, Independent Director is the Chairman of the Audit Committee of the Board. Mr. Eric Mansion and Mr. Vaibhav Karandikar are the Non-Executive Directors on the Board of the Company while Mr. Rodolfo Hrosz is the Managing Director, Ms. Renee Amonkar is the Whole-time Director and Mr. Rachid Ayari is the Whole-time Director and Chief Financial Officer of the Company.

Changes in Directorate

During the year under review, Mr. Marc-Antoine Lucchini resigned from his role as Non-Executive Director of the Company, effective as of the close of business hours on March 28, 2024. Further, Mr. Eric Mansion was appointed as Non-Executive Director of the Company with effect from June 3, 2024.

The Directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and advice to the Management on various aspects of business, policy direction, governance, compliance, etc. and play a critical role on strategic issues and add value in the decision-making process of the Board of Directors.

The maximum tenure of Independent Directors is in compliance with the Act and the Listing Regulations. All the Independent Directors have confirmed that they meet the criteria as mentioned in Regulation 16(1)(b) of the Listing Regulations and section 149(6) of the Act. The Independent Directors provide an annual confirmation that they meet the criteria of Independence. Based on the confirmations/disclosures received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the conditions specified in the Listing Regulations and are Independent of the Management. There are no inter-se relationships between the Directors of the Company.

As of December 31, 2024, none of the Directors of the Company hold shares or convertible instruments in the Company.

The Company has obtained a certificate from M/s. MMJB & Associates LLP, Company Secretaries, confirming that none of the Directors on Board of the Company are debarred or disqualified from being appointed or continuing as Director of the Company, by the Securities and Exchange Board of India (‘SEBI’) and the Ministry of Corporate Affairs or any such authority. The certificate forms part of this Report.

Composition and Directorship(s)/Committee Membership(s)/Chairmanship(s) and number of other Board and Committees as on December 31, 2024 are given below:

Name of the DirectorCategory		No. of Directorships/ Committee Memberships/ Chairmanships (including Sanofi India Limited) as on December 31, 2024			
		Directorships under Section 165 ⁽¹⁾		Committee Memberships ⁽²⁾	Committee Chairmanships ⁽²⁾
		Public Companies			
		Listed	Unlisted		
Mr. Aditya Narayan	Non-Executive Independent Director and Chairman	1	-	-	-
Mrs. Usha Thorat	Non-Executive Independent Director	1	-	1	1
Mr. Rahul Bhatnagar ⁽³⁾	Non-Executive Independent Director	4	-	-	4
Mr. Eric Mansion ⁽⁴⁾	Non-Executive Director	1	-	-	-
Mr. Vaibhav Karandikar	Non-Executive Director	1	-	1	-
Mr. Rodolfo Hrosz ⁽⁵⁾	Managing Director	1	1	1	-
Ms. Renee Amonkar	Whole-time Director	1	-	-	-
Mr. Rachid Ayari	Whole-time Director and Chief Financial Officer	1	-	1	-

Notes:

1. Excluding Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.
2. Membership or Chairmanship in Audit Committee and Stakeholder Relationship Committee of all public limited companies as on December 31, 2024, whether listed or not, including Sanofi India Limited.
3. As on December 31, 2024, no Director, other than Mr. Rahul Bhatnagar held position of an Independent Director in any other listed company. Mr. Rahul Bhatnagar is also an Independent Director of Rossell India Limited, Whirlpool of India Limited and TBO TEK Limited.

As of the approval date of this report, Mr. Rahul Bhatnagar is also an Independent Director of Tasty Bites Eatables Limited.
4. Mr. Eric Mansion was appointed as Non-Executive Non-Independent Director w.e.f. June 3, 2024.
5. Mr. Rodolfo Hrosz will cease to be Managing Director of the Company with effect from close of business hours on April 30, 2025. Further, upon recommendation of the Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board of Directors at its meeting held on April 9, 2025 have approved the re-designation of Mr. Rodolfo Hrosz as an Additional Non-Executive Director of the Company with effect from May 1, 2025.

The number of Directorship(s), Committee Membership(s) / Chairmanship(s) of all Directors is within respective limits prescribed under the Act and Listing Regulations as amended from time to time.

Board Meetings

During the year ended December 31, 2024, 7 (Seven) Board Meetings were held on the following dates:

January 10, 2024, February 23, 2024, March 13, 2024, March 26, 2024, May 13, 2024, July 26, 2024, and November 7, 2024.

Attendance details of each Director at the Board Meetings held during the Financial Year ended December 31, 2024 and the last Annual General Meeting (‘AGM’) are given below:

Name of the Director	No. of Board Meetings held during the tenure of the Director	No. of Board Meetings attended	Attendance at last AGM held on May 14, 2024
Mr. Aditya Narayan	7	7	Yes
Mrs. Usha Thorat	7	7	Yes
Mr. Rahul Bhatnagar	7	7	Yes
Mr. Marc-Antoine Lucchini*	4	2	-
Mr. Eric Mansion**	2	2	Yes [§]
Mr. Rodolfo Hrosz [#]	7	7	Yes
Mr. Vaibhav Karandikar	7	6	Yes
Ms. Renee Amonkar	7	7	Yes
Mr. Rachid Ayari	7	7	Yes

* Resigned as Non-Executive Non-Independent Director w.e.f. the close of business hours on March 28, 2024.

*** Mr. Eric Mansion was appointed as Non-Executive Non-Independent Director w.e.f. June 3, 2024.*

§ Mr. Eric Mansion attended the Annual General Meeting held on May 14, 2024 as an invitee, considering that he was appointed as a Non-Executive Non-Independent Director w.e.f. June 3, 2024

#Mr. Rodolfo Hrosz will cease to be Managing Director of the Company with effect from close of business hours on April 30, 2025. Further, upon recommendation of the Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board of Directors at its meeting held on April 9, 2025 have approved the re-designation of Mr. Rodolfo Hrosz as an Additional Non-Executive Director of the Company with effect from May 1, 2025.

The Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee were present at the last Annual General Meeting.

Board processes

1. A detailed agenda, setting out the business to be transacted at the meeting(s), supported by detailed notes and presentations, if any, is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee meeting(s) except where meetings have been convened at a shorter notice to transact urgent business.
2. The Directors are provided with the video conferencing ('VC') facility to participate in Board and Committee meetings. The Directors participated in these meetings either through the VC facility or in person.
3. All material information is circulated to the Directors before the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of the Listing Regulations. The Board also, inter-alia, periodically reviews strategy and business plans, annual operating and capital expenditure budget(s), investment(s), compliance reports of applicable laws, as well as steps taken by your Company to rectify instances of non-compliances, if any, minutes of the Committees of the Board, approval of quarterly/half-yearly/annual results, updates on labour issues, safety and risk management, transactions pertaining to purchase/disposal of property(ies), divestments, etc.
4. The Company has well-established framework for the meetings of the Board and its Committees to enable decision making process at the meetings in an informed and efficient manner. The Directors have unrestricted access to all the information pertaining to the Company.
5. The Board has constituted Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee Stakeholders Relationship Committee and the Risk Management Committee. Each of the Committees deal with matters

as mandated by the statutory regulations and play a very crucial role in the overall governance structure. All the Committees have specific terms of reference approved by the Board which outlines the composition, scope, powers, duties and responsibilities. At each Board meeting, the Chairperson of respective Committees briefs the Board on matters discussed by the Committee at their respective meetings. The minutes of the meeting of all Committees are placed before the Board for review. During the year, all recommendations of the Committees of the Board have been accepted by the Board.

6. The Company Secretary attends the meetings of the Board and its Committees and is, inter-alia, responsible for recording the minutes of such meetings. The draft minutes of the Board and its Committees are sent to the Chairpersons and Members for their comments in accordance with the Secretarial Standards.

The Company adheres to the provisions of the Act, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors, its Committees, and the General Meetings of the Members of the Company.

Meeting of the Independent Directors

The Independent Directors of the Company meet without the presence of the Executive Directors and other Non-Executive Directors or any other Management Personnel. These Meetings are conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to review of performance of Executive and Non-Independent Directors and the Board of Directors as a whole, assess the quality, quantity, and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to perform their duties effectively. During the year ended December 31, 2024, the Independent Directors met once on February 23, 2024. Mr. Aditya Narayan chaired the meeting.

Familiarization Programme for Directors

Familiarization Programmes are conducted for Independent Directors to enable them to understand their roles, rights and responsibilities. Presentations are also made at the Board meetings which facilitates them to clearly understand the business of the Company and the environment in which the Company operates. Regulatory updates are provided with necessary documents required for them to have a good understanding of Company's operations, businesses, and the industry as a whole.

Further, they are periodically updated on material changes in regulatory framework and its impact on the Company. When an Independent Director is inducted on the Board, a detailed induction program is conducted including organization structure, ethics and compliance practices, key therapies and products in which the Company operates, human resources overview like talent acquisition initiatives,

performance management, succession planning, Company policies, etc.

The details of such familiarization programmes for Independent Director(s) are put up on the website of the Company and can be accessed through the following link: [Familiarization Programme - Sanofi India \(sanofiindia.com\)](#)

Committees of the Board

Audit Committee

The Audit Committee comprises three Directors of which, two are Independent Directors and one is Non-Executive Non-Independent Director, with the Chairperson being an Independent Director. All the members of the Committee have relevant accounting or related financial management expertise.

The terms of reference of the Audit Committee are wide and cover all the matters specified for Audit Committee under Regulation 18 read with Part C of Schedule II to the Listing Regulations and the Act.

The terms of reference of the Audit Committee include inter-alia, overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible; reviewing and examining with management the quarterly and annual financial results and the auditors' report thereon before submission to the Board for approval; reviewing management discussion and analysis of financial condition and results of operations; reviewing, approving or subsequently modifying any related party transactions in accordance with the Company's policy on Related Party Transaction; recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services; reviewing and monitoring the auditor's independence and performance and effectiveness of audit process; reviewing management letters/letters of internal control weaknesses issued by the Statutory Auditors; reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems; reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues; evaluating internal financial controls and risk management systems; reviewing the functioning of the Code of the Company and Whistle-Blowing Mechanism; and review of internal controls pertaining to compliances under the Insider Trading Regulations.

In addition to quarterly meetings for consideration of financial results, special meetings of the Audit Committee are convened for approving related party transactions, valuation reports of assets/businesses, risk assessment, budget, controls and internal audit and control reports pertaining to the Company.

The meetings of the Audit Committee are also attended by the Head of Accounts, the Statutory Auditors, the Internal Auditors and the Company Secretary. The Audit Committee meets the Statutory Auditors in absence of the Management.

During the year ended December 31, 2024, 5 (Five) Audit Committee meetings were held on February 22, 2024, May 13, 2024, July 25, 2024, November 6, 2024 and December 9, 2024.

The composition of the Audit Committee and attendance details during the Financial Year ended December 31, 2024, are given below:

Name of the Director	Category	No. of Committee Meetings held during the tenure of the Director	No. of Committee Meetings attended
Mr. Rahul Bhatnagar*	Chairperson of the Committee, Independent Director	5	5
Mrs. Usha Thorat**	Member, Independent Director	5	5
Mr. Vaibhav Karandikar	Member, Non-Executive Director	5	5

** Designated as the Chairman of the Committee with effect from February 23, 2024*

*** Re-designated as a Member of the Committee with effect from February 23, 2024*

The Company Secretary acts as Secretary to the Committee.

Nomination and Remuneration Committee

The Nomination & Remuneration Committee comprises three Directors of which, two are Independent Directors and one is Non-Executive Non-Independent Director, with the Chairperson being an Independent Director.

The terms of reference of the Committee are in line with the requirements of Regulation 19 read with Part D of Schedule II to the Listing Regulations and the Act, which include:

1. Formulate and recommend Nomination and Remuneration Policy to the Board.
2. For every appointment of an Independent Director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For

- the purpose of identifying suitable candidates, the Committee may:

(a) use the services of external agencies, if required;

(b) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(c) consider the time commitments of the candidates.

3. Identify the candidates who are qualified to become Directors.

4. Identify the persons who are qualified to become Senior Management as per the Nomination and Remuneration Policy.

5. Recommend to the Board, the appointment and removal of Directors and Senior Management.

6. Review and approve the remuneration policies and annual payments to Directors; make sure that the remuneration to Senior Management and other employees are as per the remuneration policy.
7. Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

8. Lay down the process for evaluation of the performance of Board, its Committees and individual Director and review its implementation and compliance.

9. Devise and review Board Diversity Policy.

10. Review the succession policies and plans for Directors and Senior Management.

11. Decide whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

During the year ended December 31, 2024, 3 (Three) Nomination and Remuneration Committee Meetings were held on January 10, 2024, February 23, 2024 and May 13, 2024.

The composition of the Nomination and Remuneration Committee and attendance details during the Financial Year ended December 31, 2024, are given below:

Name of the Director	Category	No. of Committee Meetings held during the tenure of the Director	No. of Committee Meetings attended
Mrs. Usha Thorat	Chairperson of the Committee, Independent Director	3	3
Mr. Rahul Bhatnagar	Member, Independent Director	3	3
Mr. Marc-Antoine Lucchini*	Member, Non-Executive Director	2	1
Mr. Vaibhav Karandikar**	Member, Non-Executive Director	1	1
Mr. Eric Mansion#	Member, Non-Executive Director	-	-

*Mr. Marc-Antoine Lucchini resigned as Non-Executive Non-Independent Director w.e.f. the close of business hours on March 28, 2024.

**Mr. Vaibhav Karandikar was appointed as a Member for the period of May 7, 2024 to June 2, 2024.

#Mr. Eric Mansion was appointed as a Member w.e.f. June 3, 2024.

The Company Secretary acts as Secretary to the Committee.

Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company is performance driven and is designed to motivate employees, recognize their achievements, and promote excellence in performance.

Overall, the policy provides guidance on:

- 1) Selection and nomination of Directors to the Board of the Company;

2) Appointment of Key Managerial Personnel and Senior Management Personnel of the Company; and

3) Remuneration of Directors, Key Managerial Personnel and other employees.

The Policy is available on Company’s website at [Code of Conduct and Policies - Sanofi India \(sanofiindia.com\)](#)

Board Selection Criteria/list of core skills/ expertise/competencies identified in the context of the business

The Nomination and Remuneration Committee has approved the Nomination and Remuneration Policy which sets out criteria for inducting Board members:

- The candidate shall have appropriate skills and experience in one or more fields of management, sales, marketing, medical, finance, HR, law, public administrative services, research, corporate governance, technical operations or any other disciplines related to the Company’s business.

The Committee shall keep Board Diversity Policy in mind while recommending a candidate for appointment as Director.

- The number of companies in which the candidate holds directorship should not exceed the number prescribed under Companies Act, 2013 or under the Listing Regulations requirement.

The candidate should not hold Directorship in any of the competitor companies and should not have any conflict of interest with the Company.

The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act and under the Listing Regulations
- including registration in the data bank of Independent Directors as prescribed under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

The candidate should also have the ability to exercise sound business judgment, demonstrate leadership or prominence in a specified field, willingness to devote the required time and possess integrity and moral reputation. In terms of requirement of Listing Regulations, the Board has identified the following skills/expertise/competencies of the Directors as given below:

Skills & Description

Name of Director	Mr. Aditya Narayan	Mrs. Usha Thorat	Mr. Rahul Bhatnagar	Mr. Marc-Antoine Lucchini *	Mr. Vaibhav Karandikar	Mr. Eric Mansion	Mr. Rodolfo Hrosz**	Mr. Rachid Ayari	Ms. Renee Amonkar
Skills & Description									
Strategy Development and Insight: Developing long-term strategies to sustainably grow business, profitably and competitively, in a highly regulated and fast changing environment.	✓	✓	✓	✓	✓	✓	✓	✓	✓
Business Leadership and Management: Leading complex organizations with understanding of changes in external environment, business development and competitive landscape.	✓	✓	✓	✓	✓	✓	✓	✓	✓
Pharma Business: Expertise on pharma business matters including unmet medical needs of patients/healthcare systems/healthcare professionals, competitive landscape in pharma business, pharma regulations, emerging business opportunities and risks.	x	x	x	✓	✓	✓	✓	✓	✓
Finance and Accounts: Understanding of accounting and financial statements.	✓	✓	✓	✓	✓	✓	✓	✓	✓
Governance, Risk and Compliance: Understanding of the governance principles, board accountability, internal control and regulatory environment, risk management in a large complex organization and emerging local and global trends.	✓	✓	✓	✓	✓	✓	✓	✓	✓

*Mr. Marc-Antoine Lucchini resigned as a Non-Executive Director, with effect from the close of business hours on March 28, 2024.

**Mr. Rodolfo Hrosz will cease to be Managing Director of the Company with effect from close of business hours on April 30, 2025. Further, upon recommendation of the Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board of Directors at its meeting held on April 9, 2025 have approved the re-designation of Mr. Rodolfo Hrosz as an Additional Non-Executive Director of the Company with effect from May 1, 2025.

Remuneration to Executive Directors

The Nomination and Remuneration Committee recommends to the Board, the remuneration payable to the Managing Director, Whole-time Directors and the Key Managerial Personnel. The elements of remuneration package include salary, benefits, retiral, performance linked incentives, etc.

and is decided based on the performance, Company policy and benchmarks.

Annual increments are recommended by the Nomination and Remuneration Committee to the Board for approval within the salary range approved by the Shareholders and in line with the Nomination and Remuneration Policy. The

Executive Directors are entitled to Performance Linked Incentives with target payouts fixed and payout ranges of 0% to 200% of the target amounts to be paid at the end of the Financial Year as may be determined by the Board and are based on certain pre-agreed performance parameters.

The details of remuneration paid to the Managing Director and the Whole-time Directors during the year ended December 31, 2024 are given below:

Name of the Executive Director	Salary and Allowances (₹ million)	Perquisites and Allowances as per Income Tax Rules (₹ million)	Company's contribution to the Funds (₹ million)	Performance Linked Incentive (₹ million)	Total (₹ million)	Contract Period
Mr. Rodolfo Hrosz*	23.66	9.88	1.55	8.31	43.40	3 years w.e.f June 1, 2022
Ms. Renee Amonkar	6.53	0.25	0.63	1.87	9.28	3 years w.e.f September 26, 2023
Mr. Rachid Ayari	12.18	5.44	0.80	0.46	18.88	3 years w.e.f December 01, 2023

**Mr. Rodolfo Hrosz will cease to be Managing Director of the Company with effect from close of business hours on April 30, 2025. Further, upon recommendation of the Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board of Directors at its meeting held on April 9, 2025 have approved the re-designation of Mr. Rodolfo Hrosz as an Additional Non-Executive Director of the Company with effect from May 1, 2025.*

The Company does not have a scheme for grant of stock options. However, the Managing Director and the Whole-time Directors and few Senior Executives of the Company are granted stock options/performance shares of the ultimate holding Company, Sanofi S.A.

The amounts accrued in the financial statements for the year ended December 31, 2024 for stock options/performance shares granted to Mr. Rodolfo Hrosz, Mr. Rachid Ayari and Ms. Radhika Shah* are EUR 0.16 Million, EUR 0.045 Million and EUR 0.025 Million respectively.

**Ms. Radhika Shah resigned as the Company Secretary and Compliance Officer of the Company, effective from the close of business hours on November 15, 2024.*

Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration in the form of Sitting fees and Commission. During the year, there were no pecuniary relationships or transactions between the Company and any of its Non- Executive Directors apart from Sitting fees and Commission.

Non-Executive Directors who are employees of Sanofi Group do not receive any Sitting fees or Commission from the Company.

Independent Directors are paid Sitting fees for attending Board and Committee Meetings.

Pursuant to the approval of the Members at the Annual General Meeting of the Company held on May 11, 2023, the Independent Directors also receive Commission on the net profits of the Company, as may be determined by the Board from time to time, subject to a ceiling of one per cent of the net profits of the Company.

The Sitting fees paid and Commission payable to Independent Directors for the year ended December 31, 2024 is given below:

Name of the Director	Sitting Fees paid (₹ million)	Commission Payable (₹ million)	Total (₹ million)
Mr. Aditya Narayan (Chairman)	0.75	3.01	3.76
Mrs. Usha Thorat	1.60	1.54	3.14
Mr. Rahul Bhatnagar	1.70	1.54	3.24

Performance Evaluation of the Board/ Committees/ Directors

The Company follows a structured assessment process for evaluation of performance of the Board, Committees of the Board and individual performance of each Director including the Chairman based on the criteria approved by the Nomination and Remuneration Committee. The Chairman of the Board leads the exercise of the Performance Evaluation with the Company Secretary, assisting him.

The evaluation is based on parameters like level of participation of the Directors, understanding of the roles and responsibilities of Directors, understanding of the business and competitive environment in which the Company operates, understanding of the strategic issues and challenges for the Company, etc. The performance of the Independent Directors is also evaluated taking into account the time devoted, strategic guidance to the Company, advice given for determining important policies, external expertise provided and independent judgment that contributes objectively to the Board's deliberation.

The performance evaluation of the Board is carried out taking into account the various parameters like

composition of Board, process of appointment to the Board, common understanding amongst Directors of their role and responsibilities, timelines and content of Board papers, strategic directions, advice and decision making, etc. The Board also notes the actions undertaken, pursuant to the outcome of previous evaluation exercises. Each Committee's self-assessment is carried out based on the degree of fulfillment of the key responsibilities as outlined by its terms of reference.

The evaluation of individual Directors is on parameters such as attendance, contribution and independent judgement.

For the year ended December 31, 2024, Board evaluation exercise was completed by the Company through an external third party, which included the evaluation of the Board as a whole, Board Committees and Peer evaluation of the Directors. The evaluation forms were circulated to the Board Members. Each Director completed the evaluation form and shared feedback. The feedback scores as well as qualitative comments were then shared with the Nomination and Remuneration Committee and were presented by the Chairman of the Board. The feedback on Committee Evaluation was shared by the Committee Chairperson with the Committee Members. The outcome and action points were discussed by the Board in February 2025. The Chairman of the Board and the Chairperson of the Nomination and Remuneration Committee briefed the Board on the overall outcome.

Name of the Director	Category	No. of Committee Meetings held during the tenure of the Director	No. of Committee Meetings attended
Mr. Rahul Bhatnagar*	Chairman of the Committee, Independent Director	1	1
Mr. Rodolfo Hrosz#	Member, Managing Director	1	1
Mr. Rachid Ayari	Member, Whole-time Director and Chief Financial Officer	1	1
Mrs. Usha Thorat**	Chairperson of the Committee, Independent Director	0	0

** Mr. Rahul Bhatnagar ceased to be Chairman and Member with effect from close of business hours of November 7, 2024.*

*** Mrs. Usha Thorat was inducted as a Member and appointed as Chairperson w.e.f. November 7, 2024.*

#Mr. Rodolfo Hrosz will cease to be a member of the committee w.e.f. close of business hours on April 30, 2025

The Company Secretary acts as Secretary to the Committee.

During the Financial Year, 15 (Fifteen) complaints were received from Shareholders. These were attended / resolved by the Company. 1 (One) complaint remained pending for disposal as on December 31, 2024, since the same was received at the end of the quarter. However, the same stands resolved as on the date of this Report.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises three directors of which, two are Executive Directors and the chairperson is an Independent Director.

The role of the Stakeholders Relationship Committee includes:

1. Resolving the grievances of security holders of the Company.
2. Reviewing the measures taken for effective exercise of voting rights by shareholders.
3. Reviewing of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent (RTA).
4. Reviewing various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

During the year ended December 31, 2024, 1 (One) Stakeholders Relationship Committee Meeting was held on July 25, 2024.

Composition of the Stakeholders Relationship Committee and attendance details during the Financial Year ended December 31, 2024, are given below:

Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee comprises of three Non-Executive Directors, of whom two members including the Chairperson are Independent Directors and one is Non-Executive Director.

The CSR Committee provides guidance on various CSR activities to be undertaken by the Company and monitors its progress.

The terms of reference for the CSR Committee include:

1. Formulate, review, amend and recommend CSR Policy to the Board for approval.
2. Review the Annual CSR Action Plan and the CSR budget and give recommendations to the Board for its approval.
3. Monitor the CSR programs from time to time as per the CSR Policy and provide regular updates to the Board in

order to help them in monitoring the implementation of the CSR programs.

4. Review the impact assessments on CSR programs and provide update to the Board as part of the CSR Report.

During the year ended December 31, 2024, 3 (Three) CSR Committee Meetings were held on February 22, 2024, July 26, 2024 and November 7, 2024.

Composition of the CSR Committee and attendance details during the Financial Year ended December 31, 2024 are given below:

Name of the Director	Category	No. of Committee Meetings held during the tenure of the Director	No. of Committee Meetings attended
Mr. Rahul Bhatnagar*	Chairman of the Committee, Independent Director	3	3
Mrs. Usha Thorat**	Chairperson of the Committee, Independent Director	3	3
Mr. Rodolfo Hrosz [§]	Member, Managing Director	1	1
Mr. Vaibhav Karandikar [#]	Member, Non-Executive Director	2	2

*Mr. Rahul Bhatnagar ceased to be the Chairman of the Committee and was re-designated as a member w.e.f. February 23, 2024.

**Mrs. Usha Thorat was designated as Chairperson w.e.f. February 23, 2024.

[§] Mr. Rodolfo Hrosz ceased to be a Member w.e.f. February 23, 2024.

[#]Mr. Vaibhav Karandikar was appointed as a Member w.e.f. February 23, 2024.

The Company Secretary acts as Secretary to the Committee.

Details on the CSR activities forms part of the Directors’ Report.

Risk Management Committee

The Risk Management Committee comprises of five Directors, of whom two members including the Chairperson are Independent Directors and three are Executive Directors.

The role of Risk Management Committee includes the implementation of Risk Management Systems and Framework, review the Company’s financial and risk management policies, assess risk and procedures to minimize the same. The Risk Management Committee reports to the Audit Committee of the Board.

The terms of reference of the Risk Management Committee are in line with the requirements of Regulation 21(4) read with Part D of Schedule II to the Listing Regulations and the Act which include:

1. Formulate a detailed risk management policy which shall include:
- a) A framework for identification of internal and external risks specifically faced by the Company, in particular financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
- b) Measures for risk mitigation including systems and processes for internal control of identified risks.
- c) Business continuity plan.

2. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. Keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. Review appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

During the year ended December 31, 2024, 3 (three) Risk Management Committee Meetings were held on February 22, 2024, July 25, 2024 and November 06, 2024. One Risk Management Committee Meeting, initially scheduled for November 7, 2023, was postponed due to an acute medical condition of our Managing Director, being one of the Committee members and the meeting was subsequently held on February 22, 2024 resulting in a delay of 16 days over the prescribed period of 180 days. The details of the governance and process followed is covered in the Governance chapter of the Integrated Annual Report.

The composition of the Risk Management Committee and attendance details during the year ended December 31, 2024 are given below:

Name of the Director	Category	No. of Committee Meetings held during the tenure of the Director	No. of Committee Meetings attended
Mrs. Usha Thorat*	Chairperson of the Committee, Independent Director	2	2
Mr. Rahul Bhatnagar**	Member, Independent Director	3	3
Mr. Rodolfo Hrosz [#]	Member, Managing Director	3	3
Ms. Renee Amonkar	Member, Whole-time Director	3	3
Mr. Rachid Ayari	Member, Whole-time Director & Chief Financial Officer	3	3

*Mrs. Usha Thorat was inducted as a Member and appointed as Chairperson w.e.f. February 23, 2024.

**Mr. Rahul Bhatnagar ceased to be the Chairman of the Committee and was re-designated as a member w.e.f. February 23, 2024.

[#]Mr. Rodolfo Hrosz will cease to be a member of the committee w.e.f. close of business hours on April 30, 2025

The Company Secretary acts as Secretary to the Committee.

Code of Conduct and Business Ethics

The Company has adopted a Code of Conduct and Business Ethics for Directors and Senior Management of the Company, as required under Regulation 17(5)(a) of the Listing Regulations. The Company has received confirmations from the Directors and Senior Management regarding compliance with the Code for the year ended December 31, 2024.

A certificate from the Managing Director to this effect is attached to this Report.

The Code has been displayed on the Company’s website at [Code of Conduct and Policies - Sanofi India \(sanofiindia.com\)](#)

Whistle Blower Policy

The Vigil Mechanism, as envisaged in the Act and the Rules prescribed thereunder and the Listing Regulations, is implemented through the Code of Conduct, Whistleblower and other Governance Policies of the Company. Sanofi’s Code of Conduct ([Code of Conduct and Policies - Sanofi India \(sanofiindia.com\)](#)), Via web-form - <https://app.convercent.com/en-US/LandingPage/9145e3cc-c0d4-ed11-a99e-000d3ab9f062>) lays out the defining principles of highest ethical standards. Sanofi employees are trained to use the Code of Conduct as a part of their day-to-day functional responsibilities. The Company has established a 24x7 Compliance Helpline which can be accessed through Toll Free Number 0008004401286, or through webpage: [Speak Up | Sanofi - Code of Conduct](#) where employees can report incidents with complete anonymity.

Besides this, as required under Listing Regulations, the Company has a Whistle Blower Policy which has been displayed on its website at [Code of Conduct and Policies - Sanofi India \(sanofiindia.com\)](#). No personnel have been denied access to the Audit Committee.

Code of Conduct for Prevention of Insider Trading

As required by the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted Sanofi India Limited - Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

The Company Secretary acts as the Compliance Officer.

The Code of Conduct is applicable to all Directors and designated persons of the Company who are expected to have access to unpublished price sensitive information relating to the Company. The Code of Conduct lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations.

Related Party Transactions

During the year under review, there were no material transactions or arrangements entered into between the Company and its Promoters, Directors or their Relatives or the Management, Subsidiaries, etc. that may have potential conflict with the interests of the Company at large.

All the Related Party Transactions were in the ordinary course of business and at arm’s length, approved by the Audit Committee and Board in line with the Company’s policy on Related Party Transactions. Policy on transactions with related parties has been displayed on the Company’s website at [Code of Conduct and Policies - Sanofi India \(sanofiindia.com\)](#). The Audit Committee has granted omnibus approval for related party transactions in the ordinary course of business. However, in two instances, Related Party Transactions (‘RPTs’) were processed prior to formal approval of the Audit Committee, where in one instance the Audit committee subsequently ratified the RPT and in second instance, the RPT would be taken for ratification in Audit Committee. Further the Committee

regularly reviews these transactions on a quarterly basis to ensure oversight. Additionally, the transactions with related parties, including the promoter/promoter group which hold(s) more than 10% shareholding in the Company, have been disclosed in the Annual Accounts.

All Material RPTs defined as per the Listing Regulations were approved by the shareholders of the Company.

General Body Meetings

The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Location
January - December 2021	April 26, 2022	3:00 p.m.	At Registered Office-through Video Conferencing facility
January - December 2022	May 11, 2023	3:00 p.m.	At Registered Office-through Video Conferencing facility
January- December 2023	May 14, 2024	3:30 p.m.	At Registered Office-through Video Conferencing facility

All the resolutions set out in the respective Notices were passed by the Shareholders.

During the previous three Annual General Meetings, following resolutions were passed as Special Resolutions:

AGM Date	Special Resolutions
April 26, 2022	None
May 11, 2023	None
May 14, 2024	None

Postal Ballot

For the year 2024, the following Ordinary Resolutions were passed by the Company through Postal Ballot by way of remote of e-voting:

Sr. No.	Resolution	Votes in favour of the resolution (%)	Votes against the resolution (%)
1	Appointment of Mr. Rachid Ayari (DIN: 10408699) as a Director	99.69	0.31
2	Appointment of Mr. Rachid Ayari (DIN: 10408699) as Whole-time Director and Chief Financial Officer	99.95	0.05
3	Appointment of Mr. Eric Mansion (DIN: 10654588) as a Non-Executive Director	99.74	0.26

Procedure for Postal ballot

The Company had issued Postal Ballot Notices dated November 08, 2023 and May 13, 2024 for appointment of Mr. Rachid Ayari and Mr. Eric Mansion, respectively, to the Members, seeking their consent with respect to the aforesaid resolutions.

The details of related party transactions are presented in Note No. 38 to Annual Accounts in the Annual Report.

In addition, as per the Listing Regulations, your Company has also submitted, disclosures of related party transactions on a half yearly basis in the format specified and the same is also available on the website of the Company at [Related Party Disclosures - Sanofi India](#).

The Postal Ballots were conducted in compliance with Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for holding General Meetings/ conducting Postal Ballot process, vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and the latest one being General Circular No. 9/2024 dated September 19, 2024.

The results of the voting by Postal Ballot along with the Scrutinizer’s Report was intimated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. Additionally, the results were uploaded on the Company’s website and on the website of National Securities Depository Limited.

As on the date of this Report, no Special Resolution is proposed to be conducted through Postal Ballot.

Means of Communication

Quarterly, Half-Yearly and Annual Results of the Company are appropriately published in newspapers. These results are promptly submitted to the Stock Exchanges facilitating them to display the same on their website.

The Company’s results and press releases are available on the Company’s website at [Financial results - Sanofi India](#)

During the year, the Company held Investor Calls on February 26, 2024 and May 16, 2024 to discuss Financial Results/performance.

Management Discussion and Analysis Report forms part of this Annual Report.

General Shareholder Information

AGM Date, Time and Venue:	Thursday, May 15, 2025 at 3:30 p.m. through Video Conferencing facility
Financial Year:	January to December
First Quarter Results:	On or before May 15, 2025
Half Yearly Results:	On or before August 14, 2025
Third Quarter Results:	On or before November 14, 2025
Fourth Quarter and Annual Results:	On or before March 1, 2026
Dates of Book Closure:	Friday, May 9, 2025 to Thursday, May 15, 2025 (both days inclusive).
Dividend payment date:	On or after May 23, 2025, if declared at ensuing Annual General Meeting scheduled on Thursday, May 15, 2025.
Listing on Stock Exchanges:	<p>The Company’s Shares are listed on the Stock Exchanges mentioned below and accordingly the Company has paid the Listing Fees to them for the Financial Year 2024.</p> <p>BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.</p> <p>National Stock Exchange of India Limited (NSE) C-1, Block G, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.</p>
ISIN Number for NSDL & CDSL:	INE058A01010

Registrar and Share Transfer Agents

MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited),
C-101, 247 Park, L.B. S. Marg, Vikhroli West, Mumbai 400083.
Contact person: Ms. Sayali Borchate
Telephone No.: 810 811 6767
Fax No.: (022) 49186060
Email: rnt.helpdesk@in.mpms.mufg.com

Share Transfer System

The Board has delegated the authority for approving transfer, transmission, issue of duplicate shares, name deletion and such other related matters to the Share Transfer Committee.

During the year, all share transmission, issue of duplicate shares, name deletion and such other related matters were

approved by the Share Transfer Committee within prescribed timelines. There is no set frequency of the Share Transfer Committee meetings and transactions are approved as and when received.

A summary of transactions so approved by the Committee is placed at the Board Meeting held quarterly. The Company adhered to the requirements of Regulation 40(9) of Listing Regulations during the applicable period.

Transfer of shares to Ministry of Corporate Affairs Investor Education and Protection Fund (‘IEPF’) Account

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules, 2017 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more, in the name of Investor Education and Protection Fund (IEPF) Account. Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded details of such Members whose shares are transferred to IEPF Account on its website at [Unclaimed shares - Sanofi India](#)

The shares transferred to IEPF Account including all benefits accruing on such shares, if any, can be claimed by the Members from IEPF Authority, after following the procedure prescribed under the Rules.

Pursuant to the provisions of Sections 124 and 125 of the Act, dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be transferred by the Company to IEPF account established by the Central Government. The details of unpaid dividend are uploaded on the website of the Company at [Unclaimed dividends - Sanofi India](#)

Members who have not claimed their dividend for last seven years are requested to write to the Company’s Registrar and Share Transfer Agents and claim their dividends. The total amount of unclaimed dividend has been uploaded on the website of the Company at [Unclaimed dividends - Sanofi India](#)

Members are requested to note that the unclaimed dividends will be transferred to the IEPF account, after the below mentioned last date to claim, if the same has not been claimed by the Members before the due date, after following procedure as prescribed under the Rules.

Dividend and Year	Dividend per Share	Date of Declaration	Last Date to Claim
Final Dividend 2017	53	08-05-2018	14-06-2025
Interim Dividend 2018	18	25-07-2018	31-08-2025
Final Dividend 2018	66	07-05-2019	13-06-2026
Final and One Time Special Dividend 2019	349	07-07-2020	13-08-2027
Final and One Time Special Dividend 2020	365	27-04-2021	03-06-2028
Final and One Time Special Dividend 2021	490	26-04-2022	02-06-2029
Interim Dividend 2022	193	26-07-2022	01-09-2029
Final and Second Special Dividend 2022	377	11-05-2023	17-06-2030
Interim Dividend 2023	50	23-02-2024	31-03-2031
Final Dividend 2023	117	14-05-2024	20-06-2031

Transfer of shares to Unclaimed Suspense Account

Pursuant to Regulation 39 and Schedule V and VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company has transferred unclaimed shares in its Unclaimed Suspense Account details of which are given below:

Particulars	No. of Records	No. of Shareholders	No. of Equity Shares
Aggregate number of shareholders/records and the Outstanding Shares in the Unclaimed Suspense Account	194	179	9,500
Number of shareholders who approached the Company for Transfer of shares and shares transferred from suspense account during the year	9	9	450
Number of shareholders/records whose shares were transferred from suspense account to demat account of Investor Education and Protection Fund under the provisions of Section 124(6) of The Companies Act, 2013	49	49	2,700
Number of shareholders/records and aggregate number of shares transferred to the Unclaimed Suspense Account during the year	0	0	0
Aggregate number of shareholders and outstanding shares in the Unclaimed Suspense Account lying as on December 31, 2024	136	121	6,350

All Corporate benefits on such shares i.e., bonus shares, split shares etc., including dividend have been credited to the account of the IEPF Authority. The voting rights on shares lying in the Unclaimed Suspense Account are frozen till the rightful owner of such shares establishes his/her title of ownership to claim the shares.

Distribution of Shareholding as on December 31, 2024

Sr. No	Range of the number of shares	No. of Shareholders	% of Shareholders	No. of shares held	% of Shareholding
1.	1 to 500	67,814	99.21	1,739,492	7.55
2.	501 to 1,000	272	0.40	197,263	0.86
3.	1,001 to 5,000	170	0.25	376,608	1.63
4.	5,001 to 10,000	27	0.04	187,852	0.82
5.	10,001 & Above	73	0.10	20,529,407	89.14
Total		68,356	100	23,030,622	100

Shareholding Pattern as on December 31, 2024

Particulars	No. of Shares held	% of Shares held
Promoters	13,909,587	60.40
Mutual Funds	2,544,890	11.05
Banks	462	0.00
AIF	1,843	0.01
Insurance Companies	2,682,210	11.65
Foreign Institutional Investors	1,297,519	5.63
Bodies Corporate	248,942	1.08
Body Corporate - Ltd Liability Partnership	8,833	0.04
Overseas Corporate Bodies	500	0.00

Particulars	No. of Shares held	% of Shares held
Trusts	471	0.00
Clearing Members	53	0.00
NBFCs registered with RBI	52,555	0.23
Hindu Undivided Family	70,302	0.31
Resident Individuals	1,919,402	8.33
Non-Resident Indians	238,509	1.04
Foreign Nationals	50	0.00
Unclaimed Suspense Account	6,350	0.03
IEPF Account	48,144	0.21
Total	23,030,622	100

Dematerialization of shares and liquidity

As on December 31, 2024, 99.69% of the paid-up share capital had been dematerialized.

Outstanding GDRs/ ADRs/ warrants or any Convertible instruments, Conversion date and likely impact on equity

There are no outstanding GDRs/ ADRs/ warrants or any convertible instruments as at December 31, 2024.

Commodity price risk or foreign exchange risk and hedging activities

The Company classifies this risk as market risk. This risk comprises three types of risks namely interest rate risk, currency risk and other price risk, such as commodity risk.

The Company is not exposed to interest rate risk and commodity price risk.

Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates and arises where transactions are done in foreign currencies. It arises mainly where receivables and payables exist due to transactions entered in foreign currencies. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies including use of derivatives like foreign exchange forward contracts to hedge foreign currency risk.

The exposure to currency risk is explained in detail in the notes to the financial statements.

Plant location

GIDC, Plot No. L - 121, Phase III, Verna Industrial Estate, Verna, Goa – 403722

Address for correspondence

Shareholder’s correspondence should be addressed to the Company’s Registrar and Share Transfer Agent or contact the Company Secretary and Compliance Officer at the addresses mentioned below.

MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited),

C-101, 247 Park, L.B. S. Marg, Vikhroli West, Mumbai 400083.
Contact person: Ms. Sayali Borchate
Telephone No.: 810 8116767
Fax No.: (022) 49186060
Email: rnt.helpdesk@in.mpms.mufg.com

Mr. Arjun Thakkar, Company Secretary and Compliance Officer,

Sanofi House, CTS No.117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai - 400072.
Telephone No.: (022) 28032000;
Fax No.: (022) 28032939;
E-mail: igrc.sil@sanofi.com

Shareholders holding shares in dematerialized form should address all their correspondence (including change of address, nominations, ECS mandates, bank details to be incorporated on dividend warrants, powers of attorney, etc.) to their Depository Participant.

Other Disclosures and Affirmations

- a) As required by Regulation 17(8) of the Listing Regulations, the Managing Director and the Chief Financial Officer have submitted a Certificate to the Board in the prescribed format for the Financial Year ended December 31, 2024. The Certificate has been reviewed by the Audit Committee and taken on record by the Board.
- b) The Company has not obtained any credit rating for the Financial Year ended December 31, 2024.
- c) There were no instances of non-compliance nor have any penalties, strictures been imposed by Stock Exchanges or SEBI or any other statutory authority during the last three years on any matter related to the capital markets.

- d) The Company has not raised any funds through preferential allotment or QIP in the Financial Year ended December 31, 2024.
- e) The total fees for all services paid by the Company and its subsidiary, on a consolidated basis, to Price Waterhouse & Co Chartered Accountants LLP, Statutory Auditors and all entities in the network firm for the Financial Year ended December 31, 2024 is as under:

Particulars	Amount (In INR Mn)
Audit Fees	5
Certificates	0.2
Reimbursement of Expenses	0.2
Total	5.4

- f) During the year 2024, the Company did not receive any complaint of alleged sexual harassment. As on December 31, 2024, no complaints related to sexual harassment are pending for disposal.
- g) During the year, the Company has not provided any loans and advances in the nature of loans to firms/ companies in which directors are interested.
- h) The Company has complied with the requirements as mentioned in Schedule V, Para C, sub-paras (2) to (10) of the Listing Regulations.
- i) The Company has complied with all the requirements as specified in the Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

Particulars of Senior Management including the changes therein since the closure of the Previous Financial Year

The Senior Management of the Company as on December 31, 2024, are as follows:

Sr. No.	Name of the Senior Management Personnel	Designation
1.	Mr. Rodolfo Hrosz	Managing Director
2.	Mr. Rachid Ayari	Whole-time Director and Chief Financial Officer
3.	Ms. Renee Amonkar	Whole-time Director
4.	Mr. Bratin Bag	Senior Director – Ethics & Business Integrity, South Asia
5.	Mr. Nakul Verma	Head, Public Affairs and Market Access
6.	Ms. Surabhi Kaul	People & Culture Director, India
7.	Ms. Yasmin Shenoy	Senior Director – Regulatory Affairs
8.	Mr. Linumon Thomas	Digital South East Asia and India Manager
9.	Mr. N. Suresh Babu	Sales & Customer Engagement Head – Diabetes
10.	Ms. Vinifer Gandhi	India Communications & CSR Lead

The changes in the Senior Management of the Company during the Financial Year 2024 are listed below:

Name of the Senior Management Personnel	Designation	Nature of change and Effective Date
Mr. N. Suresh Babu	Sales & Customer Engagement Head – Diabetes	Appointed w.e.f. July 1, 2024
Mr. Himanshu Bakshi	General Manager - Consumer Healthcare	Ceased w.e.f. June 6, 2024
Dr. Shalini Menon	General Medicines - Medical Head and India Medical Lead	Ceased w.e.f. July 5, 2024
Mr. Nitin Joshi	Head – Supply Chain	Ceased w.e.f. July 31, 2024
Mr. Cyrus Aibara	Senior Director, Diabetes	Ceased w.e.f. August 30, 2024
Ms. Aparna Thomas	Senior Director, Corporate Communications and CSR	Ceased w.e.f. October 31, 2024
Ms. Vinifer Gandhi	India Communications & CSR Lead	Appointed w.e.f. November 1, 2024
Ms. Radhika Shah	Head of Legal and Company Secretary	Re-designated w.e.f. January 15, 2024* Ceased w.e.f. November 15, 2024

* Ms. Radhika Shah was appointed as the Head of Legal, in addition to her existing role as the Company Secretary of the Company with effect from January 15, 2024.

Non-Mandatory Requirements

The Board: The Chairman of the Board does not maintain a Chairman’s office at the Company’s expense.

Shareholders’ Rights: The financial results are available under the ‘Investor’ section on the Company’s website at [Financial results - Sanofi India](#).

Modified opinion(s) in audit report: The Company has adopted a discretionary requirement of the Listing Regulations and confirm that the Financial Statements of the Company are unqualified.

Separate posts of Chairperson and the Managing Director: Mr. Aditya Narayan, Non-Executive Independent Director is the Chairman and Mr. Rodolfo Hrosz is the Managing Director of the Company.

Reporting of Internal Auditor: The Internal Auditor presents the Internal Audit and Remediation Status report on a quarterly basis to the Audit Committee and satisfactorily addresses the queries/clarifications sought by the Committee.

Compliance with Code of Business Conduct and Ethics

In accordance with Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics for the Financial Year ended December 31, 2024.

For Sanofi India Limited

Rodolfo Hrosz
Managing Director
DIN: 09609832

March 18, 2025

Compliance Certificate by CEO/CFO to the Board of Directors
(Pursuant to Regulation 17(8) of the Listing Regulations)

To,
The Board of Directors
Sanofi India Limited

- A. We have reviewed standalone and consolidated financial statements, and the cash flow statements for the period and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- (2) these statements together present a true and fair view of the listed entity’s affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered by the listed entity during the year which are fraudulent, illegal, or violative of the listed entity’s code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee.
- (1) significant changes in internal control over financial reporting during the year.
- (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity’s internal control system over financial reporting.

Rodolfo Hrosz
Managing Director
DIN: 09609832

Rachid Ayari
Whole-time Director &
Chief Financial Officer
DIN: 10408699

Auditors’ Certificate regarding compliance of conditions of Corporate Governance

To the Members of Sanofi India Limited

Auditor’s Certificate on compliance with conditions of Corporate Governance

1. This certificate is issued in accordance with the terms of our agreement dated January 13, 2025.
2. The accompanying report on corporate governance (‘Statement’) containing the details of compliance with the conditions of Corporate Governance of Sanofi India Limited (the “Company”) for the year ended December 31, 2024 (the “Statement”) has been prepared by the Management of the Company in connection with the requirements for the Company’s compliance with the conditions of Corporate Governance set out in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V (“the Conditions of Corporate Governance”) in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“the SEBI Listing Regulations, 2015”), pursuant to the request by Board of Directors in its Meeting dated July 26, 2024 (‘request’) as per requirement of para E of Schedule V of SEBI Listing Regulations, 2015 (‘Requirement’).

Management’s Responsibility for the Statement

3. The preparation of the Statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the Company’s compliance with the Conditions of Corporate Governance listed in SEBI Listing Regulations, 2015.
4. The Management is also responsible for ensuring that the Company complies with the Conditions of Corporate Governance in the SEBI Listing Regulations, 2015, and that it provides complete and accurate information as required under the SEBI Listing Regulations, 2015.

Auditors’ Responsibility

5. Pursuant to the Requirement, it is our responsibility to examine the Statement and the underlying audited books of account and records of the Company and certify whether the Company has complied with the Conditions of Corporate Governance as stipulated in SEBI Listing Regulations, 2015, as set out in the Statement.
6. The financial statements relating to the books of account and records referred to in paragraph 5 above have been audited by us pursuant to the requirements of Companies Act, 2013, on which we issued an unmodified audit opinion vide our report dated February 27, 2025. Our audit of these financial statements has been conducted in accordance with the Standards on Auditing referred to in Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (“ICAI”). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. We conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes’ and, to the extent considered applicable, the ‘Guidance Note on Certification of Corporate Governance’ both issued by the ICAI. The ‘Guidance Note on Reports or Certificates for Special Purposes’ requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1 ‘Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements’.
9. Our examination, as referred to in paragraph 7 above, is neither an audit nor an expression of opinion on the financial statements of the Company.

Conclusion

10. Based on our examination as set out in paragraphs 7 and 9 above and the information and explanations given to us, we certify that the Company has complied with the Conditions of Corporate Governance as stipulated in SEBI Listing Regulations, 2015, as set out in the Statement, except that the gap between two meetings of the Risk Management Committee of the Board of Directors exceeded the number of days stipulated under Regulation 21(3C) of the SEBI Listing Regulations, 2015.
11. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on Use

12. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
13. This certificate has been addressed to the members of the Company and issued at the request of the Board of Directors of the Company solely to be annexed with the Director’s report to enable the Company to comply with its obligations under SEBI Listing Regulations, 2015. Our certificate should not be used by any other person or for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any person other than the Company.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009

Arunkumar Ramdas
Partner
Membership Number: 112433
UDIN : 25112433BMOUXH1891

Place: Mumbai
Date: March 18, 2025

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34 (3) and Schedule V Para C clause (10) (i) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
SANOFI INDIA LIMITED

We have examined the relevant disclosures provided by the Directors (as enlisted in Table A) to **Sanofi India Limited** having CIN **L24239MH1956PLC009794** and having registered office at **Sanofi House, CTS No. 117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai 400072, India** (hereinafter referred to as 'the Company') for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V, Para C, clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information, based on (i) Documents available on the website of the Ministry of Corporate Affairs (MCA) (ii) Verification of Directors Identification Number (DIN) status on the website of the MCA, and (iii) disclosures provided by the Directors to the Company, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such other statutory authority as on December 31, 2024.

Table A			
Sr. No.	Name of Directors	DIN	Date of appointment in Company
1.	Mr. Aditya Narayan	00012084	April 30, 2016
2.	Mrs. Usha Thorat	00542778	April 30, 2016
3.	Mr. Rahul Bhatnagar	07268064	July 29, 2020
4.	Mr. Eric Mansion	10654588	June 03, 2024
5.	Mr. Vaibhav Vinayak Karandikar	09049375	February 23, 2021
6.	Mr. Rodolfo Hrosz	09609832	June 01, 2022
7.	Mr. Rachid Ayari	10408699	December 01, 2023
8.	Ms. Renee Viswonath Amonkar	10335917	September 26, 2023

General Disclaimer: Our Analysis for this certificate does not cover the verification of criteria pertaining to appointment as independent director under Section 149 and criteria pertaining to appointment as Managing Director under Section 196 and Schedule V of the Companies Act, 2013.

For **MMJB & Associates LLP**
Company Secretaries

Saurabh Agarwal
Partner
FCS No.: 9290
CP No.: 20907
PR: 2826/2022
UDIN: F009290F003953538

Date: February 17, 2025
Place: Mumbai

Independent Auditor’s Report

To the Members of Sanofi India Limited
Report on the Audit of the Standalone Financial Statements

Opinion

1.

We have audited the accompanying Standalone Financial Statements of Sanofi India Limited (“the Company”), which comprise the Standalone Balance Sheet as at December 31, 2024, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the Standalone financial statements, including material accounting policy information and other explanatory information.
2.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at December 31, 2024, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the “Auditor’s responsibilities for the audit of the standalone financial statements” section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

4.

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Tax litigations and contingencies. (Refer Notes 9(a), 9(b), 22, 37(a), 37(b) and 41 to the standalone financial statements) As at December 31, 2024, several litigations under direct and indirect tax laws are pending for decision at various authority levels, in respect of which, the Company has disclosed contingent liabilities of ₹ 2,911 million . The management’s assessment with regard to the tax matters is supported by views from independent consultants. We considered this as a key audit matter, as evaluation of these matters requires significant management judgement and estimation, interpretation of laws and regulations and application of relevant judicial precedents to determine the probability of outflow of economic resources for recognising provisions and making related disclosures in the standalone financial statements. The application of accounting principles as given under Ind AS, in order to determine the amount to be recognised as a provision, or to be disclosed as a contingent liability, needs careful evaluation and judgement to be applied by the management.	Our audit procedures included the following: <ul style="list-style-type: none">Understanding and evaluation of the design and testing the operating effectiveness of key controls in respect of assessment of tax litigations and contingencies, its accounting and disclosures in the standalone financial statements;Obtaining a complete list of litigation matters and reading the underlying orders and other communications received from tax authorities and management’s responses thereto, to assess the status of the litigations;Evaluating the independence, objectivity and competence of management’s experts involved;Reading the management’s experts’ views, as applicable;Evaluating the management’s assessment on the probability of outcome and the magnitude of potential outflow of economic resources in respect of tax matters including involvement of our tax specialists for assessing complex tax matters, based on recent rulings and latest developments in case laws;Evaluating appropriateness of the Company’s disclosures in the standalone financial statements. Based on the audit procedures performed, we did not identify any significant exceptions relating to the provisions recognised and disclosures made in the standalone financial statements in respect of the tax matters.

Other Information

5. The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the standalone financial statements and our auditor’s report thereon. The annual report is expected to be made available to us after the date of this auditor’s report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations

Responsibilities of management and those charged with governance for the standalone financial statements

6. The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the standalone financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of

accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company’s financial reporting process.

Auditor’s responsibilities for the audit of the standalone financial statements

8. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
9. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the standalone financial

statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

13. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. As required by Section 143(3) of the Act, we report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those

books, except that the back-up of the books of account maintained in electronic mode was not performed on certain days on servers physically located in India during the year and the matters stated in paragraph 14(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) (“the Rules”) (Refer Note 53 to the standalone financial statements).

- (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on December 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on December 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 14(b) above on reporting under Section 143(3)(b) and paragraph 14(h)(vi) below on reporting under Rule 11(g) of the Rules.
- (g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 22, 37, 41, and 43 to the standalone financial statements.
 - The Company was not required to recognise a provision as at December 31, 2024 under the applicable law or accounting standards, as it does not have any material foreseeable

losses on long-term contracts. The Company did not have any derivative contracts as at December 31, 2024.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 50(vii) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 50(vii) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has

come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The dividend paid during the year by the Company is in compliance with Section 123 of the Act.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software, except that the audit trail is not maintained in case of modification by certain users with specific access and the audit trail is not enabled for direct database changes. During the course of performing our procedures, other than the aforesaid instances of audit trail not maintained where the question of our commenting does not arise, we did not notice any instance of audit trail feature being tampered with.

Further, the Company has used third party payroll software, which is operated by a third party service provider for maintaining payroll records and in the absence of SOC 1 Type 2 report for the period October 2024 to December 2024, we are unable to comment whether the audit trail feature of the aforesaid software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there was any instance of the audit trail feature been tampered with.

15. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/ E-300009

Arunkumar Ramdas
Partner

Place: Mumbai Membership Number: 112433
Date: February 27, 2025 UDIN: 25112433BMOUXB8264

Annexure A to Independent Auditor’s Report

Referred to in paragraph 14(g) of the Independent Auditor’s Report of even date to the members of Sanofi India Limited on the standalone financial statements for the year ended December 31, 2024.

Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to standalone financial statements of Sanofi India Limited (“the Company”) as of December 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit

opinion on the Company’s internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

6. A company’s internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at December 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/ E-300009

Arunkumar Ramdas
Partner

Place: Mumbai Membership Number: 112433
Date: February 27, 2025 UDIN: 25112433BMOUXB8264

Annexure B to Independent Auditors’ Report

Referred to in paragraph 13 of the Independent Auditors’ Report of even date to the members of Sanofi India Limited on the standalone financial statements as of and for the year ended December 31, 2024.

In terms of the information and explanations sought by us and furnished by the Company, and the books of account and records examined by us during the course of our audit, and to the best of our knowledge and belief, we report that:

- i.

(a)

(A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.

(B) The Company is maintaining proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 5(a) Property, plant and equipment to the standalone financial statements, are held in the name of the Company.

(d) The Company has chosen cost model for its Property, Plant and Equipment (including Right of Use assets) and intangible assets. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in the standalone financial statements does not arise.
- ii.

(a)

The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification

by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

- (b)

During the year, the Company has not been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- iii.

(a)

The Company, during the year, has not made any investment. The Company, during the year, did not stand guarantee, or provided security to any parties. The Company has, during the year, not granted secured/unsecured loans/advances in nature of loans to companies, firms, Limited Liability Partnerships and other parties other than loans to 270 employees. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans are as per the table given below:

	Loan Amounts (₹ in Million)
Aggregate amount granted/ provided during the year	16
- Employee	
Balance outstanding as at balance sheet date in respect of the above case	9
- Employee	

(* denotes figures less than a million)

(Also, refer Note 15 to the standalone financial statements)

(b) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company’s interest.

(c) In respect of the loans to employees, the schedule of repayment of principal has been stipulated, and the employees are repaying the principal amounts, as stipulated, and as per Company’s policy these loans are interest free.

(d) In respect of the loans, there is no amount which is overdue for more than ninety days.

(e) There were no loans which have fallen due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans.

(f) The loans granted during the year, had stipulated the scheduled repayment of principal and same were not repayable on demand. As per Company’s policy these loans are interest free.

- iv.

The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.
- v.

The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under.
- vi.

Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii.

(a)

In our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees’ state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, as applicable, with the appropriate authorities. Also, refer note 37(d) to the standalone financial statements regarding management’s assessment on certain matters relating to provident fund.

(b)

There are no statutory dues of provident fund, employees’ state insurance, service tax, duty of customs, value added tax, and cess which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at December 31, 2024 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in million)^	Period to which the amount relates	Forum where the dispute is pending
The Income-tax Act, 1961	Income-tax including tax deducted at source and interest as applicable	47	Assessment Year 2011-2012	Income Tax Appellate Tribunal
		1,101	Assessment Years 2008 - 2009, 2011 - 2012 to 2021 - 2022	Upto Commissioner’s level
The Central Sales Tax Act, 1956 and Local Sales Tax Acts	Sales tax	2	1999 - 2000	Sales Tax Appellate Tribunal
		1	1998 - 1999, 2008 - 2009	Commissioner, Sales Tax
The Central Excise Act, 1944	Excise Duty including interest and penalty, as applicable	5	2005 - 2006, 2006 - 2007, 2015 - 2016	Assistant Commissioner of Central Excise, Service Tax and Customs
		1	2015 - 2016	Additional Commissioner of Central Excise, Service Tax and Customs
		53	2004 - 2005 to 2006 - 2007	Commissioner of CGST
		39	2007 - 2008 to 2011 - 2012	High Court, Gujarat

Name of the statute	Nature of dues	Amount (₹ in million)^	Period to which the amount relates	Forum where the dispute is pending
Goods and Service Tax, 2017	Goods and Service Tax, including interest and penalty, as applicable	7	2017 - 2018	High Court, Goa
		14	2017 – 2018 to 2019 -2020	Assistant Commissioner, Goods and Service Tax, Orissa
		7	2020 - 2021	Commissioner (Appeals), Goods and Service Tax, Madhya Pradesh
		1	2017- 2018	Commissioner (Appeals), Goods and Service Tax, Chandigarh
		2	2017- 2018	Commissioner (Appeals), Goods and Service Tax, Haryana
		4	2018- 2019	Commissioner (Appeals), Goods and Service Tax, Rajasthan
		21	2018 – 2019 to 2019 – 2020	Commissioner (Appeals), Goods and Service Tax, Delhi
		3	2018 – 2019	Commissioner (Appeals), Goods and Service Tax, Telangana
		1	2017 – 2018 to 2021 - 2022	Commissioner (Appeals), Goods and Service Tax, Maharashtra

Name of the statute	Nature of dues	Amount (₹ in million)*	Period to which the amount relates	Forum where the dispute is pending
Medicinal and Toilet Preparation (Levy of Excise Duty) Act,1955	Dispute whether Central or State	23	1990-1991 to 1997-1998	Central Board of Excise and Customs
	Excise Duty	13	1996 - 1997 to 1998 - 1999	Commissioner of State Excise Duty, Maharashtra

* Net of amount paid under protest.

- viii. There are no transactions previously unrecorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) As the Company did not have any loans or other borrowings from any lender during the year, the reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

(b) On the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not obtained any term loans. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, the Company has not raised funds on short-term basis. Accordingly, reporting under clause 3(ix) (d) of the Order is not applicable to the Company.

(e) On an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary Company. The Company did not have joint ventures or associate companies during the year.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary Company. The Company did not have any joint ventures or associate companies during the year.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has received whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting under this clause. As explained by the management, there were certain complaints in respect of which investigations are ongoing as on the date of our report and our consideration of the complaints having any bearing on our audit is based on the information furnished to us by the management.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard 24 “Related Party Disclosures” specified under Section 133 of the Act.

xiv. (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditor for the period under audit have been considered by us.

- xv. In our opinion, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) Based on the information and explanations provided by the management of the Company, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios, (Also refer Note 51 to the standalone financial statements) ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

xx. As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.

xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/ E-300009

Arunkumar Ramdas
Partner

Place: Mumbai Membership Number: 112433
Date: February 27, 2025 UDIN: 25112433BMOUXB8264

Standalone Balance Sheet

as at December 31, 2024

(₹ in Million)			
Particulars	Notes	As at December 31, 2024	As at December 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	5 (a)	2,558	2,544
Capital work-in-progress	5 (b)	181	133
Right-of-use assets	5 (c)	554	556
Intangible assets	6 (a)	13	49
Intangible assets under development	6 (b)	-	26
Financial assets			
i. Investment in subsidiary	7	-	20
ii. Other financial assets	8	127	111
Income tax assets (net)	9 (a)	1,375	1,194
Deferred tax assets (net)	33 (d)	1	-
Other non-current assets	10	41	55
Total non-current assets		4,850	4,688
Current assets			
Inventories	11	4,998	6,638
Financial assets			
i. Trade receivables	12	2,300	1,317
ii. Cash and cash equivalents	13	2,838	3,929
iii. Bank balances other than (ii) above	14	110	120
iv. Loans	15	10	19
v. Other financial assets	16	452	78
Other current assets	17	560	362
Total current assets		11,268	12,463
TOTAL ASSETS		16,118	17,151
EQUITY AND LIABILITIES			
Equity			
Equity share capital	18 (a)	230	230
Other equity			
Reserves and surplus	18 (b)	8,376	9,925
Total equity		8,606	10,155

Standalone Balance Sheet

as at December 31, 2024

(₹ in Million)			
Particulars	Notes	As at December 31, 2024	As at December 31, 2023
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease liabilities	5 (c)	140	139
Employee benefit obligations	19	180	307
Deferred tax liabilities (net)	33 (d)	-	37
Total non-current liabilities		320	483
Current liabilities			
Financial liabilities			
i. Lease liabilities	5 (c)	53	51
Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	20	221	283
(b) Total outstanding dues of creditors other than ii (a) above	20	3,842	2,632
iii. Other financial liabilities	21	344	167
Provisions	22	1,185	1,341
Employee benefit obligations	23	540	928
Current tax liabilities (net)	9 (b)	959	1,015
Other current liabilities	24	48	96
Total current liabilities		7,192	6,513
Total liabilities		7,512	6,996
TOTAL EQUITY AND LIABILITIES		16,118	17,151

The above standalone balance sheet should be read in conjunction with the accompanying notes.
This is the standalone balance sheet referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. : 304026E/E-300009

Arunkumar Ramdas
Partner
Membership No: 112433
Place: Mumbai
Date: February 27, 2025

For and on behalf of the Board of Directors

Rodolfo Hrosz
Managing Director
DIN: 09609832
Place: Mumbai
Date: February 27, 2025

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida
Date: February 27, 2025

Rachid Ayari
Whole Time Director & CFO
DIN: 10408699
Place: France (Paris)
Date: February 27, 2025

Arjun Thakkar
Company Secretary
Membership No: A22654
Place: Mumbai
Date: February 27, 2025

Standalone Statement of Profit and Loss

for the year ended December 31, 2024

(₹ in Million)			
Particulars	Notes	Year ended December 31, 2024	Year ended December 31, 2023
Continuing Operations			
Revenue from operations	25	20,132	19,961
Other income	26	165	612
Total income		20,297	20,573
Expenses			
Cost of materials consumed	27	3,548	3,439
Purchases of stock-in-trade		5,643	8,933
Changes in Inventories of work-in-progress, stock-in-trade and finished goods	28	602	(2,837)
Employee benefits expense	29	2,402	2,807
Finance costs	30	15	17
Depreciation and amortisation expense	31	367	365
Other expenses	32 (a)	3,029	2,742
Total expenses		15,606	15,466
Profit before exceptional item and tax from continuing operations		4,691	5,107
Exceptional items (Net)	46	(377)	178
Profit before tax from continuing operations		4,314	5,285
Tax expense			
- Current tax	33 (a)	1,258	1,634
- Deferred tax	33 (a)	(81)	5
Total tax expense		1,177	1,639
Profit for the year from continued operations		3,137	3,646
Discontinued Operations			
Profit before tax from discontinued operations	52	1,312	3,173
Tax expense from discontinued operations		314	787
Profit for the year from discontinued operations		998	2,386
Profit for the year		4,135	6,032
Other comprehensive income from continuing operations			
Items that will not be reclassified to the statement of profit and loss			
- Remeasurements of post-employment benefit obligations	40 (v)	96	(18)
- Income Tax impact relating to these items	33 (b)	(24)	5
Other comprehensive income for the year, net of tax from continuing operations		72	(13)
Other comprehensive income from discontinued operations			

Standalone Statement of Profit and Loss

for the year ended December 31, 2024

(₹ in Million)		
Particulars	Notes	Year ended December 31, 2024
Items that will not be reclassified to the statement of profit and loss		
- Remeasurements of post-employment benefit obligations		-
- Income Tax impact relating to these items		-
Other comprehensive income for the year, net of tax from discontinued operations		-
Total Other comprehensive income for the year, net of tax		72
Total comprehensive income for the year		4,207
Earnings per Share – Basic and Diluted (Refer note 36) (in ₹)	-	
[per Equity Share of ₹ 10 each]		
Continuing Operations		136.21
Discontinued Operations		43.33
Continuing and Discontinued Operations		179.54

The above standalone statement of profit and loss should be read in conjunction with the accompanying notes. This is the standalone statement of profit and loss referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP Firm Registration No. : 304026E/E-300009		For and on behalf of the Board of Directors	
Arunkumar Ramdas Partner Membership No: 112433 Place: Mumbai Date: February 27, 2025		Rodolfo Hrosz Managing Director DIN: 09609832 Place: Mumbai Date: February 27, 2025	Rahul Bhatnagar Director DIN: 07268064 Place: Noida Date: February 27, 2025
		Rachid Ayari Whole Time Director & CFO DIN: 10408699 Place: France (Paris) Date: February 27, 2025	Arjun Thakkar Company Secretary Membership No: A22654 Place: Mumbai Date: February 27, 2025

Standalone Statement of Cash Flows

for the year ended December 31, 2024

(₹ in Million)		
Particulars	Year ended December 31, 2024	Year ended December 31, 2023
Cash flows From operating activities		
Profit before tax :		
Continuing Operations	4,314	5,285
Discontinued Operations (Refer Note 52)	1,312	3,173
Profit before income tax including Discontinued Operations	5,626	8,458
Adjustment for Continuing and Discontinued Operations :		
Depreciation and amortization expenses	382	396
Unrealised exchange (gain) / loss (net)	6	(4)
(Gain) on sale of property, plant and equipment / asset held for sale (net of incidental expenses)	(5)	(218)
Gain on termination/retirement of lease (net)	-	(13)
Finance costs	15	17
Interest income	(166)	(475)
Share based payment (net)	12	61
Provision for bad and doubtful debts (net)	2	(8)
Provision for doubtful advances and deposits (net)	5	(4)
Operating profit before working capital changes	5,877	8,210
Adjustments for (increase) / decrease in operating assets		
Non-current financial assets	(21)	40
Other non-current assets	(7)	1
Inventories	687	(2,558)
Trade receivables	(1,270)	6
Current financial assets and loans	(357)	(7)
Other current assets	(898)	101
Adjustments for increase / (decrease) in operating liabilities		
Employee benefit obligations	(143)	(268)
Trade payables	1,662	(669)
Current financial liabilities	134	40
Other current liabilities & provisions	(73)	(175)
Cash generated from operations	5,591	4,721
Taxes paid (net of refunds)	(974)	(2,413)
Net cash inflow from operating activities (A)	4,617	2,308
Cash flows from Investing activities		
Sale proceeds of property, plant and equipment and assets held for sale (net of incidental expenses)	6	243
Interest received	166	475
Investment in Subsidiary	-	(20)
Purchase of property, plant and equipment and Intangible assets including Capital work-in-progress and Intangible assets under development	(364)	(343)

Standalone Statement of Cash Flows

for the year ended December 31, 2024

(₹ in Million)		
Particulars	Year ended December 31, 2024	Year ended December 31, 2023
Net cash (outflow) / inflow for investing activities (B)	(192)	355
Cash flows from financing activities		
Principal elements of lease payments	(63)	(83)
Interest paid for leases	(15)	(17)
Dividend paid	(3,846)	(8,683)
Net cash outflow from financing activities (C)	(3,924)	(8,783)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	501	(6,120)
Effect of Exchange differences on cash and cash equivalents held in foreign currency	*	*
Cash and Cash Equivalents at the beginning of the year	3,929	10,049
Less : Cash Transferred pursuant to demerger (Refer Note 52)	(1,592)	
Cash and Cash Equivalents at the end of the year	2,838	3,929
Non- cash financing and investing activities (D)		
Acquisition of Right-of-use assets	66	106
Components of Cash and Cash Equivalents		
Cash and Cash Equivalents	2,838	3,929

* denotes figure less than a million.

Note:

The above Standalone Statement of Cash Flows has been prepared under the ‘Indirect Method’ as set out in the Indian Accounting Standard (Ind AS) 7 Statement of Cash Flows.

The above standalone statement of cash flows should be read in conjunction with the accompanying notes.

This is the standalone statement of cash flows referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. : 304026E/E-300009

Arunkumar Ramdas
Partner
Membership No: 112433
Place: Mumbai
Date: February 27, 2025

For and on behalf of the Board of Directors

Rodolfo Hrosz
Managing Director
DIN: 09609832
Place: Mumbai
Date: February 27, 2025

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida
Date: February 27, 2025

Rachid Ayari
Whole Time Director & CFO
DIN: 10408699
Place: France (Paris)
Date: February 27, 2025

Arjun Thakkar
Company Secretary
Membership No: A22654
Place: Mumbai
Date: February 27, 2025

Standalone Statement of Changes in Equity

for the year ended December 31, 2024

A. Equity share capital

(₹ in Million)

Particulars	Amount
As at January 1, 2023	230
Changes in equity share capital	-
As at December 31, 2023	230
Changes in equity share capital	-
As at December 31, 2024	230

B. Other equity [Refer note 18 (b)]

(₹ in Million)

Particulars	Attributable to owners of the Company				Total
	Reserves and surplus				
	Share options outstanding account	Securities premium	Retained earnings	General reserve	
As at January 1, 2023	622	20	8,432	3,454	12,528
Profit for the year	-	-	6,032	-	6,032
Other comprehensive income	-	-	(13)	-	(13)
Total comprehensive income for the year	-	-	6,019	-	6,019
Transactions with owners in their capacity as owners:					
Dividend paid	-	-	(8,432)	(251)	(8,683)
Employee stock options expense (net) (Refer note 39)	61	-	-	-	61
As at December 31, 2023	683	20	6,019	3,203	9,925
Profit for the year	-	-	4,135	-	4,135
Other comprehensive income	-	-	72	-	72
Total comprehensive income for the year	-	-	4,207	-	4,207
Transactions with owners in their capacity as owners:					
Dividend paid	-	-	(3,846)	-	(3,846)
Cancellation of investment on account of demerger scheme (Refer note 52)			(20)		(20)
Adjustment pursuant to demerger scheme (Refer note 52)	-	-	(1,902)	-	(1,902)
Employee stock options expense (net) (Refer note 39)	12	-	-	-	12
As at December 31, 2024	695	20	4,458	3,203	8,376

The above standalone statement of changes in equity should be read in conjunction with the accompanying notes.

This is the standalone statement of changes in equity referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. : 304026E/E-300009

For and on behalf of the Board of Directors

Arunkumar Ramdas
Partner
Membership No: 112433
Place: Mumbai
Date: February 27, 2025

Rodolfo Hrosz
Managing Director
DIN: 09609832
Place: Mumbai
Date: February 27, 2025

Rachid Ayari
Whole Time Director & CFO
DIN: 10408699
Place: France (Paris)
Date: February 27, 2025

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida
Date: February 27, 2025

Arjun Thakkar
Company Secretary
Membership No: A22654
Place: Mumbai
Date: February 27, 2025

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Corporate Information

Sanofi India Limited ('the company') is a public limited company listed on Bombay Stock Exchange and National Stock Exchange, incorporated and domiciled in India and has its registered office at Sanofi House, CTS No. 117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai – 400072, India. It is primarily engaged in the business of manufacturing and trading of drugs and pharmaceuticals. The Company has its own manufacturing facility at Goa. The Company also has various independent contract / third party manufacturers based across the country. The Company sells its products through independent distributors primarily in India.

These standalone financial statements were authorised for issue by the Board of Directors on February 27, 2025.

1. Basis of preparation

1.1 Compliance with the Indian accounting standard (Ind AS)

The standalone financial statements are prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as prescribed under Section 133 of the Companies Act, 2013 (the Act) (as amended) and other relevant provisions of the Act.

1.2 Historical cost convention

The standalone financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities are measured at fair value;
- assets held for sale – measured at fair value less cost to sell;
- share based payments; and
- defined benefit plans - plan assets measured at fair value

The accounting policies adopted are consistent with those of the previous financial years and corresponding reporting year.

The standalone financial statements are presented in ₹ million and all values are rounded to the nearest million (₹ 000,000), except when otherwise indicated.

1.3 New and amended standards adopted by the Company

The Ministry of Corporate Affairs vide notification dated March 31, 2023 notified the Companies (Indian Accounting Standards) Amendment Rules, 2023,

which amended certain accounting standards (see below), and are effective January 1, 2024:

- Disclosure of accounting policies — amendments to Ind AS 1
- Definition of accounting estimates — amendments to Ind AS 8
- Deferred tax related to assets and liabilities arising from a single transaction — amendments to Ind AS 12

The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments did not have any material impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

1.4 Current and non-current classification

The assets and liabilities reported in the balance sheet are classified on a “current / non-current basis”.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting date, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of assets and liabilities.

2. Material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

i. Revenue recognition

According to Ind AS 115, revenue is measured at the amount of consideration the Company expects to receive in exchange for the goods or services when control of the goods or services and the benefits obtainable from them are transferred to the customer. Revenue is recognised using the following five step model specified in Ind AS 115:

Step 1: Identify contracts with customers

Step 2: Identify performance obligations contained in the contracts

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations

Step 5: Recognize revenue when the performance obligation is satisfied.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of discounts offered by the Company as part of the contract. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Sale of goods

The Company derives revenue principally from sales of pharma products. Revenue from sale of products is recognized when the Company satisfies a performance obligation in accordance with the provisions of contract with customer. This is achieved when control of the product has been transferred to the customer, which is generally determined when title, ownership, risk

of obsolescence and loss pass to the customer and the Company has present right to payment. Revenue is measured at the transaction price of the consideration received or receivable, net of returns and allowances, trade discount and volume rebates, and goods and service tax.

Provision is made for the non-saleable return of goods from the customers estimated on the basis of historical data of sales return trends. Such provision for non-saleable sales returns is reduced from sale of products for the year.

Sale of services

Revenue is recognized from rendering of services when the performance obligation is satisfied, and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

ii. Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Company’s unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

iii. Inventories

Inventories consist of raw materials, packing materials, work-in-progress, stock-in-trade and finished goods. Inventories are valued at lower of cost and net realizable value (NRV). Cost is determined on weighted average basis.

Cost of raw materials and packing materials includes cost of purchases and other costs incurred in bringing the inventories to their present location and condition.

Cost of work-in-progress and finished goods includes direct materials, labour and proportion of manufacturing overheads based on the normal operating capacity, wherever applicable. Cost of

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

finished goods includes other costs incurred in bringing the inventories to their present location and condition.

Cost of stock-in-trade includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be used are expected to be sold at or above cost.

iv. Property, Plant and Equipment (PPE)

Items of Property, plant and equipment acquired or constructed are initially recognized at historical cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation, and impairment loss, if any. The historical cost of Property, plant and equipment comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use.

Capital Work-in-Progress represents Property, plant and equipment that are not ready for their intended use as at the reporting date.

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The Company identifies and determines cost of each component/part of the plant and equipment separately, if the component/part has a cost which is significant to the total cost of the plant and equipment and has useful lives that is materially different from that of the remaining plant and equipment.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the year in which they are incurred.

Gains and losses arising from derecognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognized.

Depreciation methods, estimated useful lives and residual values

Depreciation is provided, pro-rata for the period in use, on the straight-line method based on the respective estimate of useful lives given below. Estimated useful lives of assets are determined based on technical parameters/assessments.

The management believes that useful lives currently used, which is prescribed under Part C of Schedule II to the Companies Act, 2013, fairly reflects its estimate of the useful lives and residual values of PPE, though these lives in certain cases are different from lives prescribed under Schedule II.

Asset Category	Useful Lives (in Years)
Buildings - Factory	30
Buildings – Non-Factory*	30
Plant and Machinery*	10
Furniture and Fixtures	10
Office equipment	10/5
Computers	3
Laptops	3
Motor vehicles	8
Leasehold improvements	Amortised over the lease period

**In respect of these assets, management estimates different useful life than prescribed under part C of Schedule II based on internal assessment and independent technical evaluation.*

Estimated useful lives, residual values and depreciation methods are reviewed annually, considering into account of commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

Advances paid towards the acquisition of PPE outstanding at each Balance Sheet date is classified as capital advances under ‘Other non-current assets’ and cost of assets not put to use before such date are disclosed under ‘Capital work-in-progress’.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

v. Intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortization / impairment losses.

Acquired intangible assets

Separately acquired intangible assets are shown at historical cost. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses, if any.

The Company amortizes intangible assets with a finite useful life using the straight-line method over the estimated useful lives. The estimated useful lives of assets are as follows:

Asset Category	Useful Lives (in Years)
Brand	10
Software	3
Technical know- how	5

In respect of the above assets, management’s estimate is based on internal assessment and independent technical evaluations.

The amortisation period and the amortisation method for intangible assets are reviewed at the end of each reporting period. The amortisation expense on intangible assets is recognised in the Statement of Profit and Loss.

Losses arising from retirement and gains or losses arising from disposal of Intangible assets are determined by comparing sale proceeds with carrying amount and are disclosed in the Statement of Profit and Loss.

vi. Income tax

The income tax expense or credit for the period is the tax payable on the current period’s taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Current income tax

The current income tax charge is calculated based on the Indian Tax Laws enacted or substantively enacted at the end of the reporting period. The provision for current tax is made at the rate of tax as applicable for the income of the previous year as defined under the Income tax Act, 1961.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provision where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and current tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised using the liability method, on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purpose at the reporting date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forward and unused tax credits could be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

vii. Provisions and contingent liabilities

Provisions

Provisions are recognized when there is a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingencies

Contingent liabilities are disclosed in the Notes to the standalone financial statements. Contingent liabilities are disclosed for

- when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or
- a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount cannot be made.

viii. Employee benefits

I. Short term benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, bonus, short term compensated absences and the expected cost of ex-gratia is recognized in the period in which the employee renders the related service.

II. Other long-term employee benefits

The Company has for all employees’ other long-term benefits in the form of Long Service Award and Compensated Absences as per the policy

of the Company. Liabilities for such benefits are provided on the basis of actuarial valuation, as at the reporting date, carried out by an independent actuary. The actuarial valuation method used by an independent actuary for measuring the liability is the Projected Unit Credit method.

III. Post-employment benefit obligations

The company operates the following post-employment schemes:

- a) defined contribution plans such as superannuation fund and provident fund for Nepal and
- b) defined benefit plans such as gratuity and provident fund (other than Nepal)

Defined contribution plans

The Company has defined contribution plans for post-employment benefits in the form of Superannuation Fund which is recognised by the Income-tax authorities and administered through trustees and/or Life Insurance Corporation of India (LIC). Further, the Company also has a defined contribution plan in the form of a provident fund scheme for its staff and workmen at Nepal and pension scheme under the Employee’s Pension Scheme 1995 for its all employees, which are administered by the Provident Fund Commissioner.

All the above-mentioned schemes are classified as defined contribution plans as the Company has no further obligation beyond making the contributions. The Company’s contributions to defined contribution plans are charged to the Statement of Profit and Loss, when an employee renders the related service.

Defined benefit plans

The company has defined benefit plans for post-employment benefits in the form of Provident Fund (treated as a defined benefit plan on account of guaranteed interest benefit) and Gratuity.

The Company has for all employees other than Nepal, defined benefit plans for post-employment benefits in the form of Provident Fund which is administered through trustees (treated as a defined benefit plan on account of guaranteed interest benefit). Further, the Company has defined benefit plan for post-retirement benefit in the form of Gratuity which is administered through LIC for all its employees.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Provident Fund and Gratuity fund are recognised by the Income-tax authorities and administered through trustees and/or LIC. Liability for Defined Benefit Plans is provided on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary.

The defined benefit obligation is calculated annually by independent actuaries using the Projected Unit Credit Method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bond that have terms to maturity approximating to the terms of the related gratuity, pension plan and provident fund liabilities.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the Balance Sheet.

ix. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming the market participants act in their economic best interest.

The fair value measurement of a non-financial asset takes into account, market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Where required/appropriate, external valuers are involved.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) prices in active market for identical assets or liabilities.
- Level 2 (if level 1 feed is not available/appropriate) — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 (if level 1 and 2 feed is not available/appropriate) — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amount approximates fair value due to the short maturity of these instruments.

The Company recognizes transfers between levels of fair value hierarchy at the end of reporting period during which the change has occurred.

x. Leases

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the company.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments, less any lease incentives receivable
- Variable lease payments
- Amount expected to be payable by the lessee under residual value guarantee

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability
- Any lease payments made at or before the commencement date less any lease incentives received
- Any initial direct cost and restoration costs

Right-of-use assets are generally depreciated over the shorter of the asset’s useful life and the lease term on a straight-line basis.

Payments associated with short-term leases and all leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

xi. Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets except inventories to ascertain whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets excluding goodwill with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount of the asset does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

xii. Cash and cash equivalents

For the purpose of presentation in the Statement of Cash Flows, Cash and Cash Equivalents includes balance with banks and demand deposits with banks with original maturities of three months or less and other short term highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

xiii. Financial instruments

A financial instrument is any contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets:

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortized cost.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets (excluding trade receivables which do not contain a significant financing component) are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in the Statement of Profit and Loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

- fair value (either through other comprehensive income or through Profit and Loss), or
- amortized cost.

Debt instruments

Debt instruments are subsequently measured at amortized cost, fair value through other comprehensive income ('FVTOCI') or fair value through Profit and Loss ('FVTPL') till de-recognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

There are three measurement categories into which the Company classifies its debt instruments.

(a) Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in the Statement of Profit and Loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

(b) Fair value through other comprehensive income (FVTOCI):

Assets that are held for collection of contractual cash flows and for selling the

financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the Statement of Profit and Loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

(c) Fair value through profit or loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in the Statement of Profit and Loss in the period in which it arises. Interest income from these financial assets is recognised in the Statement of Profit and Loss.

Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Impairment of financial assets

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, and bank balance.
- trade receivables.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Derecognition of financial assets

A financial asset is derecognized only when:

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows from the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Income recognition

Interest income

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that

exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Financial liabilities:

Initial recognition and measurement

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at FVTPL, transaction costs that are directly attributable to the issue/origination of the financial liability.

Subsequent measurement

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held- for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in the Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in Statement of Profit and Loss. Any gain or loss on derecognition is also recognized in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

Offsetting financial instruments

Financial assets and liabilities are off-set and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

3. Other accounting policies

i. Investment in subsidiary

Investment in subsidiary is carried at cost, less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of investment is assessed and an

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

impairment provision is recognised, if required immediately to its recoverable amount. On disposal of such investment, difference between the net disposal proceeds and carrying amount is recognised in the statement of profit and loss.

ii. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Chief Operating decision-maker is responsible for allocating resources and assessing performance of the operating segments and makes strategic decisions. Refer Note 34 for segment information presented.

iii. Export Incentives

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same.

iv. Exceptional Items

When items of income or expense are of such nature, size and incidence that their disclosure is necessary to explain the performance of the Company for the year, the company makes a disclosure of the nature and amount of such items separately under the head “exceptional items.”

v. Dividends distribution to equity holders

Provision is made for amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

vi. Foreign currency translation

Functional and presentation currency

Items included in the standalone financial statements are measured using the currency of the primary economic environment in which the Company operates (“the functional currency”). The standalone financial statements are presented in Indian ₹ (INR), which is Sanofi India Limited’s functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the

translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in the Statement of Profit and Loss.

Non-monetary items that are measured at historical cost in foreign currency are not retranslated.

All non-monetary items denominated in foreign currency are carried at historical cost or other similar valuation and are reported using the exchange rate that existed when the values were determined.

vii. Share based payments

Sanofi S.A. France, being the Ultimate Holding Company has given restricted stock option plan to certain employees of the Company.

Pursuant to Ind AS 102 ‘Share-based Payment’, the Company recognizes an expense based on the fair value of the stock options as at grant date. The expenses are amortised over the vesting period which is conditional on the provision of services by the plan participant during the vesting period. The corresponding credit is given to equity because the award represents in substance equity contribution by the Parent Company. The cumulative expense recognised for stock options at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company’s best estimate of the number of equity instruments that will ultimately vest.

viii. Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

ix. Earnings per Share

Basic earnings per share is calculated by dividing the net profit after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

4. Critical Estimates and Judgements

The preparation of the Company’s standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amount of assets, liabilities, revenue, expenses, and the accompanying disclosures and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed

to be reasonable under the circumstances existing when standalone financial statements were prepared. These estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected.

The areas involving critical estimates and judgements are:

- Useful lives of Property, plant and equipment and intangibles [Refer Note 2 (iv) and (v)]
- Measurement of defined benefit obligations (Refer Note 40)
- Provision for inventories (Refer Note 11)
- Measurement and likelihood of occurrence of provisions and contingencies (Refer Notes 22, 37, 41 and 43)
- Impairment of trade receivables (Refer Note 12)

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

5 (a)- Property, plant and equipment

₹ in Million								
Particulars	Buildings	Leasehold Improvements	Plant and Equipments	Furniture and Fixtures	Office Equipments	Computers	Motor Vehicles	Total
Year ended December 31, 2023								
Gross Carrying Amount								
As at December 31, 2022	2,192	23	1,639	274	75	309	16	4,528
Additions	8	-	14	2	-	18	-	42
Transferred during the year from CWIP	162	-	175	1	-	22	-	360
Disposals	-	(23)	(34)	(14)	(32)	(95)	-	(198)
Closing Gross Carrying Amount	2,362	-	1,794	263	43	254	16	4,732
Accumulated Depreciation								
As at December 31, 2022	516	15	972	211	49	290	12	2,065
Depreciation charge during the year	98	2	147	31	7	19	2	306
Disposals	-	(17)	(31)	(11)	(29)	(95)	-	(183)
Closing Accumulated Depreciation	614	-	1,088	231	27	214	14	2,188
Net Carrying Amount as at December 31, 2023	1,748	-	706	32	16	40	2	2,544
Year ended December 31, 2024								
Gross Carrying Amount								
As at December 31, 2023	2,362	-	1,794	263	43	254	16	4,732
Additions	4	-	42	3	-	40	-	89
Transferred during the year from CWIP	178	-	75	-	-	7	-	260
Disposals	-	-	(8)	-	-	(36)	(5)	(49)
Transferred (out) [Refer Note (i) below]	-	-	(31)	-	-	(30)	-	(61)
Closing Gross Carrying Amount	2,544	-	1,872	266	43	235	11	4,971
Accumulated Depreciation								
As at December 31, 2023	614	-	1,088	231	27	214	14	2,188
Depreciation charge during the year [Refer Note (ii) below and Note 52]	121	-	134	18	4	24	1	302
Disposals	-	-	(7)	-	-	(36)	(5)	(48)
Transferred (out) [Refer Note (i) below]	-	-	(17)	-	-	(12)	-	(29)
Closing Accumulated Depreciation	735	-	1,198	249	31	190	10	2,413
Net Carrying Amount as at December 31, 2024	1,809	-	674	17	12	45	1	2,558

Note:

(i) The Company has transferred assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).

(ii) Depreciation charge as disclosed above for the year ended December 31, 2024 includes ₹ 12 Million (December 31, 2023 ₹ 27 Million) from the discontinued operations (Refer Note 52).

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

5 (b)- Capital work-in-progress

Capital work-in-progress of ₹ 181 million (December 31, 2023: ₹ 133 million) mainly comprises of plant and equipment and building being constructed in India.

(a) Ageing of Capital work-in-progress:

As on December 31, 2024

					₹ in Million
Capital work-in-progress	Amount for Capital work-in-progress				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	115	-	38	28	181
(ii) Projects temporarily suspended	-	-	-	-	-
Total	115	-	38	28	181

(b) Completion schedule for Capital work-in-progress whose completion has exceeded compared to its original plan:

As on December 31, 2024

Capital work-in-progress	To be Completed In				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	66	-	-	-	66
(ii) Projects temporarily suspended	-	-	-	-	-
Total	66	-	-	-	66

(c) Ageing of Capital work-in-progress:

As on December 31, 2023

Capital work-in-progress	Amount for Capital work-in-progress				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	67	38	28	-	133
(ii) Projects temporarily suspended	-	-	-	-	-
Total	67	38	28	-	133

(d) Completion schedule for Capital work-in-progress whose completion has exceeded compared to its original plan:

As on December 31, 2023

Capital work-in-progress	To be Completed In				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	-	66	-	-	66
(ii) Projects temporarily suspended	-	-	-	-	-
Total	-	66	-	-	66

5 (c)- Leases

i) Amounts recognised in balance sheet

The balance sheet shows the following amounts relating to leases of warehouse premises and factory land.

a) Right-of-use assets

The changes in the carrying value of Right-of-use assets for the year ended are as follows :

Particulars	December 31, 2024	December 31, 2023
Office premises	176	177
Land	378	379
Total	554	556

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Amounts recognised in balance sheet

Right-of-use assets:

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Opening balance	556	589
Add: Additions during the year	66	106
Less: Termination of leases during the year	-	(56)
Less: Depreciation during the year	(68)	(83)
Closing balance	554	556

b) Lease liabilities

Set out below are the carrying amounts of lease liabilities and the movements during the year :

Particulars	December 31, 2024	December 31, 2023
Opening balance	190	236
Add: Additions during the year	66	106
Add: Interest for the year	15	17
Less: Lease payments made during the year	(78)	(100)
Less: Termination of leases during the year	-	(69)
Closing balance	193	190

Below represents net debt reconciliation as per requirements of Ind-AS 7 - Statement of Cash Flows :

Particulars	Cash and Cash Equivalents	Lease Liabilities	(Net debt)
Cash balance / (Net Debt) as at December 31, 2022	10,049	(236)	9,813
Cash flows	(6,120)	-	(6,120)
Movement in lease liabilities (Refer table above)	-	46	46
Cash balance / (Net Debt) as at December 31, 2023	3,929	(190)	3,739
Cash flows	(1,091)	-	(1,091)
Movement in lease liabilities (Refer table above)	-	(3)	(3)
Cash balance / (Net Debt) as at December 31, 2024	2,838	(193)	2,645

The following is the break-up of current and non-current lease liabilities for the year ended:

Particulars	December 31, 2024	December 31, 2023
Current lease liabilities	53	51
Non-current lease liabilities	140	139
Total	193	190

ii) Amounts recognised in the Standalone Statement of Profit & Loss

Particulars	December 31, 2024	December 31, 2023
Depreciation charge on right-of-use assets (Refer Note 31)	68	83
Interest expense (Refer Note 30)	15	17
Expenses relating to short term and low value leases [Refer Note 32 (a)]	17	7
Gain on termination of leases (Refer Note 26)	-	(13)
Total	100	94

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

iii) Variable lease payments

The Company does not have any variable lease payments for the above leases.

iv) Extension and termination options

Extension and termination options are included in an number of leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations.

6 (a) - Intangible assets

(₹ in Million)			
Particulars	Software	Technical know-how	Total
Year ended December 31, 2023			
Gross Carrying Amount			
As at December 31, 2022	97	95	192
Additions	5	48	53
Disposals	(97)	-	(97)
Closing Gross Carrying Amount	5	143	148
Accumulated amortisation			
As at December 31, 2022	97	92	189
Amortisation charge during the year	1	6	7
Disposals	(97)	-	(97)
Closing Accumulated Depreciation	1	98	99
Net Carrying Amount as at December 31, 2023	4	45	49
Year ended December 31, 2024			
Gross Carrying Amount			
As at December 31, 2023	5	143	148
Additions	1	-	1
Disposals	-	-	-
Transferred (out) [Refer Note (i) below]	-	(66)	(66)
Closing Gross Carrying Amount	6	77	83
Accumulated amortisation			
As at December 31, 2023	1	98	99
Amortisation charge during the year	1	11	12
Disposals	-	-	-
Transferred (out) [Refer Note (i) below]	-	(41)	(41)
Closing Accumulated Depreciation	2	68	70
Net Carrying Amount as at December 31, 2024	4	9	13

Note:

(i) The Company has transferred assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).

(ii) Amortization charge for the year ended December 31, 2024 includes ₹ 3 Million (December 31, 2023 ₹ 4 Million) from the discontinued operations.

6 (b) - Intangible assets under development

Intangible assets under development of ₹ NIL million (December 31, 2023: ₹ 26 million) mainly comprises of product development and technical know- how. The Company has transferred assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

(a) Ageing of Intangible Assets Under Development:

As on December 31, 2024

(₹ in Million)

Intangible Assets Under Development	Amounts in Intangible Assets under Development for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	-	-	-	-	-
(ii) Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

(b) Completion schedule for intangible assets under development whose completion has exceeded compared to its original plan:

As on December 31, 2024

Intangible Assets Under Development	To be Completed In				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	-	-	-	-	-
(ii) Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

(c) Ageing of Intangible Assets Under Development:

As on December 31, 2023

Intangible Assets Under Development	Amounts in Intangible Assets under Development for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	-	-	-	26	26
(ii) Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	26	26

(d) Completion schedule for intangible assets under development whose completion has exceeded compared to its original plan:

As on December 31, 2023

Intangible Assets Under Development	To be Completed In				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	26	-	-	-	26
(ii) Projects temporarily suspended	-	-	-	-	-
Total	26	-	-	-	26

7- Investment in subsidiary

Particulars	December 31, 2024	December 31, 2023
Equity Instruments (Unquoted):		
Investment in subsidiary		
Nil (December 31, 2023 : 2,000,000) Equity Shares of ₹ 10 each, fully paid up, held in Sanofi Consumer Healthcare India Limited (Refer note 52)	-	20
Total	-	20

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

8 - Non current financial assets-Other financial assets

(₹ in Million)

Particulars	December 31, 2024	December 31, 2023
Unsecured, considered good		
Margin money deposits (Refer note 14)	7	5
Other receivables	27	39
Other deposits	16	15
Security deposits	77	52
Unsecured, considered doubtful		
Security deposits	22	17
Less: Loss allowance	(22)	(17)
Total	127	111

9 (a) - Income tax assets (net)

Particulars	December 31, 2024	December 31, 2023
Advance income tax (net of provision of ₹ 11,765 million; December 31, 2023: ₹ 11,046 million)	1,375	1,194
Total	1,375	1,194

9 (b) - Current tax liabilities (net)

Particulars	December 31, 2024	December 31, 2023
Income Tax provision (net of advance tax ₹ 18,909 million; December 31, 2023: ₹ 18,835 million)	959	1,015
Total	959	1,015

10 - Other non-current assets

Particulars	December 31, 2024	December 31, 2023
Capital advances	6	20
Prepaid rentals	35	35
Total	41	55

11 - Inventories

Particulars	December 31, 2024	December 31, 2023
Raw materials and packing materials (Including in transit ₹ 26 million; December 31, 2023 : ₹ 178 million)	1,166	1,785
Work-in-progress	44	36
Finished goods	353	738
Stock-in-trade (Including in transit ₹ 767 million; December 31, 2023 : ₹ 4 million)	3,435	4,079
Total	4,998	6,638

The Company has created provision amounting to ₹ 202 million (December 31, 2023 : ₹ 101 million) which is mainly on account of inventory which is expired, near expiry, damaged etc.

12 - Trade receivables

Particulars	December 31, 2024	December 31, 2023
Trade receivables from contract with Customers	1,125	377
Trade receivables from contract with Customers - related parties (Refer note 38)	1,215	985
Less: Allowance for credit losses	(40)	(45)
Total	2,300	1,317

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Breakup up of security details

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	2,340	1,362
Trade receivables considered good which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	-	-
Total	2,340	1,362
Less: Allowance for credit losses	(40)	(45)
Total	2,300	1,317

Ageing Schedule for Trade receivables

As at December 31, 2024

Particulars	Unbilled	Outstanding for the following periods from due date						Total
		Not Due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables								
Considered good	63	1,740	403	94	7	4	29	2,340
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Less: Allowance for credit losses	-	-	-	-	(7)	(4)	(29)	(40)
Disputed Trade Receivables								
Considered good	-	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Less: Allowance for credit losses	-	-	-	-	-	-	-	-
Total	63	1,740	403	94	-	-	-	2,300
Expected loss rate	0%	0%	0%	0%	93%	100%	100%	

As at December 31, 2023

Particulars	Unbilled	Outstanding for following periods from due date						Total
		Not Due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables								
Considered good	-	1,212	92	13	5	6	34	1,362
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Less: Allowance for credit losses	-	-	-	-	(5)	(6)	(34)	(45)
Disputed Trade Receivables								
Considered good								
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Less: Allowance for credit losses	-	-	-	-	-	-	-	-
Total	-	1,212	92	13	-	-	-	1,317
Expected loss rate	0%	0%	0%	0%	100%	100%	100%	

1. Refer note (48(A)) for credit and market risk on trade receivables.
2. There are no outstanding receivables due from directors or other officers of the company as year end.
3. No element of financing is deemed present and sales are generally made with a credit period as specified by the company's policy which is consistent with the market practice. The company does not have any contracts where the period between transfer of the promised goods and services to the customer and the payment by the customer exceeds 1 year. As a consequence, the company does not adjust any transaction prices for the time value of money.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

13 - Cash and cash equivalents

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Balances with banks		
- in current accounts	387	628
- in EEFC accounts	16	12
Deposits with banks with original maturity of less than 3 months	2,435	3,289
Total	2,838	3,929

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the current and previous year.

14 - Other bank balances

Particulars	December 31, 2024	December 31, 2023
Margin money deposits (Refer note below)	29	38
Unpaid dividend accounts	81	82
Total	110	120

Margin money deposits given as security

Margin money deposits with carrying amount of ₹ 36 million (December 31, 2023 : ₹ 43 million) are subject to first charge to secure bank guarantees issued by banks on behalf of the Company.

15 - Current loans

Particulars	December 31, 2024	December 31, 2023
Unsecured, considered good		
Loans to employees	10	19
Total	10	19

Loan to employees includes amount due from directors / KMP amounting to Nil (PY : Nil) (Refer note 38).

The Company has not granted loans to its promoters, directors, key managerial personnel (KMP) and the other related parties (as defined under the Companies Act, 2013) which are repayable on demand or without specifying any terms or period of repayment or any other loans or advance in the nature of loans during the current year and previous year.

16 - Other current financial assets

Particulars	December 31, 2024	December 31, 2023
Security deposits	5	11
Other receivables (Refer Note No 38)	447	67
Total	452	78

17 - Other current assets

Particulars	December 31, 2024	December 31, 2023
Advance payments to suppliers	47	16
Export benefits receivable	8	7
Balance with government authorities	382	260
Prepaid expenses	115	71
Other Advances	6	5
Others	2	3
Total	560	362

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

18 - Share capital and other equity

18 (a) - Equity share capital

(i) Authorised share capital

(₹ in Million)		
Particulars	Number of shares	Amount
As at January 1, 2023	23,500,000	235
Increase during the year	-	-
As at December 31, 2023	23,500,000	235
Increase during the year	-	-
As at December 31, 2024	23,500,000	235

Issued, Subscribed and Paid up :

(ii) Movements in equity share capital

Particulars	Number of shares	Amount
As at January 1, 2023	23,030,622	230
Issued during the year	-	-
As at December 31, 2023	23,030,622	230
Issued during the year	-	-
As at December 31, 2024	23,030,622	230

(iii) Terms and rights attached to equity shares

The Company has only one class of equity shares having a face value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholder.

(iv) Shares held by holding and ultimate holding Company

13,904,722 (December 31, 2023 : 13,904,722) equity shares of ₹ 10 each fully paid are held by Hoechst GmbH, Germany, holding Company and 4,865 (December 31, 2023: 4,865) equity shares of ₹ 10 each fully paid are held by Sanofi S.A., France ultimate holding Company.

(v) Details of shareholders holding more than 5% shares in the Company

Particulars	December 31, 2024	December 31, 2023
Equity shares of ₹ 10 each fully paid		
Hoechst GmbH, Germany		
- No of shares	13,904,722	13,904,722
- % of holding	60.37%	60.37%
Life Insurance Corporation of India		
- No of shares	1,369,833	1,369,833
- % of holding	5.95%	5.95%

(vi) Details of Promoters shareholding

Name of Promoters	No. of Shares as on December 31, 2024	Percentage of Total Shares on December 31, 2024	Percentage Change during the year
Hoechst GmbH, Germany	13,904,722	60.37%	0.00%
Sanofi S.A.	4,865	0.02%	0.00%

Name of Promoters	No. of Shares as on December 31, 2023	Percentage of Total Shares on December 31, 2023	Percentage Change during the year
Hoechst GmbH, Germany	13,904,722	60.37%	0.00%
Sanofi S.A.	4,865	0.02%	0.00%

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

18 (b) - Other equity - Reserves and surplus

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Securities premium	20	20
Retained earnings	4,458	6,019
General reserve	3,203	3,203
Share options outstanding account	695	683
Total	8,376	9,925

(i) Securities premium

Particulars	December 31, 2024	December 31, 2023
Opening balance	20	20
Movement during the year	-	-
Closing balance	20	20

(ii) Retained earnings

Particulars	December 31, 2024	December 31, 2023
Opening balance	6,019	8,432
Profit for the year	4,135	6,032
Items of Other Comprehensive Income recognised directly into retained earnings		
- Remeasurement of Post employee benefit obligation, net of tax	72	(13)
Dividend paid	(3,846)	(8,432)
Adjustment pursuant to demerger scheme (Refer note 52)	(1,902)	-
Cancellation of investment on account of demerger scheme (Refer note 52)	(20)	-
Closing balance	4,458	6,019

(iii) General reserve

Particulars	December 31, 2024	December 31, 2023
Opening balance	3,203	3,454
Dividend paid	-	(251)
Closing balance	3,203	3,203

(iv) Share options outstanding account

Particulars	December 31, 2024	December 31, 2023
Opening balance	683	622
Employee stock option expense (net) (Refer note 39)	12	61
Closing balance	695	683

Nature and purpose of reserves:

1) Securities premium

Securities premium is created when shares are issued at premium. This is utilised in accordance with the provisions of the Companies Act, 2013.

2) General reserve

General reserve is created out of profits of the Company. The reserve is utilised in accordance with the provisions of Companies Act, 2013. Part of free reserve was distributed as dividend during the previous year.

3) Share options outstanding account

The share options outstanding account is used to recognise the fair value of restricted stock units as at grant date issued by the Ultimate Holding Company, Sanofi S.A to the Company's eligible employees.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

19 - Non-current employee benefit obligations

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Compensated absences (Refer note 40)	173	296
Long service awards (Refer note 40)	7	11
Total	180	307

20 - Trade payables

Particulars	December 31, 2024	December 31, 2023
Trade Payables : micro and small enterprises (Refer note 44)	221	283
Trade Payables : Other than micro and small enterprises		
- Related parties (Refer note 38)	2,685	962
- Others	1,157	1,670
Total	4,063	2,915

Ageing schedule for Trade Payable

As at December 31, 2024	Unbilled	Outstanding for following periods from due date of payment					Total
		Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables							
Micro enterprises and small enterprises	-	204	-	-	-	17	221
Others	599	1,487	1,736	21	-	-	3,842
Disputed trade payables							
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	599	1,691	1,736	21	-	17	4,063

As at December 31, 2023	Unbilled	Outstanding for following periods from due date of payment					Total
		Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables							
Micro enterprises and small enterprises	-	266	-	-	-	17	283
Others	356	1,185	1,091	-	-	-	2,632
Disputed trade payables							
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	356	1,451	1,091	-	-	17	2,915

21 - Other current financial liabilities

Particulars	December 31, 2024	December 31, 2023
Other payables to related party (Refer note 38)	61	43
Unclaimed dividend #	81	82
Liability for capital goods	85	42
Others	117	-
Total	344	167

There are no amounts due for payment to the Investor Education and Protection Fund (IEPF) under Section 125 of the Companies Act, 2013 as at the year end.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

22 - Current provisions

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Provision for sales return (Refer note 41)	520	690
Provision for indirect tax (Refer note 41)	298	284
Others (Refer note 41)	367	367
Total	1,185	1,341

23 - Current employee benefit obligations

Particulars	December 31, 2024	December 31, 2023
Employee related liabilities #	474	773
Compensated absences (Refer note 40)	34	64
Long service awards (Refer note 40)	1	2
Gratuity (Refer note 40)	31	89
Total	540	928

includes salaries, wages and bonus payable to employees

24 - Other current liabilities

Particulars	December 31, 2024	December 31, 2023
Statutory liabilities	48	96
Total	48	96

25 - Revenue from operations

Particulars	December 31, 2024	December 31, 2023
Revenue from contract with customers :		
Sale of products	18,726	18,660
Sale of services	1,164	1,156
	19,890	19,816
Other operating income :		
Scrap sale	6	11
Export incentives	37	27
Others #	199	107
	242	145
Total	20,132	19,961

Includes recovery of freight

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Disaggregation of revenue from contract with customers

The Company has determined the categories of disaggregation of revenue considering the types/nature of contracts. The Company derives revenue from the transfer of goods and services.

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Revenue by location of customers		
- India	16,047	14,994
- Outside India	4,085	4,967
	20,132	19,961
Timing of revenue recognition		
- At a point in time	18,968	18,805
- Over a period of time	1,164	1,156
Total revenue from contract with customers	20,132	19,961
Reconciliation of revenue recognised in the statement of profit and loss with contracted price		
- Contract price	20,639	20,729
- Less: Volume discount/Cash discount	(507)	(768)
Total revenue from contract with customers	20,132	19,961

26 - Other income

Particulars	December 31, 2024	December 31, 2023
Interest		
Bank deposits (Refer note 38)	132	358
On Income tax refund	-	78
Rental income (Refer note 38)	2	2
Provisions no longer required written back	1	-
Exchange differences net	22	16
Gain on termination of leases (Refer note 5 (c))	-	13
Miscellaneous Income	8	145
Total	165	612

27 - Cost of materials consumed

Particulars	December 31, 2024	December 31, 2023
Inventory at the beginning of the year	1,239	1,544
Add: Purchases	3,475	3,134
Less: Inventory at the end of the year	1,166	1,239
Total	3,548	3,439

Value of Inventories excludes stock pertaining to discontinued operations as on December 31, 2023 ₹ 546 Million and December 31, 2022 ₹ 607 Million.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

28 - Changes in Inventories of work-in-progress, stock-in-trade and finished goods

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Inventory at the end of the year		
Finished goods	353	319
Stock-in-trade	3,435	4,079
Work-in-progress	44	36
	3,832	4,434
Inventory at the beginning of the year		
Finished goods	319	268
Stock-in-trade	4,079	1,272
Work-in-progress	36	57
	4,434	1,597
Total	602	(2,837)

Value of Finished goods excludes stock pertaining to discontinued operations as on December 31, 2023 ₹ 419 Million and December 31, 2022 ₹ 332 Million.

29 - Employee benefits expense

Particulars	December 31, 2024	December 31, 2023
Salaries, wages and bonus	2,165	2,498
Contribution to provident fund and other funds	106	124
Gratuity (Refer note 40)	47	47
Staff welfare expenses	72	77
Employee share based payment expense (net) (Refer note 39)	12	61
Total	2,402	2,807

30 - Finance costs

Particulars	December 31, 2024	December 31, 2023
Other interest (Refer note 44)	*	*
Interest on lease liabilities (Refer note 5 (c))	15	17
Total	15	17

* denotes figure less than a million

31 - Depreciation and amortisation expense

Particulars	December 31, 2024	December 31, 2023
Depreciation of property, plant and equipment (Refer note 5 (a))	290	279
Depreciation of right-of-use assets (Refer note 5 (c))	68	83
Amortisation of intangible assets (Refer note 6 (a))	9	3
Total	367	365

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

32 (a) - Other expenses

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Advertisement and sales promotion	179	236
Auxiliary and other materials	64	55
Auditors remuneration (Refer note 32 (b))	5	5
Expenditure towards Corporate Social Responsibility (CSR) activities (Refer note 45)	144	148
Insurance	98	67
Legal and professional fees	445	416
Service charges	4	7
Power and fuel	116	84
Provision for bad and doubtful debts (net) (Refer note 48 (A))	2	(4)
Provision for doubtful advances and deposits	5	(2)
Rates and taxes	76	80
Rent	17	7
Repairs and maintenance- buildings	28	22
Repairs and maintenance - others	78	58
Repairs and maintenance - plant and machinery	43	36
Selling and distribution expenses	880	726
Stores and spares	1	1
Toll manufacturing charges	188	136
Trainings and meetings	38	35
Travelling and conveyance	376	350
Commission to Non-executive Directors	7	5
(Gain) / Loss on sale/Write-off of property, plant and equipment and asset held for sale (net)	(5)	21
Miscellaneous expenses	240	253
Total	3,029	2,742

32 (b) - Auditors remuneration

Particulars	December 31, 2024	December 31, 2023
Payment to Auditors:		
As auditor:		
Audit fees	5	5
In other capacities:		
Certificates	*	*
Reimbursement of Expenses	*	*
Total Payments to Auditors	5	5

* denotes figure less than a million

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

33 - Income Tax

33 (a) Income tax expense

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Current tax		
Current tax on profits for the year	1,584	2,433
Total current tax expense	1,584	2,433
Deferred tax		
(Decrease) in deferred tax liabilities	(93)	(7)
Total deferred tax (credit)	(93)	(7)
Income tax expense	1,491	2,426
Current Tax Expenses is attributable to :		
Continuing operations	1,258	1,634
Discontinued operations	326	799
Total	1,584	2,433
Deferred Tax Expense/(Credit) attributable to :		
Continuing operations	(81)	5
Discontinued operations	(12)	(12)
Total	(93)	(7)
Total Income tax Expense	1,491	2,426

33 (b) For the year ended December 31, 2024, the company has reversed deferred tax assets of ₹ 24 million in other comprehensive income whereas the company had recognised deferred tax assets of ₹ 5 million for the year ended December 31, 2023 on account of actuarial remeasurements of defined benefit plan.

No aggregate amounts of current and deferred tax have arisen in the reporting periods which have not been recognised in net profit or loss or other comprehensive income but directly debited/ (credited) to equity.

33 (c) Reconciliation of tax expense and the accounting profit multiplied by tax rate :

Particulars	December 31, 2024	December 31, 2023
Profit before tax		
Continuing operations	4,314	5,285
Discontinued operations	1,312	3,173
Total	5,626	8,458
At statutory income tax rate of 25.168% (December 31, 2023: 25.168%)	1,416	2,129
Expenses not deductible for tax purposes	75	201
Taxable income under Income Tax Act, 1961	-	101
Difference on account of different tax rate for long term capital gains	-	(5)
Effective income tax	1,491	2,426

33 (d) Deferred tax Assets / (Liabilities) (net)

Particulars	December 31, 2024	December 31, 2023
The balance comprises temporary differences attributable to:		
Provision for doubtful debts and advances	16	16
Disallowance under Section 43B and 40(a)(ia) of the Income Tax Act, 1961	60	113
Employee retirement and other long term benefits	216	197
Lease liabilities	45	48
Total deferred tax assets	337	374
Depreciation and amortisation	(333)	(366)
Right-of-Use Assets	(3)	(45)
Total deferred tax liabilities	(336)	(411)
Deferred tax Asset/(liability) (net)	1	(37)

Note: Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

33 (e) Movement in deferred tax assets/liabilities

(i) Deferred Tax Assets/Liabilities in relation to the year ended December 31, 2024

(₹ in Million)					
Particulars	December 31, 2023	Charged/ (Credited) to Statement of Profit and Loss#	Charged/ (Credited) to Other Comprehensive Income	Adjustment *	December 31, 2024
Deferred Tax Liability					
Depreciation and amortisation	366	(28)	-	(5)	333
Right-of-Use Assets	45	(42)	-		3
Total Deferred Tax Liability	411	(70)	-	(5)	336
Less : Deferred Tax Assets					
Provision for doubtful debts and advances	(16)	(2)		2	(16)
Disallowance under Section 43B and 40(a)(ia) of the Income Tax Act, 1961	(113)	53	-	-	(60)
Employee retirement and other long term benefits	(197)	(77)	24	34	(216)
Lease liabilities	(48)	3	-		(45)
Total Deferred Tax Assets	(374)	(23)	24	36	(337)
Net Deferred Tax Liabilities/ (Assets)	37	(93)	24	(31)	(1)

* The Company has transferred deferred tax assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).
Includes deferred tax credit of ₹ 12 Million for discontinued operations.

(ii) Deferred Tax Assets/Liabilities in relation to the year ended December 31, 2023

Particulars	December 31, 2022	Charged/ (Credited) to Statement of Profit and Loss	Charged/ (Credited) to Other Comprehensive Income	December 31, 2023
Deferred Tax Liability				
Depreciation and amortisation	404	(38)	-	366
Right-of-Use Assets	53	(8)	-	45
Total Deferred Tax Liability	457	(46)	-	411
Less : Deferred Tax Assets				
Provision for doubtful debts and advances	(18)	2	-	(16)
Disallowance under Section 43B and 40(a)(ia) of the Income Tax Act, 1961	(124)	11	-	(113)
Employee retirement and other long term benefits	(206)	14	(5)	(197)
Lease liabilities	(60)	12	-	(48)
Total Deferred Tax Assets	(408)	39	(5)	(374)
Net Deferred Tax Liabilities	49	(7)	(5)	37

34 - Operating Segment

The operations of the Company are limited to one segment viz. Pharmaceutical products.

Operating segments are defined as components of a company for which discrete financial information is available that is evaluated regularly by Chief Operating Decision Maker (“CODM”), in deciding how to allocate resources and assessing performance.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Geographical revenues are allocated based on the location of the customers. Information regarding geographical revenue is as follows :

Revenue from Continued operations

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
India	16,047	14,994
Singapore	3,922	3,863
Others	163	1,104
Total	20,132	19,961

Information about major customers

Customer represented 10% or more of the Company’s total revenue :

Particulars	December 31, 2024	December 31, 2023
Sanofi-Aventis Singapore Pte. Limited	3,922	3,863
Emcure Pharmaceuticals Ltd	3,175	-
Total	7,097	3,863

35 - Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹ 1 Million (December 31, 2023 : ₹ 62 Million).

36 - Earnings per share

Particulars	December 31, 2024	December 31, 2023
Profit for the year	4,135	6,032
Profit from continuing operations for the year (₹ in Million)	3,137	3,646
Profit from discontinued operations for the year (₹ in Million)	998	2,386
Weighted average number of shares	23,030,622	23,030,622
Nominal value per share (₹)	10	10
Basic and diluted earnings per share (₹)	179.54	261.91
Continuing operations	136.21	158.31
Discontinued operations	43.33	103.60

37 - Contingent Liabilities

a) Particulars	December 31, 2024	December 31, 2023
Income Tax demands in respect of which		
Tax authorities have appealed against Income tax orders which were ruled in favour of the Company	797	797
Company’s appeals are pending before appropriate authorities/ the Company is in process of filing an appeal with appropriate authorities	2,114	2,112

- b) There are certain matters relating to Indirect tax litigations which are pending for decision at various authority levels. Based on management’s assessment, these would have a remote possibility of cash outflow.
- c) There are other legal cases filed against the Company which based on the management assessment the likelihood of cash outflow is considered to be remote.
- d) The Supreme Court of India, through a ruling in February 2019, provided guidelines for interpreting the scope of compensation on which the organisation and its employees are to contribute towards Provident Fund. There is significant uncertainty and ambiguity in interpreting and giving effect to the guidelines of Supreme Court. The Company believes that there will be no significant impact on its contributions to Provident Fund due to the Supreme Court Order. The Company will evaluate its position and act, as clarity emerges on impact of the ruling.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

38 - Related Party Disclosures

i. Parties where control exists:

- a) Sanofi S.A. France, Ultimate Holding Company
- b) Hoechst GmbH, Germany, Holding Company
- c) Sanofi Consumer Healthcare India Limited, Subsidiary of the Company (Upto June 1, 2024)

ii. Other related parties in Sanofi Group where common control exists and with whom transactions have taken place during the reporting year.

Sanofi-Aventis Singapore Pte. Limited
Francopia S.A.R.L.
Sanofi-Aventis Deutschland GmbH *
Sanofi Consumer Healthcare India Limited
Opella Healthcare UK Limited *
Sanofi Healthcare India Private Limited
Sanofi Winthrop Industrie S.A.
Sanofi-Aventis Recherche & Developpment
Opella Healthcare India Private Limited
Sanofi Aventis Malaysia SDN BHD
Sanofi US Services Inc.
Sanofi- Aventis Gestion S.A.
Euro API Germany GMBH
Sanofi India Limited Provident Fund

* No transactions during the year

iii. Key management personnel

- Mr. Rodolfo Hrosz - Managing Director
- Mr. Cherian Mathew - Whole Time Director (till the closure of business hours of September 26, 2023)
- Mr. Vaibhav Karandikar - Chief Financial officer and Whole time director (till the closure of business hours of November 30, 2023)
- Mr. Rachid Ayari - Chief Financial officer and Whole time director (w.e.f. December 1, 2023)
- Mr. Arjun Thakkar - Company Secretary (w.e.f. February 12, 2025)
- Ms. Radhika Shah - Company Secretary (till the closure of business hours of November 15, 2024)
- Ms. Reese Amonkar - Whole Time Director (w.e.f. September 26, 2023)

iv. Non-Executive Directors

- Mr. Marc-Antoine Lucchini - (till closure of business hours of March 28, 2024)
- Mr. Eric Yves Mansion - (w.e.f. June 3, 2024)
- Ms. Annapurna Das - (till closure of business hours of July 31, 2023)
- Mr. Vaibhav Karandikar - (w.e.f. December 1, 2023)

v. Independent Directors

- Mr. Aditya Narayan
- Mrs. Usha Thorat
- Mr. Rahul Bhatnagar

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

vi. Transactions during the year

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Ultimate Holding Company		
Dividend paid	1	2
Holding Company		
Dividend paid	2,322	5,242
Other related Parties		
Sale of Products and Other Operating Income #		
Sanofi-Aventis Singapore Pte. Limited	4,417	5,025
Sanofi Consumer Healthcare India Limited	288	-
Sanofi Healthcare India Private Limited	5	184
Total	4,710	5,209
Purchase of Raw Materials and Stock- in- trade #		
Sanofi-Aventis Singapore Pte. Limited	5,650	5,939
Francopia S.A.R.L.	664	715
Sanofi Healthcare India Private Limited	148	2,766
Total	6,462	9,420
Expenses recharged to other companies #		
Sanofi - Aventis Deutschland GmbH *	-	53
Sanofi Consumer Healthcare India Limited	18	3
Sanofi Healthcare India Private Limited	-	3
Sanofi-Aventis Gestion S.A.	17	13
Opella Healthcare UK Limited	-	3
Sanofi Winthrop Industrie S.A.	-	1
Total	35	76
Sale of Services #		
Sanofi Healthcare India Private Limited	979	1,517
Sanofi Winthrop Industrie S.A.	14	19
Opella Healthcare India Private Limited	47	-
Sanofi Consumer Healthcare India Limited	194	-
Sanofi-Aventis Singapore Pte. Limited	98	74
Sanofi-Aventis Recherche & Developpment	14	5
Total	1,346	1,615
Payment towards Intangible assets		
Sanofi Healthcare India Private Limited	1	26
Rent Income		
Sanofi Healthcare India Private Limited	2	2
Investment		
Sanofi Consumer Healthcare India Limited	-	20
Expenses recharged by other companies #		
Sanofi US Services Inc.	3	-
Sanofi Consumer Healthcare India Limited	238	-
Sanofi Aventis Malaysia SDN BHD	8	-
Sanofi Healthcare India Private Limited	22	31
Sanofi Winthrop Industrie S.A.	7	26
Sanofi-Aventis Deutschland GmbH	-	39
Euro API Germany GMBH	2	3
Others	*	*
Total	280	99

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

vii. Outstanding as at December 31, 2024

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Services Charges		
Sanofi Consumer Healthcare India Limited	17	-
Interest Paid (on settlement of demerger liability) netted in interest income		
Sanofi Consumer Healthcare India Limited	9	-
Contribution to In-house Trust for Post Employment Benefits - Provident Fund		
Sanofi India Limited Provident Fund (Including contribution by employees)	237	312

Amounts includes continuing and discontinued operation.

* denotes figure less than a million

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Key Management Personnel Remuneration		
Remuneration		
Mr. Rodolfo Hrosz	43	36
Mr. Rachid Ayari	19	2
Mr. Vaibhav Karandikar	-	20
Mr. Cherian Mathew	-	22
Ms. Renee Amonkar	9	2
Ms. Radhika Shah	15	13
Total	86	95
Share based benefit		
Mr. Rodolfo Hrosz	11	10
Mr. Rachid Ayari	3	*
Ms. Renee Amonkar	1	*
Mr. Vaibhav Karandikar	-	5
Mr. Cherian Mathew	-	4
Ms. Radhika Shah	-	*
Total	15	19

* denotes figure less than a million

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Sitting Fees to Non- Executive Directors		
Mr. Aditya Narayan	1	1
Mrs. Usha Thorat	2	1
Mr. Rahul Bhatnagar	2	2
Total	5	4
Commission to Non - Executive Directors		
Mr. Aditya Narayan	3	3
Mrs. Usha Thorat	2	1
Mr. Rahul Bhatnagar	2	1
Total	7	5

Terms and conditions of transactions with related parties

The sales, services and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. For the year ended December 31, 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (December 31, 2023: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Trade Receivables		
Sanofi-Aventis Singapore Pte. Limited	728	810
Sanofi Healthcare India Private Limited	154	148
Sanofi Winthrop Industrie S.A.	3	16
Sanofi-Aventis Recherche & Developpment	14	5
Sanofi-Aventis Gestion S.A.	6	6
Sanofi Consumer Healthcare India Limited	292	-
Opella Healthcare India Private Limited	18	-
Total	1,215	985
Other Receivables		
Sanofi-Aventis Singapore Pte. Limited	447	65
Total	447	65
Trade Payables		
Sanofi-Aventis Singapore Pte. Limited	2,356	188
Sanofi US Services Inc.	3	-
Sanofi Aventis Malaysia SDN BHD	8	-
Sanofi Winthrop Industrie S.A.	7	10
Francopia S.A.R.L.	159	248
Sanofi Consumer Healthcare India Limited	27	-
Sanofi Healthcare India Private Limited	125	504
Sanofi-Aventis Deutschland GmbH	-	12
Others	*	*
Total	2,685	962
Other Financial Liabilities		
Sanofi Healthcare India Private Limited	25	43
Sanofi Consumer Healthcare India Limited	36	-
Total	61	43
Statutory liabilities (Provident Fund Payable)		
Sanofi India Limited Provident Fund	14	26
Total	14	26

* denotes figure less than a million

39 - Share Based Payments

Restricted Stock Units (RSU's)

The Company does not provide any equity based compensation to its employees. However, the ultimate holding company, Sanofi SA, France ("the grantor") maintains equity incentive plans that provide for award of restricted share plans to certain employees of the Company. The terms of those plans make the award contingent on the attainment of certain performance criteria which are considered to be defined grants. The vesting period of such plans is either three or four years.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

The fair value of an equity instrument granted under a plan is the market price of the share at the grant date, adjusted for expected dividends during the vesting period.

Particulars	December 31, 2024		December 31, 2023	
	Weighted Average grant date fair value (in euro)	Number of Units	Weighted Average grant date fair value (in euro)	Number of Units
Units outstanding at the beginning of the year	95	25,115	90	26,852
Units granted during the year	89	3,119	99	10,689
Exercised during the year	85	(7,847)	84	(7,981)
Forfeited/expired/lapsed during the year	94	(7,739)	97	(4,445)
Units outstanding at the end of the year	96	12,648	95	25,115

Weighted average remaining contractual life of RSUs outstanding at the end of the year

	Life in (years)
As at December 31, 2024	1
As at December 31, 2023	1

Expenses arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense are as follows:

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Employee share based payment expense (net)	12	61
Total employee share based payment expense (net)	12	61

40 - Employee Benefits

Defined Contribution Plans

The Company makes contributions towards provident fund (Nepal), superannuation fund and pension scheme to a defined contribution retirement benefit plan for qualifying employees. The superannuation fund is administered by the Life Insurance Corporation of India (LIC). Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

The Company has recognised the following amounts which includes continuing and discontinued operations in the statement of Profit and Loss for the year:

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
i) Contribution to Employees’ Provident Fund (Nepal)	*	1
ii) Contribution to Employees’ Superannuation Fund	16	24
iii) Contribution to Employee’s Pension Scheme, 1995	24	33
iv) Contribution to Employee’s State Insurance Corporation	*	*

*denotes figure less than a million.

Defined Benefit Plans

I) Other long term employee benefits

Compensated absences (included as a part of salaries and wages in Note 29 - Employee benefits expense)

All eligible employees can carry forward and avail / encash leave as per Company’s rules.

Long Service Award (included as a part of salaries and wages in Note 29 - Employee benefits expense) Under this scheme, long service benefits accrues to the employees, while in service and is payable upon completion of stipulated services with the Company.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

II) Post employment employee benefits plans

A. Gratuity

Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement in terms of provisions of the Payment of Gratuity Act or as per the Company’s Scheme whichever is more beneficial. Benefit would be paid at the time of separation based on the last drawn base salary.

Actuarial Assumptions

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Discount Rate (per annum)	6.92%	7.32.%
Expected Rate of Return on Plan Assets	6.92%	7.32.%
Salary Escalation rate/Pension escalation rate	6%	6%
Mortality	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality (2012-14) Urban
Employees attrition rate	For service 3 years and below 12.00% p.a. For service 4 years and above 8.00% p.a.	For service 3 yrs & Below 12.00 % p.a. & For service 4 yrs and above 8.00 % p.a.

Notes:

- The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion, and other relevant factors, such as supply and demand in the employment market.
- The discount rate is based on the prevailing market yields of Indian Government securities as at the Balance sheet date for the estimated term of the obligation.

i) Reconciliation of present value of obligations (‘PVO’) – defined benefit obligation:

(₹ in Million)		
Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Liability at the beginning of the year	768	789
Interest Cost	56	60
Current Service Cost	46	52
Benefits Paid	(184)	(150)
Transferred (out) (Refer Note (i) below)	(228)	-
Actuarial (gain)/loss on Financial Assumption	10	(18)
Actuarial (gain)/loss on Demographic Assumption	-	24
Actuarial (gain)/loss on Experience	(32)	11
Liability at the end of the year	436	768

- (i) The Company has transferred liability relating to consumer health business pursuant to the demerger scheme (Refer Note 52).

ii) Fair value of Plan Assets

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Fair Value of Plan Assets at the beginning of the year	679	673
Expected Return on Plan Assets	50	51
Employer’s Contributions	30	65
Benefits Paid	(163)	(104)
Transferred (out) (Refer Note (i) below)	(191)	-
Return on plan Asset, Excluding Interest	(*)	(6)
Fair Value of Plan Assets at the end of the year	405	679

*denotes figure less than a million.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

(i) The Company has transferred assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).

iii) Amount Recognised in the Balance Sheet

(₹ in Million)

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Liability at the end of the year	436	768
Fair Value of Plan Assets at the end of the year	405	679
Amount Recognised in the Balance Sheet	31	89

iv) Expenses Recognised in the Income Statement

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Current Service Cost	46	52
Interest Cost on benefit obligation (net)	6	9
Expenses Recognised#	52	61

Expense includes discontinued operation of ₹ 5 million (December 31, 2023 ₹ 14 million)

v) Expenses Recognised in Other Comprehensive Income (OCI) for current year

A) Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Actuarial changes arising from changes in financial assumptions	10	(18)
Actuarial changes arising from changes in demographic assumptions	-	24
Actuarial changes arising from changes in experience adjustments	(32)	11
Return on Plan Asset, Excluding Interest Income	(*)	6
OCI for the year	(22)	23

* denotes figure less than a million.

B) Also refer note B below		
Particulars	Provident Fund	
	December 31, 2024	December 31, 2023
Interest Reversal	(74)	(5)
OCI for the year	(74)	(5)

Above is the movement on account of interest shortfall obligation as on Balance Sheet date. Interest obligation as on December 31, 2024 : ₹ 41 million (December 31, 2023 : ₹ 115 million).

Total OCI for the Year (A+B)	(96)	18
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vi) Maturity profile of defined benefit obligations (undiscounted)

Projected Benefits Payable in Future Years From the Date of Reporting	Gratuity	
	December 31, 2024	December 31, 2023
1 year (within next 12 months)	57	128
2 to 10 years	369	652
Above 10 years	350	494

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

vii) Sensitivity Analysis

(₹ in Million)

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Benefit Obligation on Current Assumptions	436	768
Effect of +0.5% Change in Rate of Discounting	(13)	(21)
Effect of -0.5% Change in Rate of Discounting	14	22
Effect of +0.5% Change in Rate of Salary Increase	14	22
Effect of -0.5% Change in Rate of Salary Increase	(13)	(21)
Effect of +0.5% Change in Rate of Employee Turnover	1	2
Effect of -0.5% Change in Rate of Employee Turnover	(1)	(2)

viii) Risk exposure :

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below :

Investment risk: If future investment returns on assets are lower than assumed in valuation, the scheme’s assets will be lower and the funding level higher than expected.

Changes in bond yields: A decrease in yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans’ bond holdings.

Longevity risk: If improvements in life expectancy are greater than assumed, the cost of benefits will increase because pensions are paid for longer period than expected. This will mean the funding level will be higher than expected.

Inflation risk: If inflation is greater than assumed, the cost of benefits will increase as pension increases and deferred revaluations are linked to inflation.

ix) Broad category of Plan assets relating to Gratuity

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Fund managed by Life Insurance Corporation of India (unquoted)	91%	94%
Special Deposit Fund	9%	6%

Fund is Managed by LIC as per IRDA guidelines, category-wise composition of the plan assets is not available.

B. Provident Fund (other than Nepal)

The Company manages the provident fund through a Provident Fund Trust for its employees (except Staff and Workmen at Nepal unit) which are permitted under The Employees’ Provident Fund and Miscellaneous Provisions Act, 1952. Eligible employees receive benefits from the said Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund Trust equal to a specified percentage of the covered employee’s salary. The minimum interest rate payable by the Trust to the beneficiaries every year is being notified by the Government of India. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate. The Board of Trustees administers the contributions made by the Company to the schemes and also defines the investment strategy.

The Company has an obligation to service the shortfall on account of interest generated by the fund and on maturity of fund investments and hence the same has been classified as Defined Benefit Plan in accordance with Ind AS 19 “Employee Benefits”. As per the Guidance Note from the Actuarial Society of India, the Company has obtained the actuarial valuation of principal loss and interest rate obligation in respect of Provident Fund as at December 31, 2024 and based on the same gain of ₹ 74 million (Previous Year gain of ₹ 5 million) on account of re-measurement of fair value of plan assets and on account of interest shortfall as on Balance Sheet date is recognised in Other Comprehensive Income.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Key assumption used for actuarial valuation are as below :

Particulars	Provident Fund	
	December 31, 2024	December 31, 2023
Rate of Discounting	6.92%	7.32%
Guaranteed rate of return	8.25%	8.15%
Weighted Average Yield	7.94%	7.94%

41 - Other provisions:

Movements in provisions:

Particulars	Class of provisions				
	Indirect tax	Provision for Sales Returns	Provision for DPCO matters	Others	Total
Balance as at January 1, 2024	284	690	367	-	1,341
	(330)	(728)	(367)	(2)	(1,427)
Amount provided during the year	14	49	-	-	63
	(12)	(529)	(-)	-	(541)
Amount written back/paid during the year	-	219	-	-	219
	(58)	(567)	(-)	(2)	(627)
Balance as at December 31, 2024	298	520	367	-	1,185
	(284)	(690)	(367)	-	(1,341)

Note: Figures in brackets are for the previous year.

1. Provision for indirect taxes represents differential excise duty, GST, sales tax and service tax in respect of which the claims are pending before various authorities for a considerable period of time and based on management’s estimate of claims provision is made on prudent basis that possible outflow of resources may arise in future.
2. Provision for sales returns are on account of expected date expiry and breakages returns based on historical trends.
3. In respect of Provision for Drug Price Control Order (DPCO) matters, based on the management assessment, the likelihood of any outflow in excess of the provision is considered as remote.
4. Other provisions on prudent basis are towards possible outflow of resources in respect of legal cases pending against the Company or in respect of contractual obligations of the Company.

42 - Derivative Instruments and Un-hedged Foreign Currency Exposure:

There are no derivative instrument as at Balance Sheet date

Particulars of un-hedged Foreign Currency exposure as at Balance sheet date

Particulars	Foreign Currency	December 31, 2024		December 31, 2023	
		Foreign Currency Value	₹ in Million	Foreign Currency Value	₹ in Million
Trade Payables	EUR	9,487,615	841	6,422,568	590
	USD	1,066,738	91	1,068,256	89
	MYR	430,049	8	-	-
Trade Receivables	EUR	8,475,544	751	9,118,460	838
	USD	831,118	71	1,008,760	84
Cash and Bank Balances	USD	181,427	16	145,769	12

43 - (a) Consequent upon the decision of the Supreme Court in the matter of prices of certain bulk drugs fixed by the Government of India under the Drug (Prices Control) Order, 1979, the Company paid an amount of ₹ 31 Million in 1988 being the liability determined by the Special Team appointed by the Government. However, during 1990, fresh demands aggregating to ₹ 781 Million alleged to be payable into the Drug Prices Equalisation Account (DPEA) were made by the Government on account of alleged unintended benefit enjoyed by the Company. The Government has also made certain claims for applicable interest. On a Writ Petition filed by the Company in 1991, the Bombay High Court passed

Notes forming part of Standalone Financial Statements

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an order whereby the demands were to be treated as show cause notices. The High Court directed the Company and the Government to furnish relevant data to each other based on which the Government was to rework the figures. The Government did not furnish the requisite data to the Company. In 1995, a further demand of ₹ 80 Million was made by the Government.

In the meantime, a Committee was constituted by the Government to determine the liabilities of the drug companies. The Company filed written submissions with the Committee and contended during the personal hearing that in the absence of the Government furnishing the requisite data as directed by the Bombay High Court, the Company was not in a position to make an effectual presentation before the Committee.

In January 1999, the Company filed an Application before the Bombay High Court seeking directions to the Government to furnish the requisite data. The Application is pending. In the meantime, the Committee has deferred further hearing of the Company’s case, until the Application is heard and decided by the Bombay High Court. In any event, the Company is contesting the above demand.

(b) National Pharmaceutical Pricing Authority (NPPA) had raised demands on the Company for alleged overcharging of some of its products. The Company had contested the demands by filing writ petitions in the Delhi High Court. The Hon’ble Delhi High Court vide order dated 16th May 2019, without expressing any opinion on the matter, set aside the demands raised and the matter was remanded back to NPPA for considering them afresh in accordance with law.

An amount of ₹ 162 million which had been provided in the books of account in earlier years has been retained. The Company will continue to assess any further developments in this matter.

Based on the management assessment, the likelihood of any outflow in excess of the provision is considered as remote in respect of above matters.

44 - Micro and Small Enterprises

The Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	December 31, 2024		December 31, 2023	
	₹ in Million		₹ in Million	
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	204		266	
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	17		17	
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	8		56	
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	*		*	
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-		-	
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	*		*	
Interest accrued and remaining unpaid at the end of the accounting year	*		*	
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	17		17	

* denotes figure less than a million

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

45 - Disclosure on Corporate Social Responsibility as per the provisions of Section 135 of the Companies Act, 2013

(₹ in Million)		
Particulars	Year ended December 31, 2024	Year ended December 31, 2023
Amount required to be spent as per Section 135 of the Act	144	148
Amount spent during the year :		
i) Construction/acquisition of any asset	-	-
ii) On purpose other than (i) above :		
a) Public Private Partnership with the Government of Goa	15	11
b) Non communicable CD program with the Health Department of the Govt. of Maharashtra & Telangana	56	60
c) Towards Counselling patients to manage their diabetes and create awareness on early detection	55	58
d) Towards Employee volunteering - Joy in Outreach	1	1
e) Towards Grants/Donation	2	2
f) Cancer awareness programme	8	9
g) Administrative overheads	7	7
Total	144	148
CSR expenses for the year (Refer note 32 (a))	144	148

Details of ongoing CSR projects under Section 135(6)

Balance unspent as at January 1, 2024		Amount required to be spent during the year	Amount spent during the year		Balance as at December 31, 2024	
with the company	In Separate CSR unspent account		From the company's bank account	From separate CSR unspent account	with the company	In Separate CSR unspent account
-	-	144	144	-	-	-

Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects

Balance unspent as at January 1, 2024	Amount deposited in the specified fund of Schedule VII of the Act within 6 months	Amount required to be spent during the year	Amount spent during the year	Balance unspent as at December 31, 2024
-	-	-	-	-

46 - Exceptional item for the year ended December 31, 2024 includes personnel separation cost amounting to ₹ 377 Million.

Exceptional item for the year ended December 31, 2023 includes profit on sale of property amounting to ₹ 255 Million offset by personnel separation cost amounting to ₹ 77 Million.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

47 - Fair value measurements

Financial instruments by category

(₹ in Million)						
Particulars	December 31, 2024			December 31, 2023		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Loans	-	-	10	-	-	19
Trade receivables	-	-	2,300	-	-	1,317
Cash and cash equivalents	-	-	2,838	-	-	3,929
Bank balances other than cash and cash equivalents	-	-	110	-	-	120
Other financial assets	-	-	579	-	-	189
Total financial assets	-	-	5,837	-	-	5,574
Financial liabilities						
Trade payables	-	-	4,063	-	-	2,915
Other financial liabilities	-	-	344	-	-	167
Total financial liabilities	-	-	4,408	-	-	3,082

Fair value of financial assets/liabilities measured at amortised cost

The carrying amounts of trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, trade payables, other financial liabilities are considered to be the same as their fair values, as they are current in nature.

The categories used are as follows :

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. Considering that all significant inputs required to fair value such instruments are observable, these are included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

48 - Financial risk management

The Company's activities expose it to variety of financial risks namely market risk, credit risk and liquidity risk. The Company has various financial assets such as deposits, trade and other receivables and cash and bank balances directly related to their business operations. The Company's principal financial liabilities comprise of trade and other payables. The Company's senior management's focus is to foresee the unpredictability and minimize potential adverse effects on the Company's financial performance. The Company's overall risk management procedures to minimise the potential adverse effects of financial market on the Company's performance are as follows :

The Company's Board of Directors have overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management is carried out by the management in consultation with the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific risk areas.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

(A) Management of Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and from its

Notes forming part of Standalone Financial Statements

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financing activities including deposits with banks and other financial instruments. The Company establishes an impairment allowance based on expected credit loss model that represents its estimate of incurred losses in respect of trade and other receivables.

(i) Trade and other receivables

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 2,300 million as at December 31, 2024 (December 31, 2023 - ₹ 1,317 million). Trade receivables are typically unsecured and are derived from revenue earned from customers located in India as well as outside India.

The Company’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry, the country and the state in which the customer operates, also has an influence on credit risk assessment. Credit quality of a customer is assessed based on credit rating scorecard and individual credit limits are defined in accordance with this assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The management continuously monitors the credit exposure towards the customers outstanding at the end of each reporting period to determine incurred and expected credit losses.

The movement in the allowance for credit loss in respect of trade receivables was as follows:

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Opening balance	45	53
Changes in loss allowance *	2	(8)
Transferred (out) (Refer Note below)	(7)	-
Closing balance	40	45

* Previous year includes reversal of ₹ 4 Million related to discontinued operations.

(i) The Company has transferred assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).

The management believes that no further provision is necessary in respect of trade receivables based on historical trends of these customers.

Concentration of credit risk arises when counter parties are engaged in similar business activities or have similar economic features that would cause the ability to meet contractual obligations to be similarly affected by changes in economical, political or other conditions. Concentration of credit risk indicate the relative sensitivity of the Company’s performance to developments affecting a particular industry. The Company’s exposure to customers is diversified.

(ii) Cash and cash equivalents and bank balances

The Company held cash and cash equivalents of ₹ 2,838 million as at December 31, 2024 (December 31, 2023 : ₹ 3,929 million) and other bank balances of ₹ 110 million (December 31, 2023 : ₹ 120 million). Credit risk on cash and cash equivalents is limited as these are generally held or invested in deposits with banks and financial institutions with good credit ratings.

The Company’s maximum exposure to the credit risk as at December 31, 2024 and December 31, 2023 is the carrying value of each class of assets.

(B) Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company’s approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

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The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended December 31, 2024 and December 31, 2023. Cash Flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The following table shows the maturity analysis of the Company’s all non- derivative, contractual financial liabilities based on agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

(₹ in Million)				
Particulars	Carrying amount	Undiscounted Amount		
		Payable within one year	Payable more than one year	Total
As at December 31, 2024				
Lease liabilities	193	64	169	233
Trade Payables	4,063	4,063	-	4,063
Unclaimed dividend	81	81	-	81
Liability of Capital Goods	85	85	-	85
Other Payables	178	178	-	178

Particulars	Carrying amount	Undiscounted Amount		
		Payable within one year	Payable more than one year	Total
As at December 31, 2023				
Lease liabilities	190	62	174	236
Trade Payables	2,915	2,915	-	2,915
Unclaimed dividend	82	82	-	82
Liability of Capital Goods	42	42	-	42
Other Payables	43	43	-	43

(C) Management of Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks namely interest rate risk, currency risk and other price risk, such as commodity risk. The Company is not exposed to interest rate risk and other price risk whereas the exposure to currency risk is given below :

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates and arises where transactions are done in foreign currencies. It arises mainly where receivables and payables exist due to transactions entered in foreign currencies. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies. The Company does not enter into financial instrument transactions for trading or speculative purposes. The Company’s exposure to foreign currency risk at the end of reporting periods in ₹ as follows :

Particulars	December 31, 2024		
	EUR	USD	MYR
Trade receivables	751	71	-
Cash and cash equivalents	-	16	-
Trade payables	(841)	(91)	(8)
Net exposure	(90)	(4)	(8)

Particulars	December 31, 2023		
	EUR	USD	MYR
Trade receivables	838	84	-
Cash and cash equivalents	-	12	-
Trade payables	(590)	(89)	-
Net exposure	248	7	-

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

Sensitivity - Foreign Currency

The sensitivity of profit or loss to changes in the exchange rates is as follows:

Particulars	Impact on profit after tax	
	December 31, 2024	December 31, 2023
USD Sensitivity		
INR/USD increase by 1% (December 31, 2023 - 1%) #	(*)	*
INR/USD decrease by 1% (December 31, 2023 - 1%) #	*	(*)
EUR Sensitivity		
INR/EUR increase by 1% (December 31, 2023 - 1%) #	(1)	2
INR/EUR decrease by 1% (December 31, 2023 - 1%)#	1	(2)
MYR Sensitivity		
INR/MYR increase by 1% (December 31, 2023 - 1%)#	(*)	-
INR/MRY decrease by 1% (December 31, 2023 - 1%)#	*	-

Holding all other variables constant

* denotes figure less than a million

49 - Capital management

(a) Risk management

For the purpose of the Company’s capital management, capital includes issued equity capital and all other equity reserves attributable to the equity share holders of the Company. The primary objective of the Company’s capital management is to safeguard the Company’s ability to remain as a going concern and maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions, annual operating plans and long term and other strategic investment plans. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The current capital structure of the Company is equity based with no financing through borrowings. The Company is not subject to any externally imposed capital requirement.

No changes were made in the objectives, policies or processes for managing capital during the year ended December 31, 2024 and December 31, 2023.

(b) Dividend

Particulars	December 31, 2024	December 31, 2023
(i) Equity shares		
Final dividend for the year ended December 31, 2023 : ₹ 117 (December 31, 2022 : ₹ 377) per fully paid up share	2,695	8,683
Interim dividend for the year ended December 31, 2023 : ₹ 50 (December 31, 2022 : ₹ Nil) per fully paid up share	1,152	-
(ii) Dividends not recognised at the end of the reporting period		
Interim Dividend for the year ended December 31, 2024 : ₹ Nil (December 31, 2023 : ₹ 50) per fully paid up share	-	1,152
In addition to the above dividends, the Board of Directors has recommended the payment of a final dividend of ₹ 117 per fully paid equity shares (December 31, 2023 : ₹ 117).This proposed final dividend is subject to approval of shareholders in the ensuing annual general meeting.	2,695	2,695

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

50 - Additional Regulatory Information required by Schedule III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowing secured against current assets

The Company has no borrowings from banks and financial institutions on the basis of security of current assets.

(iii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013, read with the Companies (Restriction on number of layers) Rules, 2017.

(vi) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact in the previous financial year. In the previous year, the Company had entered into a scheme of arrangement (Refer Note 52).

(vii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a. directly or indirectly lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

Other Regulatory Information

(i) Title deeds of immovable properties not held in name of the Company

All the title deeds of immovable properties are held in the name of Company.

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

(ii) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(iii) Utilisation of borrowings availed from banks and financial institutions

The Company has no borrowings from banks and financial institutions. Hence this disclosure clause is not applicable.

51 - Key Ratio

Particulars		As at December 31, 2024	As at December 31, 2023	% of Variance	Reason for Variance
Current Ratio =	Current Assets	1.57	1.91	-17.80%	-
	Current Liabilities				
Return on Equity Ratio =	Net Profit After Taxes	0.33	0.32	3.13%	-
	Average Shareholder's Equity				
Inventory Turnover Ratio =	Cost of Goods Sold	1.68	1.78	-5.62%	-
	Average Inventory				
Trade Receivables Turnover Ratio =	Revenue from operations	11.13	15.31	-27.30%	Mainly due to increase in credit period
	Average Trade Receivables				
Trade Payable Turnover Ratio =	Total Purchases	2.61	3.72	-29.84%	Mainly on account of increase of purchases and corresponding trade payables
	Average Trade Payables				
Net Capital Turnover Ratio =	Revenue from operations	4.94	3.35	47.46%	Mainly on account of decrease in cash and cash equivalent on account of payment of dividend and transfer to consumer healthcare business
	Working Capital (Refer note 1 below)				
Net Profit ratio =	Net Profit After Taxes	0.16	0.18	-11.11%	-
	Revenue from operations				
Return On Capital Employed =	EBIT (Refer note 2 below)	0.50	0.52	-3.85%	-
	Capital Employed (Net worth +Debt)				
Return On Investment =	EBIT (Refer note 2 below)	0.27	0.31	-12.90%	-
	Total Assets				

Notes:

1. Working Capital = Current Asset-Current Liability
2. EBIT = Profit before Interest and tax
3. Debt to Equity ratio and Debt service coverage ratio is not applicable as there are no debts
4. Net Profit includes exceptional items and excludes Other Comprehensive Income.
5. Above ratio excludes discontinuing operations

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

52 - Scheme of arrangement-Discontinued Operation:

- (a) The Board on May 10, 2023, had approved a Scheme of arrangement under Sections 230 to 232 of the Companies Act, 2013 (“Scheme”), to demerge the Consumer Healthcare business comprising of consumer healthcare products portfolio of the Company into its wholly owned subsidiary Sanofi Consumer Healthcare India Limited (“SCHIL”). Pursuant to receipt of necessary statutory approvals and in accordance with the Scheme, the Company has demerged its Consumer Healthcare business effective June 1, 2024, with the appointed date being June 1, 2023 as approved by NCLT under the Scheme.

As per the requirements of IND AS 105, the Income and expenses pertaining to consumer healthcare business for the current period and previous year were presented in a separate line item-discontinued operations.

(b) Financial performance and cash flow information

The Financial performance and cash flow information relating to the discontinued operations for the period January 01, 2024 to May 31, 2024 and for the year ended December 31, 2023 are as follows:

(₹ in Million)		
Particulars	Period from January 01, 2024 to May 31, 2024	Year ended December 31, 2023
Revenue from operations	3,517	8,549
Other income	38	41
Total income	3,555	8,590
Expenses	2,243	5,417
Profit before income tax	1,312	3,173
Income tax expenses	314	787
Profit from discontinued operations	998	2,386
Comprehensive income from discontinued operations	-	-
Total comprehensive income from discontinued operations	998	2,386
Net cash inflow from operating activities	673	3,158
Net cash inflow from investing activities	26	15
Net cash inflow from financing activities	-	-
Net increase in cash generated from discontinued operations	699	3,173

(c) Information of asset and liabilities transferred to demerged company as per scheme were as under -

Pursuant to the demerger, as explained in note (a) above, the Company has derecognized from its books of account, the carrying amount of assets and liabilities as on May 31, 2024 pertaining to the Consumer Healthcare business transferred to SCHIL. The excess of the carrying amount of assets transferred over the carrying amount of liabilities transferred aggregating to ₹ 1,902 million has been debited to reserves in accordance with the Scheme.

The whole of assets and liabilities of consumer healthcare business were transferred at their book value to SCHIL w.e.f the effective date June 01, 2024. The details of assets and liabilities transferred to SCHIL are as under :

(₹ in Million)	
Particulars	As at 'May 31,2024
ASSETS	
Non-current assets	
Property, plant and equipment	32
Intangible Assets	25
Intangible Assets under development	26
Financial assets	
i. Other financial assets	9
Deferred tax Assets (Net)	31
Total non-current assets	123
Current assets	
Inventories	953

Notes forming part of Standalone Financial Statements

as at and for the year ended December 31, 2024

(₹ in Million)

Particulars	As at 'May 31,2024
Financial assets	
i. Trade receivables	278
ii. Cash and cash equivalents	1,592
iii. Loans	2
Other current assets	700
Total current assets	3,525
Total assets	3,648
LIABILITIES	
Non current liabilities	
Employee benefit obligations	86
Total non current liabilities	86
Current liabilities	
Financial Liabilities	
i. Trade payables	
(a) Total outstanding dues of micro enterprises and small enterprises	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	491
Provisions	131
Employee benefit obligations	191
Current tax Liabilities (Net)	847
Total Current Liabilities	1,660
Total liabilities	1,746
Net assets attributable to the Consumer Healthcare Business adjusted in reserves as per the scheme	1,902

53 - Server Backup

As per Companies (Audit and Auditors) Rules, 2014 (as amended), the Company has backed up its books and accounts on a daily basis on servers physically located in India. In the event back up is missed on any date due to technical issues, such backup is included in the next day’s backup schedule. Further, at a global level, the Company has proper infrastructure and operational procedure to perform the weekly full backup and daily backup for entire SAP Unity system on global servers that are outside India. The Company also has a process of performing annual exercises to test the Disaster recovery plan and Backup and Restore process on global servers.

For audit trail in case of modification by certain users with specific access, the Company is using governance risk and compliance software to track the specific admistrator access and approval process. FFID execution logs are also captured for all transactions performed. FFID Log reports are reviewed and approved by FFID controllers for all cases. Considering this, the Company has traceability for FFID process in the application.

Signatures to Notes 1 to 53

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. : 304026E/-300009

Arunkumar Ramdas

Partner
Membership No: 112433
Place: Mumbai
Date: February 27, 2025

For and on behalf of the Board of Directors

Rodolfo Hrosz

Managing Director
DIN: 09609832
Place: Mumbai
Date: February 27, 2025

Rahul Bhatnagar

Director
DIN: 07268064
Place: Noida
Date: February 27, 2025

Rachid Ayari

Whole Time Director & CFO
DIN: 10408699
Place: France (Paris)
Date: February 27, 2025

Arjun Thakkar

Company Secretary
Membership No: A22654
Place: Mumbai
Date: February 27, 2025

Independent Auditor’s Report

To the Members of Sanofi India Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Sanofi India Limited (hereinafter referred to as the “Holding Company”) and its subsidiary (Holding Company and its subsidiary together referred to as “the Group”), (refer Note 37 to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at December 31, 2024, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, material accounting policy information and other explanatory information (hereinafter referred to as “the consolidated financial statements”).
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at December 31, 2024, and consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained, other than the unaudited financial information as certified by the management and referred to in sub-paragraph 14 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Tax litigations and contingencies. (Refer Notes 8(a), 8(b), 21, 36(a), 36(b) and 41 to the consolidated financial statements) As at December 31, 2024, several litigations under direct and indirect tax laws are pending for decision at various authority levels, in respect of which, the Group has disclosed contingent liabilities of ₹ 2,911 million. The management’s assessment with regard to the tax matters is supported by views from independent consultants. We considered this as a key audit matter, as evaluation of these matters requires significant management judgement and estimation, interpretation of laws and regulations and application of relevant judicial precedents to determine the probability of outflow of economic resources for recognising provisions and making related disclosures in the consolidated financial statements. The application of accounting principles as given under Ind AS, in order to determine the amount to be recognised as a provision, or to be disclosed as a contingent liability, needs careful evaluation and judgement to be applied by the management.	<div>Our audit procedures included the following:</div> <div><ul style="list-style-type: none">Understanding and evaluation of the design and testing the operating effectiveness of key controls in respect of assessment of tax litigations and contingencies, its accounting and disclosures in the consolidated financial statements;Obtaining a complete list of litigation matters and reading the underlying orders and other communications received from tax authorities and management’s responses thereto, to assess the status of the litigations;Evaluating the independence, objectivity and competence of management’s experts involved;Reading the management’s experts’ views, as applicable;Evaluating the management’s assessment on the probability of outcome and the magnitude of potential outflow of economic resources in respect of tax matters including involvement of our tax specialists for assessing complex tax matters, based on recent rulings and latest developments in case laws;Evaluating appropriateness of the Company’s disclosures in the consolidated financial statements.</div> <div>Based on the audit procedures performed, we did not identify any significant exceptions relating to the provisions recognised and disclosures made in the consolidated financial statements in respect of the tax matters.</div>

Other Information

5. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

6. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

7. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
8. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion
11. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

14. We did not audit the financial information of one subsidiary, whose financial information reflect total revenue of Rs. Nil, total comprehensive loss (comprising of loss and other comprehensive loss) of Rs 2 million and net cash outflow amounting to Rs 30 million for the period from January 01, 2024 to May 31, 2024, as considered in the consolidated financial statements. These financial information are unaudited and have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-section (3) of Section 143 including Rule 11 of the Companies (Audit and Auditors) Rules, 2014 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiary, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

15. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications or adverse remarks included in the auditors report on CARO 2020 report issued in respect of the standalone financial statements of the Company which is included in these Consolidated Financial Statements.
16. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - In our opinion, proper books of account as required by law have been kept by the Holding Company so far as it appears from our examination of those books, except that the back-up of the books of account maintained in electronic mode was not performed on certain days on servers physically located in India during the year and the matters stated in paragraph 16(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and

Auditors) Rules, 2014 (as amended) (“the Rules”) (Refer Note 51 of the Consolidated financial statements).

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on December 31, 2024 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on December 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 16(b) above on reporting under Section 143(3)(b) and paragraph 16(h)(vi) below on reporting under Rule 11(g) of the Rules.
- (g) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group, Refer Note 21, 36, 41 and 43 to the consolidated financial statements.

ii. The Holding Company is not required to recognise a provision as at December 31, 2024 under the applicable law or accounting standards, as it does not have any material foreseeable losses on long-term contract.

The Holding Company did not have any derivative contracts as at December 31, 2024.

- iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company during the year.
- iv. (a) The management of the Holding Company has represented that, to the best of its knowledge and belief, as disclosed in Note 50(vii) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The management of the Holding Company has represented that, to the best of its knowledge and belief, as disclosed in the Note 50(vii) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been received by the Holding Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

- v. The dividend paid during the year by the Holding Company, is in compliance with Section 123 of the Act.
- vi. Based on our examination, which included test checks, the Holding Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software, except that the audit trail is not maintained in case of modification by certain users with specific access and the audit trail is not enabled for direct database changes. During the course of performing our procedures, other than the aforesaid instances of audit trail not maintained where the question of our commenting does not arise, we did not notice any instance of audit trail feature being tampered with.

Further, the Holding Company has used third party payroll software, which is operated by a third party service provider for maintaining payroll records and in the absence of SOC 1 Type 2 report for the period October 2024 to December 2024, we are unable to comment whether the audit trail feature of the aforesaid software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there was any instance of the audit trail feature been tampered with.

17. The Holding Company have paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/ E-300009

Arunkumar Ramdas
Partner

Place: Mumbai Membership Number: 112433
Date: February 27, 2025 UDIN: 25112433BMOUXA4999

Annexure A to Independent Auditor’s Report

Referred to in paragraph 16(g) of the Independent Auditor’s Report of even date to the members of Sanofi India Limited on the consolidated financial statements for the year ended December 31, 2024.

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended December 31, 2024, we have audited the internal financial controls with reference to financial statements of Sanofi India Limited (hereinafter referred to as “the Holding Company”).

Management’s Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company, its subsidiary company, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to consolidated financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was

established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company’s internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or

improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company, has, in all material respects, an adequate internal financial controls system with reference to financial statements

and such internal financial controls with reference to financial statements were operating effectively as at December 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/ E-300009

Arunkumar Ramdas

Partner

Place: Mumbai

Membership Number: 112433

Date: February 27, 2025

UDIN: 25112433BMOUXA4999

Consolidated Balance Sheet

as at December 31, 2024

(₹ in Million)			
Particulars	Notes	As at December 31, 2024	As at December 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	5 (a)	2,558	2,544
Capital work-in-progress	5 (b)	181	133
Right-of-use assets	5 (c)	554	556
Intangible assets	6 (a)	13	49
Intangible assets under development	6 (b)	-	26
Financial assets			
Other financial assets	7	127	111
Income tax assets (net)	8 (a)	1,375	1,194
Deferred tax assets (net)	32 (d)	1	-
Other non-current assets	9	41	55
Total non-current assets		4,850	4,668
Current assets			
Inventories	10	4,998	6,638
Financial assets			
i. Trade receivables	11	2,300	1,317
ii. Cash and cash equivalents	12	2,838	3,945
iii. Bank balances other than (ii) above	13	110	120
iv. Loans	14	10	19
v. Other financial assets	15	452	78
Other current assets	16	560	363
Total current assets		11,268	12,480
TOTAL ASSETS		16,118	17,148
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17 (a)	230	230
Other equity			
Reserves and surplus	17 (b)	8,376	9,922
Total equity		8,606	10,152

Consolidated Balance Sheet

as at December 31, 2024

(₹ in Million)			
Particulars	Notes	As at December 31, 2024	As at December 31, 2023
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease liabilities	5 (c)	140	139
Employee benefit obligations	18	180	307
Deferred tax liabilities (net)	32 (d)	-	37
Total non-current liabilities		320	483
Current liabilities			
Financial liabilities			
i. Lease liabilities	5 (c)	53	51
ii. Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	19	221	283
(b) Total outstanding dues of creditors other than ii (a) above	19	3,842	2,632
iii. Other financial liabilities	20	344	167
Provisions	21	1,185	1,341
Employee benefit obligations	22	540	928
Current tax liabilities (net)	8 (b)	959	1,015
Other current liabilities	23	48	96
Total current liabilities		7,192	6,513
Total liabilities		7,512	6,996
TOTAL EQUITY AND LIABILITIES		16,118	17,148

The above consolidated balance sheet should be read in conjunction with the accompanying notes. This is the consolidated balance sheet referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP Firm Registration No. : 304026E/E-300009		For and on behalf of the Board of Directors	
Arunkumar Ramdas Partner Membership No: 112433 Place: Mumbai Date: February 27, 2025		Rodolfo Hrosz Managing Director DIN: 09609832 Place: Mumbai Date: February 27, 2025	Rahul Bhatnagar Director DIN: 07268064 Place: Noida Date: February 27, 2025
		Rachid Ayari Whole Time Director & CFO DIN: 10408699 Place: France (Paris) Date: February 27, 2025	Arjun Thakkar Company Secretary Membership No: A22654 Place: Mumbai Date: February 27, 2025

Consolidated Statement of Profit and Loss

for the year ended December 31, 2024

Particulars	Notes	(₹ in Million)	
		Year ended December 31, 2024	Year ended December 31, 2023
Continuing Operations			
Revenue from operations	24	20,132	19,961
Other income	25	165	612
Total income		20,297	20,573
Expenses			
Cost of materials consumed	26	3,548	3,439
Purchases of stock-in-trade		5,643	8,933
Changes in Inventories of work-in-progress, stock-in-trade and finished goods	27	602	(2,837)
Employee benefits expense	28	2,402	2,807
Finance costs	29	15	17
Depreciation and amortisation expense	30	367	365
Other expenses	31 (a)	3,029	2,742
Total expenses		15,606	15,466
Profit before exceptional item and tax from continuing operations		4,691	5,107
Exceptional items (Net)	46	(377)	178
Profit before tax from continuing operations		4,314	5,285
Tax expense			
- Current tax	32 (a)	1,258	1,634
- Deferred tax	32 (a)	(81)	5
Total tax expense		1,177	1,639
Profit for the year from continued operations		3,137	3,646
Discontinued Operations			
Profit before tax from discontinued operations	52	1,310	3,170
Tax expense from discontinued operations		314	787
Profit for the year from discontinued operations		996	2,383
Profit for the year		4,133	6,029
Other comprehensive income from continuing operations			
Items that will not be reclassified to the statement of profit and loss			
- Remeasurements of post-employment benefit obligations	40 (v)	96	(18)
- Income Tax impact relating to these items	32 (b)	(24)	5
Other comprehensive income for the year, net of tax from continuing operations		72	(13)
Other comprehensive income from discontinued operations			
Items that will not be reclassified to the statement of profit and loss			
- Remeasurements of post-employment benefit obligations		-	-
- Income Tax impact relating to these items		-	-
Other comprehensive income for the year, net of tax from discontinued operations		-	-
Total Other comprehensive income for the year, net of tax		72	(13)
Total comprehensive income for the year		4,205	6,016
Earnings per Share – Basic and Diluted (Refer note 35) (in ₹)			
[per Equity Share of ₹ 10 each]			
Continuing Operations		136.21	158.31
Discontinued Operations		43.25	103.47
Continuing and Discontinued Operations		179.46	261.78

The above consolidated statement of profit and loss should be read in conjunction with the accompanying notes.

This is the consolidated statement of profit and loss referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. : 304026E/E-300009

For and on behalf of the Board of Directors

Arunkumar Ramdas
Partner
Membership No: 112433
Place: Mumbai
Date: February 27, 2025

Rodolfo Hrosz
Managing Director
DIN: 09609832
Place: Mumbai
Date: February 27, 2025

Rachid Ayari
Whole Time Director & CFO
DIN: 10408699
Place: France (Paris)
Date: February 27, 2025

Rahul Bhatnagar
Director
DIN: 07268064
Place: Noida
Date: February 27, 2025

Arjun Thakkar
Company Secretary
Membership No: A22654
Place: Mumbai
Date: February 27, 2025

Consolidated Statement of Cash Flows

for the year ended December 31, 2024

Particulars	(₹ in Million)	
	Year ended December 31, 2024	Year ended December 31, 2023
Cash flows From operating activities		
Profit before tax :		
Continuing Operations	4,314	5,285
Discontinued Operations (Refer Note 52)	1,310	3,170
Profit before income tax including Discontinued Operations	5,624	8,455
Adjustment for Continuing and Discontinued Operations :		
Depreciation and amortization expenses	382	396
Unrealised exchange (gain) / loss (net)	6	(4)
Gain on sale of property, plant and equipment / asset held for sale (net) (net of incidental expenses)	(5)	(218)
Gain on termination/retirement of lease (net)	-	(13)
Finance costs	15	17
Interest income	(166)	(475)
Share based payment (net)	12	61
Provision for bad and doubtful debts (net)	2	(8)
Provision for doubtful advances and deposits (net)	5	(4)
Operating profit before working capital changes	5,875	8,207
Adjustments for (increase) / decrease in operating assets		
Non-current financial assets	(21)	40
Other non-current assets	(7)	1
Inventories	687	(2,558)
Trade receivables	(1,270)	6
Current financial assets and loans	(357)	(7)
Other current assets	(898)	100
Adjustments for increase / (decrease) in operating liabilities		
Employee benefit obligations	(143)	(268)
Trade payables	1,662	(669)
Current financial liabilities	134	40
Other current liabilities & provisions	(73)	(175)
Cash generated from operations	5,589	4,717
Taxes paid (net of refunds)	(974)	(2,413)
Net Cash inflow from operating activities (A)	4,615	2,304
Cash flows from Investing activities		
Sale proceeds of property, plant and equipment and assets held for sale (net of incidental expenses)	6	243
Interest received	166	475
Purchase of property, plant and equipment and Intangible assets including Capital work-in-progress and Intangible assets under development	(364)	(343)
Net cash used from investing activities (B)	(192)	375
Cash flows from financing activities		
Principal elements of lease payments	(63)	(83)
Interest paid for leases	(15)	(17)
Dividend paid	(3,846)	(8,683)
Net cash used in financing activities (C)	(3,924)	(8,783)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	499	(6,104)

(₹ in Million)		
Particulars	Year ended December 31, 2024	Year ended December 31, 2023
Effect of Exchange differences on cash and cash equivalents held in foreign currency	*	*
Cash and Cash Equivalents at the beginning of the year	3,945	10,049
Less : Cash Transferred pursuant to demerger (Refer Note 52)	(1,606)	
Cash and Cash Equivalents at the end of the year	2,838	3,945
Non- cash financing and investing activities (D)		
Acquisition of Right-of-use assets	66	106
Components of Cash and Cash Equivalents		
Cash and Cash Equivalents	2,838	3,945

* denotes figure less than a million.

Notes:

The above Consolidated Statement of Cash Flows has been prepared under the ‘Indirect Method’ as set out in the Indian Accounting Standard (Ind AS) 7 Statement of Cash Flows.

The above Consolidated statement of cash flows should be read in conjunction with the accompanying notes. This is the Consolidated statement of cash flows referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. : 304026E/E-300009

For and on behalf of the Board of Directors

Arunkumar Ramdas

Partner
Membership No: 112433
Place: Mumbai
Date: February 27, 2025

Rodolfo Hrosz

Managing Director
DIN: 09609832
Place: Mumbai
Date: February 27, 2025

Rahul Bhatnagar

Director
DIN: 07268064
Place: Noida
Date: February 27, 2025

Rachid Ayari

Whole Time Director & CFO
DIN: 10408699
Place: France (Paris)
Date: February 27, 2025

Arjun Thakkar

Company Secretary
Membership No: A22654
Place: Mumbai
Date: February 27, 2025

Consolidated Statement of Changes in Equity

for the year ended December 31, 2024

A. Equity share capital

(₹ in Million)	
Particulars	Amount
As at January 1, 2023	230
Changes in equity share capital	-
As at December 31, 2023	230
Changes in equity share capital	-
As at December 31, 2024	230

B. Other equity [Refer note 17 (b)]

(₹ in Million)					
Particulars	Attributable to owners of the Company				Total
	Reserves and surplus				
	Share options outstanding account	Securities premium	Retained earnings	General reserve	
As at January 01, 2023	622	20	8,432	3,454	12,528
Profit for the year	-	-	6,029	-	6,029
Other comprehensive income	-	-	(13)	-	(13)
Total comprehensive income for the year	-	-	6,016	-	6,016
Transactions with owners in their capacity as owners:					
Dividend paid	-	-	(8,432)	(251)	(8,683)
Employee stock options expense (net) (Refer note 39)	61	-	-	-	61
As at December 31, 2023	683	20	6,016	3,203	9,922
Profit for the year	-	-	4,133	-	4,133
Other comprehensive income	-	-	72	-	72
Total comprehensive income for the year	-	-	4,205	-	4,205
Transactions with owners in their capacity as owners:					
Dividend paid	-	-	(3,846)	-	(3,846)
Cancellation of investment on account of demerger scheme (Refer note 52)			(15)		(15)
Adjustment pursuant to demerger scheme (Refer note 52)	-	-	(1,902)	-	(1,902)
Employee stock options expense (net) (Refer note 39)	12	-	-	-	12
As at December 31, 2024	695	20	4,458	3,203	8,376

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

This is the consolidated statement of changes in equity referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. : 304026E/E-300009

For and on behalf of the Board of Directors

Arunkumar Ramdas

Partner
Membership No: 112433
Place: Mumbai
Date: February 27, 2025

Rodolfo Hrosz

Managing Director
DIN: 09609832
Place: Mumbai
Date: February 27, 2025

Rahul Bhatnagar

Director
DIN: 07268064
Place: Noida
Date: February 27, 2025

Rachid Ayari

Whole Time Director & CFO
DIN: 10408699
Place: France (Paris)
Date: February 27, 2025

Arjun Thakkar

Company Secretary
Membership No: A22654
Place: Mumbai
Date: February 27, 2025

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

Corporate Information

Sanofi India Limited (‘the Company’ or ‘Holding company’) is a public limited company listed on Bombay Stock Exchange and National Stock Exchange, incorporated and domiciled in India and has its registered office at Sanofi House, CTS No. 117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai – 400072, India. It is primarily engaged in the business of manufacturing and trading of drugs and pharmaceuticals. The Company has its own manufacturing facility at Goa. The Company also has various independent contract / third party manufacturers based across the country. The Company sells its products through independent distributors primarily in India.

The Company has a wholly owned subsidiary Sanofi Consumer Healthcare India Limited (SCHIL) upto the period of June 01, 2024 (Refer Note 37 and 52) to the consolidated financial statements.

The Holding company and its subsidiary is collectively referred to as the ‘Group’.

These consolidated financial statements were authorised for issue by the Board of Directors on February 27, 2025.

1. Basis of preparation

1.1 Compliance with the Indian accounting standard (Ind AS)

The consolidated financial statements are prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as prescribed under Section 133 of the Companies Act, 2013 (the Act) (as amended) and other relevant provisions of the Act.

1.2 Compliance with Ind AS

The consolidated financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

1.3 Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities are measured at fair value;
- share based payments; and
- defined benefit plans - plan assets measured at fair value

The accounting policies adopted are consistent with those of the previous financial years and corresponding reporting year.

The consolidated financial statements are presented in ₹ million and all values are rounded to the nearest million (₹ 000,000), except when otherwise indicated.

1.4 New and amended standards adopted by the Company

The Ministry of Corporate Affairs vide notification dated 31 March 2023 notified the Companies (Indian Accounting Standards) Amendment Rules, 2023, which amended certain accounting standards (see below), and are effective 1 January 2024:

- Disclosure of accounting policies — amendments to Ind AS 1
- Definition of accounting estimates — amendments to Ind AS 8
- Deferred tax related to assets and liabilities arising from a single transaction — amendments to Ind AS 12

The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments did not have any material impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

1.5 Current and non-current classification

The assets and liabilities reported in the balance sheet are classified on a “current / non-current basis”.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting date, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

2. Material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

i. Principle of consolidation

Subsidiary

Subsidiary entity over which the group has control. The group controls an entity where the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The Group combine the financial statements of the Holding Company and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiary has been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiary is shown separately in the consolidated

statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

ii. Revenue recognition

According to Ind AS 115, revenue is measured at the amount of consideration the Company expects to receive in exchange for the goods or services when control of the goods or services and the benefits obtainable from them are transferred to the customer. Revenue is recognised using the following five step model specified in Ind AS 115:

Step 1: Identify contracts with customers

Step 2: Identify performance obligations contained in the contracts

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations

Step 5: Recognize revenue when the performance obligation is satisfied.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of discounts offered by the Company as part of the contract. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Sale of goods

The Company derives revenue principally from sales of pharma products. Revenue from sale of products is recognized when the Company satisfies a performance obligation in accordance with the provisions of contract with customer. This is achieved when control of the product has been transferred to the customer, which is generally determined when title, ownership, risk of obsolescence and loss pass to the customer and the Company has present right to payment. Revenue is measured at the transaction price of the consideration received or receivable, net of returns and allowances, trade discount and volume rebates, and goods and service tax.

Provision is made for the non-saleable return of goods from the customers estimated on the basis of historical data of sales return trends. Such provision for non-saleable sales returns is reduced from sale of products for the year.

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

Sale of services

Revenue is recognized from rendering of services when the performance obligation is satisfied, and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

iii. Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Company’s unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

iv. Inventories

Inventories consist of raw materials, packing materials, work-in-progress, stock-in-trade and finished goods. Inventories are valued at lower of cost and net realizable value (NRV). Cost is determined on weighted average basis.

Cost of raw materials and packing materials includes cost of purchases and other costs incurred in bringing the inventories to their present location and condition.

Cost of work-in-progress and finished goods includes direct materials, labour and proportion of manufacturing overheads based on the normal operating capacity, wherever applicable. Cost of finished goods includes other costs incurred in bringing the inventories to their present location and condition.

Cost of stock-in-trade includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be used are expected to be sold at or above cost.

v. Property, Plant and Equipment (PPE)

Items of Property, plant and equipment acquired or constructed are initially recognized at historical cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation, and impairment loss, if any. The historical cost of Property, plant and equipment comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use.

Capital Work-in-Progress represents Property, plant and equipment that are not ready for their intended use as at the reporting date.

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The Company identifies and determines cost of each component/part of the plant and equipment separately, if the component/part has a cost which is significant to the total cost of the plant and equipment and has useful lives that is materially different from that of the remaining plant and equipment.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the year in which they are incurred.

Gains and losses arising from derecognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognized.

Depreciation methods, estimated useful lives and residual values

Depreciation is provided, pro-rata for the period in use, on the straight-line method based on the respective estimate of useful lives given below. Estimated useful lives of assets are determined based on technical parameters/assessments.

The management believes that useful lives currently used, which is prescribed under Part C of Schedule II to the Companies Act, 2013, fairly reflects its estimate of the useful lives and residual values of PPE, though

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

these lives in certain cases are different from lives prescribed under Schedule II.

Asset Category	Useful Lives (in Years)
Buildings - Factory	30
Buildings – Non-Factory*	30
Plant and Machinery*	10
Furniture and Fixtures	10
Office equipment	10/5
Computers	3
Laptops	3
Motor vehicles	8
Leasehold improvements	Amortised over the lease period

**In respect of these assets, management estimates different useful life than prescribed under part C of Schedule II based on internal assessment and independent technical evaluation.*

Estimated useful lives, residual values and depreciation methods are reviewed annually, considering into account of commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

Advances paid towards the acquisition of PPE outstanding at each Balance Sheet date is classified as capital advances under ‘Other non-current assets’ and cost of assets not put to use before such date are disclosed under ‘Capital work-in-progress’.

vi. Intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortization / impairment losses.

Acquired intangible assets

Separately acquired intangible assets are shown at historical cost. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses, if any.

The Company amortizes intangible assets with a finite useful life using the straight-line method over the estimated useful lives. The estimated useful lives of assets are as follows:

Asset Category	Useful Lives (in Years)
Brand	10
Software	3
Technical know- how	5

In respect of the above assets, management’s estimate is based on internal assessment and independent technical evaluations.

The amortisation period and the amortisation method for intangible assets are reviewed at the end of each reporting period. The amortisation expense on intangible assets is recognised in the Statement of Profit and Loss.

Losses arising from retirement and gains or losses arising from disposal of Intangible assets are determined by comparing sale proceeds with carrying amount and are disclosed in the Statement of Profit and Loss.

vii. Income tax

The income tax expense or credit for the period is the tax payable on the current period’s taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Current income tax

The current income tax charge is calculated based on the Indian Tax Laws enacted or substantively enacted at the end of the reporting period. The provision for current tax is made at the rate of tax as applicable for the income of the previous year as defined under the Income tax Act, 1961.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provision where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and current tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised using the liability method, on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purpose at the reporting date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forward and unused tax credits could be utilized.

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The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

viii. Provisions and contingent liabilities

Provisions

Provisions are recognized when there is a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingencies

Contingent liabilities are disclosed in the Notes to the consolidated financial statements. Contingent liabilities are disclosed for

- when there is a possible obligation arising from past events, the existence of which will

be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or

- a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount cannot be made

ix. Employee benefits

I. Short term benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, bonus, short term compensated absences and the expected cost of ex-gratia is recognized in the period in which the employee renders the related service.

II. Other long-term employee benefits

The Company has for all employee's other long-term benefits in the form of Long Service Award and Compensated Absences as per the policy of the Company. Liabilities for such benefits are provided on the basis of actuarial valuation, as at the reporting date, carried out by an independent actuary. The actuarial valuation method used by an independent actuary for measuring the liability is the Projected Unit Credit method.

III. Post-employment benefit obligations

The company operates the following post-employment schemes:

- defined contribution plans such as superannuation fund and provident fund for Nepal and
- defined benefit plans such as gratuity and provident fund (other than Nepal)

Defined contribution plans

The Company has defined contribution plans for post-employment benefits in the form of Superannuation Fund which is recognised by the Income-tax authorities and administered through trustees and/or Life Insurance Corporation of India (LIC). Further, the Company also has a defined contribution plan in the form of a provident fund scheme for its staff and workmen at Nepal and pension scheme under the Employee's Pension Scheme 1995 for its all employees, which are administered by the Provident Fund Commissioner.

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All the above-mentioned schemes are classified as defined contribution plans as the Company has no further obligation beyond making the contributions. The Company's contributions to defined contribution plans are charged to the Statement of Profit and Loss, when an employee renders the related service.

Defined benefit plans

The company has defined benefit plans for post-employment benefits in the form of Provident Fund (treated as a defined benefit plan on account of guaranteed interest benefit) and Gratuity.

The Company has for all employees other than Nepal, defined benefit plans for post-employment benefits in the form of Provident Fund which is administered through trustees (treated as a defined benefit plan on account of guaranteed interest benefit). Further, the Company has defined benefit plan for post-retirement benefit in the form of Gratuity which is administered through LIC for all its employees.

Provident Fund and Gratuity fund are recognised by the Income-tax authorities and administered through trustees and/or LIC. Liability for Defined Benefit Plans is provided on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary.

The defined benefit obligation is calculated annually by independent actuaries using the Projected Unit Credit Method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bond that have terms to maturity approximating to the terms of the related gratuity, pension plan and provident fund liabilities.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the Balance Sheet.

x. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming the market participants act in their economic best interest.

The fair value measurement of a non-financial asset takes into account, market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Where required/appropriate, external valuers are involved.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) prices in active market for identical assets or liabilities
- Level 2 (if level 1 feed is not available/appropriate) — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 (if level 1 and 2 feed is not available/appropriate) — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amount approximates fair value due to the short maturity of these instruments.

The Company recognizes transfers between levels of fair value hierarchy at the end of reporting period during which the change has occurred.

xi. Leases

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the company.

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Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments, less any lease incentives receivable
- Variable lease payments
- Amount expected to be payable by the lessee under residual value guarantee

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability
- Any lease payments made at or before the commencement date less any lease incentives received
- Any initial direct cost and restoration costs

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases and all leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

xii. Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets except inventories to ascertain whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets excluding goodwill with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount of the asset does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

xiii. Cash and cash equivalents

For the purpose of presentation in the Statement of Cash Flows, Cash and Cash Equivalents includes balance with banks and demand deposits with banks with original maturities of three months or less and other short term highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

xiv. Financial instruments

A financial instrument is any contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets:

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortized cost

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- The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows

Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets (excluding trade receivables which do not contain a significant financing component) are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in the Statement of Profit and Loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

- fair value (either through other comprehensive income or through Profit and Loss), or
- amortized cost

Debt instruments

Debt instruments are subsequently measured at amortized cost, fair value through other comprehensive income ('FVTOCI') or fair value through Profit and Loss ('FVTPL') till de-recognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

There are three measurement categories into which the Company classifies its debt instruments.

(a) Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in the Statement of Profit and Loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

(b) Fair value through other comprehensive income (FVTOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured

at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the Statement of Profit and Loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

(c) Fair value through profit or loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in the Statement of Profit and Loss in the period in which it arises. Interest income from these financial assets is recognised in the Statement of Profit and Loss.

Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Impairment of financial assets

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, and bank balance
- trade receivables

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The Company follows ‘simplified approach’ for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Derecognition of financial assets

A financial asset is derecognized only when:

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows from the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Income recognition

Interest income

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Financial liabilities:

Initial recognition and measurement

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at FVTPL, transaction costs that are directly attributable to the issue/origination of the financial liability.

Subsequent measurement

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held- for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in the Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in Statement of Profit and Loss. Any gain or loss on derecognition is also recognized in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

Offsetting financial instruments

Financial assets and liabilities are off-set and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

3. Other accounting policies

i. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Chief Operating decision-maker is responsible for allocating resources and assessing performance of the operating segments and makes strategic decisions. Refer Note 33 for segment information presented.

ii. Export Incentives

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same.

iii. Exceptional Items

When items of income or expense are of such nature, size and incidence that their disclosure is necessary to explain the performance of the Company for the year, the company makes a disclosure of the nature and amount of such items separately under the head “exceptional items”.

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iv. Dividends distribution to equity holders

Provision is made for amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

v. Foreign currency translation

Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the Company operates (“the functional currency”). The consolidated financial statements are presented in Indian ₹ (INR), which is Sanofi India Limited’s functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in the Statement of Profit and Loss.

Non-monetary items that are measured at historical cost in foreign currency are not retranslated.

All non-monetary items denominated in foreign currency are carried at historical cost or other similar valuation and are reported using the exchange rate that existed when the values were determined.

vi. Share based payments

Sanofi S.A. France, being the Ultimate Holding Company has given restricted stock option plan to certain employees of the Company.

Pursuant to Ind AS 102 ‘Share-based Payment’, the Company recognizes an expense based on the fair value of the stock options as at grant date. The expenses are amortised over the vesting period which is conditional on the provision of services by the plan participant during the vesting period. The corresponding credit is given to equity because the award represents in substance equity contribution by the Parent Company. The cumulative expense recognised for stock options at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company’s best estimate of the number of equity instruments that will ultimately vest.

vii. Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

viii. Earnings per Share

Basic earnings per share is calculated by dividing the net profit after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

4. Critical Estimates and Judgements

The preparation of the Company’s consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amount of assets, liabilities, revenue, expenses, and the accompanying disclosures and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when consolidated financial statements were prepared. These estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected.

The areas involving critical estimates and judgements are:

- Useful lives of Property, plant and equipment and intangibles [Refer Note 2 (v) and (vi)]
- Measurement of defined benefit obligations (Refer Note 40)
- Provision for inventories (Refer Note 10)
- Measurement and likelihood of occurrence of provisions and contingencies (Refer Notes 21, 34, 41 and 43)
- Impairment of trade receivables (Refer Note 11)

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5 (a) - Property, plant and equipment

(₹ in Million)								
Particulars	Buildings	Leasehold Improvements	Plant and Equipments	Furniture and Fixtures	Office Equipments	Computers	Motor Vehicles	Total
Year ended December 31, 2023								
Gross Carrying Amount								
As at December 31, 2022	2,192	23	1,639	274	75	309	16	4,528
Additions	8	-	14	2	-	18	-	42
Transferred during the year from CWIP	162	-	175	1	-	22	-	360
Disposals	-	(23)	(34)	(14)	(32)	(95)	-	(198)
Closing Gross Carrying Amount	2,362	-	1,794	263	43	254	16	4,732
Accumulated Depreciation								
As at December 31, 2022	516	15	972	211	49	290	12	2,065
Depreciation charge during the year	98	2	147	31	7	19	2	306
Disposals	-	(17)	(31)	(11)	(29)	(95)	-	(183)
Closing Accumulated Depreciation	614	-	1,088	231	27	214	14	2,188
Net Carrying Amount as at December 31, 2023	1,748	-	706	32	16	40	2	2,544
Year ended December 31, 2024								
Gross Carrying Amount								
As at December 31, 2023	2,362	-	1,794	263	43	254	16	4,732
Additions	4	-	42	3	-	40	-	89
Transferred during the year from CWIP	178	-	75	-	-	7	-	260
Disposals	-	-	(8)	-	-	(36)	(5)	(49)
Transferred (out) [Refer Note (i) below]	-	-	(31)	-	-	(30)	-	(61)
Closing Gross Carrying Amount	2,544	-	1,872	266	43	235	11	4,971
Accumulated Depreciation								
As at December 31, 2023	614	-	1,088	231	27	214	14	2,188
Depreciation charge during the year	121	-	134	18	4	24	1	302
[Refer Note (ii) below and Note 52]								
Disposals	-	-	(7)	-	-	(36)	(5)	(48)
Transferred (out) [Refer Note (i) below]	-	-	(17)	-	-	(12)	-	(29)
Closing Accumulated Depreciation	735	-	1,198	249	31	190	10	2,413
Net Carrying Amount as at December 31, 2024	1,809	-	674	17	12	45	1	2,558

Note:

- (i) The Company has transferred assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).
- (ii) Depreciation charge as disclosed above for the year ended December 31, 2024 includes Rs. 12 Million (December 31, 2023 Rs. 27 Million) from the discontinued operations (Refer Note 52).

5 (b) - Capital work-in-progress

Capital work-in-progress of ₹ 181 million (December 31, 2023: ₹ 133 million) mainly comprises of plant and equipment and building being constructed in India.

(a) Ageing of Capital work-in-progress:

As on December 31, 2024

Capital work-in-progress	Amount for Capital work-in-progress				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	115	-	38	28	181
(ii) Projects temporarily suspended	-	-	-	-	-
Total	115	-	38	28	181

Notes forming part of the Consolidated Financial Statements

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(b) Completion schedule for Capital work-in-progress whose completion has exceeded compared to its original plan:

As on December 31, 2024

Capital work-in-progress	To be Completed In				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	66	-	-	-	66
(ii) Projects temporarily suspended	-	-	-	-	-
Total	66	-	-	-	66

(c) Ageing of Capital work-in-progress:

As on December 31, 2023

Capital work-in-progress	To be Completed In				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	67	38	28	-	133
(ii) Projects temporarily suspended	-	-	-	-	-
Total	67	38	28	-	133

(d) Completion schedule for Capital work-in-progress whose completion has exceeded compared to its original plan:

As on December 31, 2023

Capital work-in-progress	To be Completed In				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	-	66	-	-	66
(ii) Projects temporarily suspended	-	-	-	-	-
Total	-	66	-	-	66

5 (c) - Leases

i) Amounts recognised in balance sheet

The balance sheet shows the following amounts relating to leases of warehouse premises and factory land.

a) Right-of-use assets

The changes in the carrying value of Right-of-use assets for the year ended are as follows:

Particulars	December 31, 2024	December 31, 2023
Office premises	176	177
Land	378	379
Total	554	556

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

Amounts recognised in balance sheet

Right-of-use assets:

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Opening balance	556	589
Add: Additions during the year	66	106
Less: Termination of leases during the year	-	(56)
Less: Depreciation during the year	(68)	(83)
Closing balance	554	556

b) Lease liabilities

Set out below are the carrying amounts of lease liabilities and the movements during the year :

Particulars	December 31, 2024	December 31, 2023
Opening balance	190	236
Add: Additions during the year	66	106
Add: Interest for the year	15	17
Less: Lease payments made during the year	(78)	(100)
Less: Termination of leases during the year	-	(69)
Closing balance	193	190

Below represents net debt reconciliation as per requirements of Ind-AS 7 - Statement of Cash Flows :

Particulars	Cash and Cash Equivalents	Lease Liabilities	(Net debt)
Cash balance / (Net Debt) as at December 31, 2022	10,049	(236)	9,813
Cash flows	(6,120)	-	(6,120)
Movement in lease liabilities (Refer table above)	-	46	46
Cash balance / (Net Debt) as at December 31, 2023	3,929	(190)	3,739
Cash flows	(1,091)	-	(1,091)
Movement in lease liabilities (Refer table above)	-	(3)	(3)
Cash balance / (Net Debt) as at December 31, 2024	2,838	(193)	2,645

The following is the break-up of current and non-current lease liabilities for the year ended:

Particulars	December 31, 2024	December 31, 2023
Current lease liabilities	53	51
Non-current lease liabilities	140	139
Total	193	190

ii) Amounts recognised in the Standalone Statement of Profit & Loss

Particulars	December 31, 2024	December 31, 2023
Depreciation charge on right-of-use assets (Refer Note 31)	68	83
Interest expense (Refer Note 30)	15	17
Expenses relating to short term and low value leases [Refer Note 32 (a)]	17	7
Gain on termination of leases (Refer Note 26)	-	(13)
Total	100	94

Notes forming part of the Consolidated Financial Statements

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iii) Variable lease payments

The Company does not have any variable lease payments for the above leases.

iv) Extension and termination options

Extension and termination options are included in an number of leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations.

6 (a) - Intangible assets

(₹ in Million)			
Particulars	Software	Technical know-how	Total
Year ended December 31, 2023			
Gross Carrying Amount			
As at December 31, 2022	97	95	192
Additions	5	48	53
Disposals	(97)	-	(97)
Closing Gross Carrying Amount	5	143	148
Accumulated amortisation			
As at December 31, 2022	97	92	189
Amortisation charge during the year	1	6	7
Disposals	(97)	-	(97)
Closing Accumulated Depreciation	1	98	99
Net Carrying Amount as at December 31, 2023	4	45	49
Year ended December 31, 2024			
Gross Carrying Amount			
As at December 31, 2023	5	143	148
Additions	1	-	1
Disposals	-	-	-
Transferred (out) [Refer Note (i) below]	-	(66)	(66)
Closing Gross Carrying Amount	6	77	83
Accumulated amortisation			
As at December 31, 2023	1	98	99
Amortisation charge during the year	1	11	12
Disposals	-	-	-
Transferred (out) [Refer Note (i) below]	-	(41)	(41)
Closing Accumulated Depreciation	2	68	70
Net Carrying Amount as at December 31, 2024	4	9	13

Note:

- (i) The Company has transferred assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).
- (ii) Amortization charge for the year ended December 31, 2024 includes Rs. 3 Million (December 31, 2023 Rs. 4 Million) from the discontinued operations.

6 (b) - Intangible assets under development

Intangible assets under development of ₹ NIL million (December 31, 2023: ₹ 26 million) mainly comprises of product development and technical know- how. The Company has transferred assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

(a) Ageing of Intangible Assets Under Development:

As on December 31, 2024

Intangible Assets Under Development	Amounts in Intangible Assets under Development for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	-	-	-	-	-
(ii) Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

(₹ in Million)

(b) Completion schedule for intangible assets under development whose completion has exceeded compared to its original plan:

As on December 31, 2024

Intangible Assets Under Development	To be Completed In				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	-	-	-	-	-
(ii) Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

(c) Ageing of Intangible Assets Under Development:

As on December 31, 2023

Intangible Assets Under Development	Amounts in Intangible Assets under Development for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	-	-	-	26	26
(ii) Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	26	26

(d) Completion schedule for intangible assets under development whose completion has exceeded compared to its original plan:

As on December 31, 2023

Intangible Assets Under Development	To be Completed In				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	26	-	-	-	26
(ii) Projects temporarily suspended	-	-	-	-	-
Total	26	-	-	-	26

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

7 - Non current financial assets-Other financial assets

(₹ in Million)

Particulars	December 31, 2024	December 31, 2023
Unsecured, considered good		
Margin money deposits (Refer note 13)	7	5
Other receivables	27	39
Other deposits	16	15
Security deposits	77	52
Unsecured, considered doubtful		
Security deposits	22	17
Less: Loss allowance	(22)	(17)
Total	127	111

8 (a) - Income tax assets (net)

Particulars	December 31, 2024	December 31, 2023
Advance income tax (net of provision of ₹ 11,765 million; December 31, 2023: ₹ 11,046 million)	1,375	1,194
Total	1,375	1,194

8 (b) - Current tax liabilities (net)

Particulars	December 31, 2024	December 31, 2023
Income Tax provision (net of advance tax ₹ 18,909 million; December 31, 2023: ₹ 18,835 million)	959	1,015
Total	959	1,015

9 - Other non-current assets

Particulars	December 31, 2024	December 31, 2023
Capital advances	6	20
Prepaid rentals	35	35
Total	41	55

10 - Inventories

Particulars	December 31, 2024	December 31, 2023
Raw materials and packing materials	1,166	1,785
(Including in transit ₹ 26 million; December 31, 2023 : ₹ 178 million)		
Work-in-progress	44	36
Finished goods	353	738
Stock-in-trade	3,435	4,079
(Including in transit ₹ 767 million; December 31, 2023 : ₹ 4 million)		
Total	4,998	6,638

The Company has created provision amounting to ₹ 202 million (December 31, 2023 : ₹ 101 million) which is mainly on account of inventory which is expired, near expiry, damaged etc.

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

11 - Trade receivables

(₹ in Million)

Particulars	December 31, 2024	December 31, 2023
Trade receivables from contract with Customers	1,125	377
Trade receivables from contract with Customers - related parties (Refer note 38)	1,215	985
Less: Allowance for credit losses	(40)	(45)
Total	2,300	1,317

Breakup up of security details

Particulars	December 31, 2024	December 31, 2023
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	2,340	1,362
Trade receivables considered good which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	-	-
Total	2,340	1,362
Less: Allowance for credit losses	(40)	(45)
Total	2,300	1,317

Ageing schedule for Trade receivables

As at December 31, 2024

Particulars	Outstanding for the following periods from due date							Total
	Unbilled	Not Due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables								
Considered good	63	1,740	403	94	7	4	29	2,340
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Less: Allowance for credit losses	-	-	-	-	(7)	(4)	(29)	(40)
Disputed Trade Receivables								
Considered good	-	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Less: Allowance for credit losses	-	-	-	-	-	-	-	-
Total	63	1,740	403	94	-	-	-	2,300
Expected loss rate	0%	0%	0%	0%	93%	100%	100%	

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

As at December 31, 2023

(₹ in Million)

Particulars	Outstanding for the following periods from due date							Total
	Unbilled	Not Due	Less than 6 months	6 month- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables								
Considered good	-	1,212	92	13	5	6	34	1,362
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Less: Allowance for credit losses	-	-	-	-	(5)	(6)	(34)	(45)
Disputed Trade Receivables								
Considered good	-	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Less: Allowance for credit losses	-	-	-	-	-	-	-	-
Total	-	1,212	92	13	-	-	-	1,317
Expected loss rate	0%	0%	0%	0%	100%	100%	100%	

1. Refer note 48(A) for credit and market risk on trade receivables.
2. There are no outstanding receivables due from directors or other officers of the company as year end.
3. No element of financing is deemed present and sales are generally made with a credit period as specified by the company's policy which is consistent with the market practice. The Company does not have any contracts where the period between transfer of the promised goods and services to the customer and the payment by the customer exceeds 1 year. As a consequence, the company does not adjust any transaction prices for the time value of money.

12 - Cash and cash equivalents

Particulars	December 31, 2024	December 31, 2023
Balances with banks		
- in current accounts	387	644
- in EEFC accounts	16	12
Deposits with banks with original maturity of less than 3 months	2,435	3,289
Total	2,838	3,945

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the current and previous year.

13 - Other bank balances

Particulars	December 31, 2024	December 31, 2023
Margin money deposits (Refer note below)	29	38
Unpaid dividend accounts	81	82
Total	110	120

Margin money deposits given as security

Margin money deposits with carrying amount of ₹ 36 million (December 31, 2023 : ₹ 43 million) are subject to first charge to secure bank guarantees issued by banks on behalf of the Company.

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

14 - Current loans

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Unsecured, considered good		
Loans to employees	10	19
Total	10	19

Loan to employees includes amount due from directors / KMP amounting to Nil (PY : Nil) (Refer note 37)

The Company has not granted loans to its promoters, directors, key managerial personnel (KMP) and the other related parties (as defined under the Companies Act, 2013) which are repayable on demand or without specifying any terms or period of repayment or any other loans or advance in the nature of loans during the current year and previous year.

15 - Other current financial assets

Particulars	December 31, 2024	December 31, 2023
Security deposits	5	11
Other receivables (Refer Note No 38)	447	67
Total	452	78

16 - Other current assets

Particulars	December 31, 2024	December 31, 2023
Advance payments to suppliers	47	16
Export benefits receivable	8	7
Balance with government authorities	382	260
Prepaid expenses	115	71
Other Advances	6	5
Others	2	4
Total	560	363

17 - Share capital and other equity

17 (a) - Equity share capital

(i) Authorised share capital

Particulars	Number of shares	Amount
As at January 1, 2023	23,500,000	235
Increase during the year	-	-
As at December 31, 2023	23,500,000	235
Increase during the year	-	-
As at December 31, 2024	23,500,000	235

Issued, Subscribed and Paid up :

(ii) Movements in equity share capital

Particulars	Number of shares	Amount
As at January 1, 2023	23,030,622	230
Issued during the year	-	-
As at December 31, 2023	23,030,622	230
Issued during the year	-	-
As at December 31, 2024	23,030,622	230

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

(iii) Terms and rights attached to equity shares

The Company has only one class of equity shares having a face value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholder.

(iv) Shares held by holding and ultimate holding Company

13,904,722 (December 31, 2023 : 13,904,722) equity shares of ₹ 10 each fully paid are held by Hoechst GmbH, Germany, holding Company and 4,865 (December 31, 2023: 4,865) equity shares of ₹ 10 each fully paid are held by Sanofi S.A., France ultimate holding Company.

(v) Details of shareholders holding more than 5% shares in the Company

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Equity shares of Rs. 10 each fully paid		
Hoechst GmbH, Germany		
- No of shares	13,904,722	13,904,722
- % of holding	60.37%	60.37%
Life Insurance Corporation of India		
- No of shares	1,369,833	1,369,833
- % of holding	5.95%	5.95%

(vi) Details of Promoters shareholding

Name of Promoters	No. of Shares as on December 31, 2024	Percentage of Total Shares on December 31, 2024	Percentage Change during the year
Hoechst GmbH, Germany	13,904,722	60.37%	0.00%
Sanofi S.A.	4,865	0.02%	0.00%

Name of Promoters	No. of Shares as on December 31, 2023	Percentage of Total Shares on December 31, 2023	Percentage Change during the year
Hoechst GmbH, Germany	13,904,722	60.37%	0.00%
Sanofi S.A.	4,865	0.02%	0.00%

17 (b) - Other equity - Reserves and surplus

Particulars	December 31, 2024	December 31, 2023
Securities premium	20	20
Retained earnings	4,458	6,019
General reserve	3,203	3,203
Share options outstanding account	695	683
Total	8,376	9,925

(i) Securities premium

Particulars	December 31, 2024	December 31, 2023
Opening balance	20	20
Movement during the year	-	-
Closing balance	20	20

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

(ii) Retained earnings

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Opening balance	6,016	8,432
Profit for the year	4,133	6,029
Items of Other Comprehensive Income recognised directly into retained earnings		
- Remeasurement of Post employee benefit obligation, net of tax	72	(13)
Dividend paid	(3,846)	(8,432)
Adjustment pursuant to demerger scheme (Refer note 52)	(1,902)	-
Cancellation of investment on account of demerger scheme (Refer note 52)	(15)	-
Closing balance	4,458	6,016

(iii) General reserve

Particulars	December 31, 2024	December 31, 2023
Opening balance	3,203	3,454
Dividend paid	-	(251)
Closing balance	3,203	3,203

(iv) Share options outstanding account

Particulars	December 31, 2024	December 31, 2023
Opening balance	683	622
Employee stock option expense (net) (Refer note 39)	12	61
Closing balance	695	683

Nature and purpose of reserves:

1) Securities premium

Securities premium is created when shares are issued at premium. This is utilised in accordance with the provisions of the Companies Act, 2013.

2) General reserve

General reserve is created out of profits of the Company. The reserve is utilised in accordance with the provisions of Companies Act, 2013. Part of free reserve was distributed as dividend during the previous year.

3) Share options outstanding account

The share options outstanding account is used to recognise the fair value of restricted stock units as at grant date issued by the Ultimate Holding Company, Sanofi S.A to the Company's eligible employees.

18 - Non-current employee benefit obligations

Particulars	December 31, 2024	December 31, 2023
Compensated absences (Refer note 40)	173	296
Long service awards (Refer note 40)	7	11
Total	180	307

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

19 - Trade payables

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Trade Payables : micro and small enterprises (Refer note 44)	221	283
Trade Payables : Other than micro and small enterprises		
- Related parties (Refer note 38)	2,685	962
- Others	1,157	1,670
Total	4,063	2,915

Ageing Schedule for Trade Payable

As at December 31, 2024	Outstanding for following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Undisputed Trade Payables							
Micro enterprises and small enterprises	-	204	-	-	-	17	221
Others	599	1,487	1,736	21	-	-	3,842
Disputed Trade Payables							
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	599	1,691	1,736	21	-	17	4,063

As at December 31, 2023	Outstanding for following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Undisputed Trade Payables							
Micro enterprises and small enterprises	-	266	-	-	-	17	283
Others	356	1,185	1,091	-	-	-	2,632
Disputed Trade Payables							
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	356	1,451	1,091	-	-	17	2,915

20 - Other current financial liabilities

Particulars	December 31, 2024	December 31, 2023
Other payables to related party (Refer note 38)	61	43
Unclaimed dividend [#]	81	82
Liability for capital goods	85	42
Others	117	-
Total	344	167

[#] There are no amounts due for payment to the Investor Education and Protection Fund (IEPF) under Section 125 of the Companies Act, 2013 as at the year end.

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

21 - Current provisions

(₹ in Million)

Particulars	December 31, 2024	December 31, 2023
Provision for sales return (Refer note 41)	520	690
Provision for indirect tax (Refer note 41)	298	284
Others (Refer note 41)	367	367
Total	1,185	1,341

22 - Current employee benefit obligations

Particulars	December 31, 2024	December 31, 2023
Employee related liabilities [#]	474	773
Compensated absences (Refer note 40)	34	64
Long service awards (Refer note 40)	1	2
Gratuity (Refer note 40)	31	89
Total	540	928

[#] includes salaries, wages and bonus payable to employees

23 - Other current liabilities

Particulars	December 31, 2024	December 31, 2023
Statutory liabilities	48	96
Total	48	96

24 - Revenue from operations

Particulars	December 31, 2024	December 31, 2023
Revenue from contract with customers :		
Sale of products	18,726	18,660
Sale of services	1,164	1,156
	19,890	19,816
Other operating income :		
Scrap sale	6	11
Export incentives	37	27
Others [#]	199	107
	242	145
Total	20,132	19,961

[#] Includes recovery of freight

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

Disaggregation of revenue from contract with customers

The Company has determined the categories of disaggregation of revenue considering the types/nature of contracts. The Company derives revenue from the transfer of goods and services.

(₹ in Million)

Particulars	December 31, 2024	December 31, 2023
Revenue by location of customers		
- India	16,047	14,994
- Outside India	4,085	4,967
	20,132	19,961
Timing of revenue recognition		
- At a point in time	18,968	18,805
- Over a period of time	1,164	1,156
Total revenue from contract with customers	20,132	19,961
Reconciliation of revenue recognised in the statement of profit and loss with contracted price		
- Contract price	20,639	20,729
- Less: Volume discount/Cash discount	(507)	(768)
Total revenue from contract with customers	20,132	19,961

25 - Other income

Particulars	December 31, 2024	December 31, 2023
Interest		
Bank deposits (Refer note 38)	132	358
On Income tax refund	-	78
Rental income (Refer note 38)	2	2
Provisions no longer required written back	1	-
Exchange differences net	22	16
Gain on termination of leases (Refer note 5 (c))	-	13
Miscellaneous Income	8	145
Total	165	612

26 - Cost of materials consumed

Particulars	December 31, 2024	December 31, 2023
Inventory at the beginning of the year	1,239	1,544
Add: Purchases	3,475	3,134
Less: Inventory at the end of the year	1,166	1,239
Total	3,548	3,439

Value of Inventories excludes stock pertaining to discontinued operations as on December 31, 2023 ₹ 546 Million and December 31, 2022 ₹ 607 Million.

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

27 - Changes in Inventories of work-in-progress, stock-in-trade and finished goods

(₹ in Million)

Particulars	December 31, 2024	December 31, 2023
Inventory at the end of the year		
Finished goods	353	319
Stock-in-trade	3,435	4,079
Work-in-progress	44	36
	3,832	4,434
Inventory at the beginning of the year		
Finished goods	319	268
Stock-in-trade	4,079	1,272
Work-in-progress	36	57
	4,434	1,597
Total	602	(2,837)

Value of Finished goods excludes stock pertaining to discontinued operations as on December 31, 2023 ₹ 419 Million and December 31, 2022 ₹ 332 Million.

28 - Employee benefits expense

Particulars	December 31, 2024	December 31, 2023
Salaries, wages and bonus	2,165	2,498
Contribution to provident fund and other funds	106	124
Gratuity (Refer note 40)	47	47
Staff welfare expenses	72	77
Employee share based payment expense (net) (Refer note 39)	12	61
Total	2,402	2,807

29 - Finance costs

Particulars	December 31, 2024	December 31, 2023
Other interest (Refer note 44)	*	*
Interest on lease liabilities (Refer note 5 (c))	15	17
Total	15	17

* denotes figure less than a million

30 - Depreciation and amortisation expense

Particulars	December 31, 2024	December 31, 2023
Depreciation of property, plant and equipment (Refer note 5 (a))	290	279
Depreciation of right-of-use assets (Refer note 5 (c))	68	83
Amortisation of intangible assets (Refer note 6 (a))	9	3
Total	367	365

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

31 (a) - Other expenses

(₹ in Million)

Particulars	December 31, 2024	December 31, 2023
Advertisement and sales promotion	179	236
Auxiliary and other materials	64	55
Auditors remuneration ((Refer note 31 (b))	5	5
Expenditure towards Corporate Social Responsibility (CSR) activities (Refer note 45)	144	148
Insurance	98	67
Legal and professional fees	445	416
Service charges	4	7
Power and fuel	116	84
Provision for bad and doubtful debts (net) (Refer note 48(A))	2	(4)
Provision for doubtful advances and deposits	5	(2)
Rates and taxes	76	80
Rent	17	7
Repairs and maintenance- buildings	28	22
Repairs and maintenance - others	78	58
Repairs and maintenance - plant and machinery	43	36
Selling and distribution expenses	880	726
Stores and spares	1	1
Toll manufacturing charges	188	136
Trainings and meetings	38	35
Travelling and conveyance	376	350
Commission to Non-executive Directors	7	5
(Gain) / Loss on sale/Write-off of property, plant and equipment and asset held for sale (net)	(5)	21
Miscellaneous expenses	240	253
Total	3,029	2,742

31 (b) - Auditors remuneration

Particulars	December 31, 2024	December 31, 2023
Payment to Auditors:		
As auditor:		
Audit fees	5	5
In other capacities:		
Certificates	*	*
Reimbursement of Expenses	*	*
Total Payments to Auditors	5	5

* denotes figure less than a million

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

32 - Income Tax

32 (a) Income tax expense

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Current tax		
Current tax on profits for the year	1,584	2,433
Total current tax expense	1,584	2,433
Deferred tax		
(Decrease) in deferred tax liabilities	(93)	(7)
Total deferred tax (credit)	(93)	(7)
Income tax expense	1,491	2,426
Current Tax Expenses is attributable to :		
Continuing operations	1,258	1,634
Discontinued operations	326	799
Total	1,584	2,433
Deferred Tax Expense/(Credit) attributable to :		
Continuing operations	(81)	5
Discontinued operations	(12)	(12)
Total	(93)	(7)
Total Income tax Expense	1,491	2,426

32 (b) For the year ended December 31, 2024, the company has reversed deferred tax assets of ₹ 24 million in other comprehensive income whereas the company had recognised deferred tax assets of ₹ 5 million for the year ended December 31, 2023 on account of actuarial remeasurements of defined benefit plan.

No aggregate amounts of current and deferred tax have arisen in the reporting periods which have not been recognised in net profit or loss or other comprehensive income but directly debited/ (credited) to equity.

32 (c) Reconciliation of tax expense and the accounting profit multiplied by tax rate :

Particulars	December 31, 2024	December 31, 2023
Profit before tax		
Continuing operations	4,314	5,285
Discontinued operations	1,312	3,173
Total	5,626	8,458
At statutory income tax rate of 25.168% (December 31, 2023: 25.168%)	1,416	2,129
Expenses not deductible for tax purposes	75	201
Taxable income under Income Tax Act, 1961	-	101
Difference on account of different tax rate for long term capital gains	-	(5)
Effective income tax	1,491	2,426

32 (d) Deferred tax Assets / (Liabilities) (net)

Particulars	December 31, 2024	December 31, 2023
The balance comprises temporary differences attributable to:		
Provision for doubtful debts and advances	16	16
Disallowance under Section 43B and 40(a)(ia) of the Income Tax Act, 1961	60	113
Employee retirement and other long term benefits	216	197
Lease liabilities	45	48
Total deferred tax assets	337	374

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Depreciation and amortisation	(333)	(366)
Right-of-Use Assets	(3)	(45)
Total deferred tax liabilities	(336)	(411)
Deferred tax Asset/(liability) (net)	1	(37)

Note: Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

32 (e) Movement in deferred tax assets/liabilities

(i) Deferred Tax Assets/Liabilities in relation to the year ended December 31, 2024

Particulars	December 31, 2023	Charged/ (Credited) to Statement of Profit and Loss [#]	Charged/ (Credited) to Other Comprehensive Income	Adjustment *	December 31, 2024
Deferred Tax Liability					
Depreciation and amortisation	366	(28)	-	(5)	333
Right-of-Use Assets	45	(42)	-	-	3
Total Deferred Tax Liability	411	(70)	-	(5)	336
Less : Deferred Tax Assets					
Provision for doubtful debts and advances	(16)	(2)	-	2	(16)
Disallowance under Section 43B and 40(a)(ia) of the Income Tax Act, 1961	(113)	53	-	-	(60)
Employee retirement and other long term benefits	(197)	(77)	24	34	(216)
Lease liabilities	(48)	3	-	-	(45)
Total Deferred Tax Assets	(374)	(23)	24	36	(337)
Net Deferred Tax Liabilities/(Assets)	37	(93)	24	(31)	(1)

* The Company has transferred deferred tax assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).

[#] Includes deferred tax credit of ₹ 12 Million for discontinued operations.

(ii) Deferred Tax Assets/Liabilities in relation to the year ended December 31, 2023

Particulars	December 31, 2022	Charged/ (Credited) to Statement of Profit and Loss	Charged/ (Credited) to Other Comprehensive Income	December 31, 2023
Deferred Tax Liability				
Depreciation and amortisation	404	(38)	-	366
Right-of-Use Assets	53	(8)	-	45
Total Deferred Tax Liability	457	(46)	-	411
Less : Deferred Tax Assets				
Provision for doubtful debts and advances	(18)	2	-	(16)
Disallowance under Section 43B and 40(a)(ia) of the Income Tax Act, 1961	(124)	11	-	(113)
Employee retirement and other long term benefits	(206)	14	(5)	(197)
Lease liabilities	(60)	12	-	(48)
Total Deferred Tax Assets	(408)	39	(5)	(374)
Net Deferred Tax Liabilities	49	(7)	(5)	37

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

33 - Operating Segment

The operations of the Company are limited to one segment viz. Pharmaceutical products.

Operating segments are defined as components of a company for which discrete financial information is available that is evaluated regularly by Chief Operating Decision Maker (“CODM”), in deciding how to allocate resources and assessing performance.

Geographical revenues are allocated based on the location of the customers. Information regarding geographical revenue is as follows :

Revenue from Continued operations

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
India	16,047	14,994
Singapore	3,922	3,863
Others	163	1,104
Total	20,132	19,961

Information about major customers

Customer represented 10% or more of the Company’s total revenue :

Particulars	December 31, 2024	December 31, 2023
Sanofi-Aventis Singapore Pte. Limited	3,922	3,863
Emcure Pharmaceuticals Ltd	3,175	-
Total	7,097	3,863

34 - Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹ 1 Million (December 31, 2023 : ₹ 62 Million).

35 - Earnings per share:

Particulars	December 31, 2024	December 31, 2023
Profit for the year	4,135	6,032
Profit from continuing operations for the year (₹ in Million)	3,137	3,646
Profit from discontinued operations for the year (₹ in Million)	998	2,386
Weighted average number of shares	23,030,622	23,030,622
Nominal value per share (₹)	10	10
Basic and diluted earnings per share (₹)	179.54	261.91
Continuing operations	136.21	158.31
Discontinued operations	43.33	103.60

36 - Contingent Liabilities

a) Particulars	December 31, 2024	December 31, 2023
Income Tax demands in respect of which		
Tax authorities have appealed against Income tax orders which were ruled in favour of the Company	797	797
Company's appeals are pending before appropriate authorities/ the Company is in process of filing an appeal with appropriate authorities	2,114	2,112

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

- b) There are certain matters relating to Indirect tax litigations which are pending for decision at various authority levels. Based on management’s assessment, these would have a remote possibility of cash outflow.
- c) There are other legal cases filed against the Company which based on the management assessment the likelihood of cash outflow is considered to be remote.
- d) The Supreme Court of India, through a ruling in February 2019, provided guidelines for interpreting the scope of compensation on which the organisation and its employees are to contribute towards Provident Fund. There is significant uncertainty and ambiguity in interpreting and giving effect to the guidelines of Supreme Court. The Company believes that there will be no significant impact on its contributions to Provident Fund due to the Supreme Court Order. The Company will evaluate its position and act, as clarity emerges on impact of the ruling.

37 - Interest in other entitiy

The Company’s subsidiary as at December 31, 2024 is set as below. Unless otherwise stated, the share capital consists only of equity shares that are held directly by the Company and the proportion of ownership interest held equals the voting rights held by the Company. The country of incorporation is also their principal place of business (Refer Note 52).

Name of the entity	Place of business / Country of Incorporation	Ownership interest held by group	Principal Activities
		December 31, 2024	
		%	
Sanofi Consumer Healthcare India (Date of Incorporation India Limited	May 10, 2023)	100% (Upto June 1, 2024)	Pharmaceutical Business

38 - Related Party Disclosures

i. Parties where control exists:

- a) Sanofi S.A. France, Ultimate Holding Company
- b) Hoechst GmbH, Germany, Holding Company
- c) Sanofi Consumer Healthcare India Limited, Subsidiary of the Company (Upto June 1, 2024)

ii. Other related parties in Sanofi Group where common control exists and with whom transactions have taken place during the reporting year.

Sanofi-Aventis Singapore Pte. Limited

Francopia S.A.R.L.

Sanofi-Aventis Deutschland GmbH *

Sanofi Consumer Healthcare India Limited

Opella Healthcare UK Limited *

Sanofi Healthcare India Private Limited

Sanofi Winthrop Industrie S.A.

Sanofi-Aventis Recherche & Developpment

Opella Healthcare India Private Limited

Sanofi Aventis Malaysia SDN BHD

Sanofi US Services Inc.

Sanofi- Aventis Gestion S.A.

Euro API Germany GMBH

Sanofi India Limited Provident Fund

* No transactions during the year

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

iii. Key management personnel

- Mr. Rodolfo Hrosz - Managing Director
- Mr. Cherian Mathew - Whole Time Director (till the closure of business hours of September 26, 2023)
- Mr. Vaibhav Karandikar - Chief Financial officer and Whole time director (till the closure of business hours of November 30, 2023)
- Mr. Rachid Ayari - Chief Financial officer and Whole time director (w.e.f. December 1, 2023)
- Mr. Arjun Thakkar - Company Secretary (w.e.f. February 12, 2025)
- Ms. Radhika Shah - Company Secretary (till the closure of business hours of November 15, 2024)
- Ms. Reese Amonkar - Whole Time Director (w.e.f. September 26, 2023)

iv. Non-Executive Directors

- Mr. Marc-Antoine Lucchini - (till closure of business hours of March 28, 2024)
- Mr. Eric Yves Mansion - (w.e.f. June 3, 2024)
- Ms. Annapurna Das - (till closure of business hours of July 31, 2023)
- Mr. Vaibhav Karandikar - (w.e.f. December 1, 2023)

v. Independent Directors

- Mr. Aditya Narayan
- Mrs. Usha Thorat
- Mr. Rahul Bhatnagar

vi. Transactions during the year

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Ultimate Holding Company		
Dividend paid	1	2
Holding Company		
Dividend paid	2,322	5,242
Other related Parties		
Sale of Products and Other Operating Income[#]		
Sanofi-Aventis Singapore Pte. Limited	4,417	5,025
Sanofi Consumer Healthcare India Limited	288	-
Sanofi Healthcare India Private Limited	5	184
Total	4,710	5,209
Purchase of Raw Materials and Stock- in- trade[#]		
Sanofi-Aventis Singapore Pte. Limited	5,650	5,939
Francopia S.A.R.L.	664	715
Sanofi Healthcare India Private Limited	148	2,766
Total	6,462	9,420
Expenses recharged to other companies[#]		
Sanofi - Aventis Deutschland Gmbh	-	53
Sanofi Consumer Healthcare India Limited	18	3
Sanofi Healthcare India Private Limited	-	3
Sanofi-Aventis Gestion S.A.	17	13
Opella Healthcare UK Limited	-	3
Sanofi Winthrop Industrie S.A.	-	1
Total	35	76

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Sale of Services[#]		
Sanofi Healthcare India Private Limited	979	1,517
Sanofi Winthrop Industrie S.A.	14	19
Opella Healthcare India Private Limited	47	-
Sanofi Consumer Healthcare India Limited	194	-
Sanofi-Aventis Singapore Pte. Limited	98	74
Sanofi-Aventis Recherche & Developpment	14	5
Total	1,346	1,615
Payment towards Intangible assets		
Sanofi Healthcare India Private Limited	1	26
Rent Income		
Sanofi Healthcare India Private Limited	2	2
Investment		
Sanofi Consumer Healthcare India Limited	-	20
Expenses recharged by other companies[#]		
Sanofi US Services Inc.	3	-
Sanofi Consumer Healthcare India Limited	238	-
Sanofi Aventis Malaysia SDN BHD	8	-
Sanofi Healthcare India Private Limited	22	31
Sanofi Winthrop Industrie S.A.	7	26
Sanofi-Aventis Deutschland Gmbh	-	39
Euro API Germany GMBH	2	3
Others	*	*
Total	280	99
Services Charges		
Sanofi Consumer Healthcare India Limited	17	-
Interest Paid (on settlement of demerger liability) netted in interest income		
Sanofi Consumer Healthcare India Limited	9	-
Contribution to In-house Trust for Post Employment Benefits - Provident Fund		
Sanofi India Limited Provident Fund (Including contribution by employees)	237	312

[#] Amounts includes continuing and discontinued operation.

* denotes figure less than a million

Particulars	December 31, 2024	December 31, 2023
Key Management Personnel Remuneration		
Remuneration		
Mr. Rodolfo Hrosz	43	36
Mr. Rachid Ayari	19	2
Mr. Vaibhav Karandikar	-	20
Mr. Cherian Mathew	-	22
Ms. Renee Amonkar	9	2
Ms. Radhika Shah	15	13
Total	86	95

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Share based benefit		
Mr. Rodolfo Hrosz	11	10
Mr. Rachid Ayari	3	*
Ms. Renee Amonkar	1	*
Mr. Vaibhav Karandikar	-	5
Mr. Cherian Mathew	-	4
Ms. Radhika Shah	-	*
Total	15	19

* denotes figure less than a million

Particulars	December 31, 2024	December 31, 2023
Sitting Fees to Non- Executive Directors		
Mr. Aditya Narayan	1	1
Mrs. Usha Thorat	2	1
Mr. Rahul Bhatnagar	2	2
Total	5	4
Commission to Non - Executive Directors		
Mr. Aditya Narayan	3	3
Mrs. Usha Thorat	2	1
Mr. Rahul Bhatnagar	2	1
Total	7	5

Terms and conditions of transactions with related parties

The sales, services and purchases from related parties are made on terms equivalent to those that prevail in arm’s length transactions. For the year ended December 31, 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (December 31, 2023: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

vii. Outstanding as at December 31, 2024

Particulars	December 31, 2024	December 31, 2023
Trade Receivables		
Sanofi-Aventis Singapore Pte. Limited	728	810
Sanofi Healthcare India Private Limited	154	148
Sanofi Winthrop Industrie S.A.	3	16
Sanofi-Aventis Recherche & Developpment	14	5
Sanofi-Aventis Gestion S.A.	6	6
Sanofi Consumer Healthcare India Limited	292	-
Opella Healthcare India Private Limited	18	-
Total	1,215	985
Other Receivables		
Sanofi-Aventis Singapore Pte. Limited	447	65
Total	447	65

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Trade Payables		
Sanofi-Aventis Singapore Pte. Limited	2,356	188
Sanofi US Services Inc.	3	-
Sanofi Aventis Malaysia SDN BHD	8	-
Sanofi Winthrop Industrie S.A.	7	10
Francopia S.A.R.L.	159	248
Sanofi Consumer Healthcare India Limited	27	-
Sanofi Healthcare India Private Limited	125	504
Sanofi-Aventis Deutschland GmbH	-	12
Others	*	*
Total	2,685	962
Other Financial Liabilities		
Sanofi Healthcare India Private Limited	25	43
Sanofi Consumer Healthcare India Limited	36	-
Total	61	43
Statutory liabilities (Provident Fund Payable)		
Sanofi India Limited Provident Fund	14	26
Total	14	26

* denotes figure less than a million

39 - Share Based Payments

Restricted Stock Units (RSU’s)

The Company does not provide any equity based compensation to its employees. However, the ultimate holding company, Sanofi SA, France (“the grantor”) maintains equity incentive plans that provide for award of restricted share plans to certain employees of the Company. The terms of those plans make the award contingent on the attainment of certain performance criteria which are considered to be defined grants. The vesting period of such plans is either three or four years. The fair value of an equity instrument granted under a plan is the market price of the share at the grant date, adjusted for expected dividends during the vesting period.

Particulars	December 31, 2024		December 31, 2023	
	Weighted Average grant date fair value (in euro)	Number of Units	Weighted Average grant date fair value (in euro)	Number of Units
Units outstanding at the beginning of the year	95	25,115	90	26,852
Units granted during the year	89	3,119	99	10,689
Exercised during the year	85	(7,847)	84	(7,981)
Forfeited/expired/lapsed during the year	94	(7,739)	97	(4,445)
Units outstanding at the end of the year	96	12,648	95	25,115

Weighted average remaining contractual life of RSUs outstanding at the end of the year

Life in (years)	
As at December 31, 2024	1
As at December 31, 2023	1

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

Expenses arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense are as follows:

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Employee share based payment expense (net)	12	61
Total employee share based payment expense (net)	12	61

40 - Employee Benefits

Defined Contribution Plans

The Company makes contributions towards provident fund (Nepal), superannuation fund and pension scheme to a defined contribution retirement benefit plan for qualifying employees. The superannuation fund is administered by the Life Insurance Corporation of India (LIC). Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

The Company has recognised the following amounts which includes continuing and discontinued operations in the statement of Profit and Loss for the year:

Particulars	December 31, 2024	December 31, 2023
i) Contribution to Employees' Provident Fund (Nepal)	*	1
ii) Contribution to Employees' Superannuation Fund	16	24
iii) Contribution to Employee's Pension Scheme, 1995	24	33
iv) Contribution to Employee's State Insurance Corporation	*	*

*denotes figure less than a million.

Defined Benefit Plans

I) Other long term employee benefits

Compensated absences (included as a part of salaries and wages in Note 28 - Employee benefits expense)

All eligible employees can carry forward and avail / encash leave as per Company's rules.

Long Service Award (included as a part of salaries and wages in Note 28 - Employee benefits expense)

Under this scheme, long service benefits accrues to the employees, while in service and is payable upon completion of stipulated services with the Company.

II) Post employment employee benefits plans

A. Gratuity

Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement in terms of provisions of the Payment of Gratuity Act or as per the Company's Scheme whichever is more beneficial. Benefit would be paid at the time of separation based on the last drawn base salary.

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

Actuarial Assumptions

(₹ in Million)		
Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Discount Rate (per annum)	6.92%	7.32%
Expected Rate of Return on Plan Assets	6.92%	7.32%
Salary Escalation rate/Pension escalation rate	6%	6%
Mortality	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality (2012-14) Urban
Employees attrition rate	For service 3 years and below 12.00% p.a. For service 4 years and above 8.00% p.a.	For service 3 yrs & Below 12.00 % p.a. & For service 4 yrs and above 8.00 % p.a.

Notes:

- The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion, and other relevant factors, such as supply and demand in the employment market.
- The discount rate is based on the prevailing market yields of Indian Government securities as at the Balance sheet date for the estimated term of the obligation.

i) Reconciliation of present value of obligations ('PVO') –defined benefit obligation:

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Liability at the beginning of the year	768	789
Interest Cost	56	60
Current Service Cost	46	52
Benefits Paid	(184)	(150)
Transferred (out) (Refer Note (i) below)	(228)	-
Actuarial (gain)/loss on Financial Assumption	10	(18)
Actuarial (gain)/loss on Demographic Assumption	-	24
Actuarial (gain)/loss on Experience	(32)	11
Liability at the end of the year	436	768

- The Company has transferred liability relating to consumer health business pursuant to the demerger scheme (Refer Note 52).

ii) Fair value of Plan Assets

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Fair Value of Plan Assets at the beginning of the year	679	673
Expected Return on Plan Assets	50	51
Employer's Contributions	30	65
Benefits Paid	(163)	(104)
Transferred (out) (Refer Note (i) below)	(191)	-
Return on plan Asset, Excluding Interest	(*)	(6)
Fair Value of Plan Assets at the end of the year	405	679

*denotes figure less than a million.

- The Company has transferred assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

iii) Amount Recognised in the Balance Sheet

(₹ in Million)

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Liability at the end of the year	436	768
Fair Value of Plan Assets at the end of the year	405	679
Amount Recognised in the Balance Sheet	31	89

iv) Expenses Recognised in the Income Statement

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Current Service Cost	46	52
Interest Cost on benefit obligation (net)	6	9
Expenses Recognised#	52	61

Expense includes discontinued operation of Rs. 5 million (December 31,2023 Rs 14 million)

v) Expenses Recognised in Other Comprehensive Income (OCI) for current year

(A) Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Actuarial changes arising from changes in financial assumptions	10	(18)
Actuarial changes arising from changes in demographic assumptions	-	24
Actuarial changes arising from changes in experience adjustments	(32)	11
Return on Plan Asset, Excluding Interest Income	(*)	6
OCI for the year	(22)	23

*denotes figure less than a million.

(B) Also refer note B below Particulars	Provident Fund	
	December 31, 2024	December 31, 2023
Interest Reversal	(74)	(5)
OCI for the year	(74)	(5)

Above is the movement on account of interest shortfall obligation as on Balance Sheet date. Interest obligation as on December 31, 2024 : ₹ 41 million (December 31, 2023 : ₹ 115 million).

Total OCI for the Year (A+B)	(96)	18
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vi) Maturity profile of defined benefit obligations (undiscounted)

Projected Benefits Payable in Future Years From the Date of Reporting	Gratuity	
	December 31, 2024	December 31, 2023
1 year (within next 12 months)	57	128
2 to 10 years	369	652
Above 10 years	350	494

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

vii) Sensitivity Analysis

(₹ in Million)

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Benefit Obligation on Current Assumptions	436	768
Effect of +0.5% Change in Rate of Discounting	(13)	(21)
Effect of -0.5% Change in Rate of Discounting	14	22
Effect of +0.5% Change in Rate of Salary Increase	14	22
Effect of -0.5% Change in Rate of Salary Increase	(13)	(21)
Effect of +0.5% Change in Rate of Employee Turnover	1	2
Effect of -0.5% Change in Rate of Employee Turnover	(1)	(2)

viii) Risk exposure :

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below :

Investment risk: If future investment returns on assets are lower than assumed in valuation, the scheme’s assets will be lower and the funding level higher than expected.

Changes in bond yields: A decrease in yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans’ bond holdings.

Longevity risk: If improvements in life expectancy are greater than assumed, the cost of benefits will increase because pensions are paid for longer period than expected. This will mean the funding level will be higher than expected.

Inflation risk: If inflation is greater than assumed, the cost of benefits will increase as pension increases and deferred revaluations are linked to inflation.

ix) Broad category of Plan assets relating to Gratuity

Particulars	Gratuity	
	December 31, 2024	December 31, 2023
Fund managed by Life Insurance Corporation of India (unquoted)	91%	94%
Special Deposit Fund	9%	6%

Fund is Managed by LIC as per IRDA guidelines, category-wise composition of the plan assets is not available.

B. Provident Fund (other than Nepal)

The Company manages the provident fund through a Provident Fund Trust for its employees (except Staff and Workmen at Nepal unit) which are permitted under The Employees’ Provident Fund and Miscellaneous Provisions Act, 1952. Eligible employees receive benefits from the said Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund Trust equal to a specified percentage of the covered employee’s salary. The minimum interest rate payable by the Trust to the beneficiaries every year is being notified by the Government of India. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate. The Board of Trustees administers the contributions made by the Company to the schemes and also defines the investment strategy.

The Company has an obligation to service the shortfall on account of interest generated by the fund and on maturity of fund investments and hence the same has been classified as Defined Benefit Plan in accordance with Ind AS 19 “Employee Benefits”. As per the Guidance Note from the Actuarial Society of India, the Company has obtained the actuarial valuation of principal loss and interest rate obligation in respect of Provident Fund as at December 31, 2024 and based on the same gain of ₹ 74 million (Previous Year gain of ₹ 5 million) on account of re-measurement of fair value of plan assets and on account of interest shortfall as on Balance Sheet date is recognised in Other Comprehensive Income.

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

Key assumption used for actuarial valuation are as below :

Particulars	Provident Fund	
	December 31, 2024	December 31, 2023
Rate of Discounting	6.92%	7.32%
Guaranteed rate of return	8.25%	8.15%
Weighted Average Yield	7.94%	7.94%

41 - Other provisions:

Movements in provisions:

Particulars	Class of provisions				
	Indirect tax	Provision for Sales Returns	Provision for DPCO matters	Others	Total
Balance as at January 1, 2024	284	690	367	-	1,341
	(330)	(728)	(367)	(2)	(1,427)
Amount provided during the year	14	49	-	-	63
	(12)	(529)	(-)	-	(541)
Amount written back/paid during the year	-	219	-	-	219
	(58)	(567)	(-)	(2)	(627)
Balance as at December 31, 2024	298	520	367	-	1,185
	(284)	(690)	(367)	-	(1,341)

Note: Figures in brackets are for the previous year.

1. Provision for indirect taxes represents differential excise duty, GST, sales tax and service tax in respect of which the claims are pending before various authorities for a considerable period of time and based on management’s estimate of claims provision is made on prudent basis that possible outflow of resources may arise in future.
2. Provision for sales returns are on account of expected date expiry and breakages returns based on historical trends.
3. In respect of Provision for Drug Price Control Order (DPCO) matters, based on the management assessment, the likelihood of any outflow in excess of the provision is considered as remote.
4. Other provisions on prudent basis are towards possible outflow of resources in respect of legal cases pending against the Company or in respect of contractual obligations of the Company.

42 - Derivative Instruments and Un-hedged Foreign Currency Exposure:

There are no derivative instrument as at Balance Sheet date

Particulars of un-hedged Foreign Currency exposure as at Balance sheet date

Particulars	December 31, 2024			December 31, 2023	
	Foreign Currency	Foreign Currency Value	₹ in Million	Foreign Currency Value	₹ in Million
Trade Payables	EUR	9,487,615	841	6,422,568	590
	USD	1,066,738	91	1,068,256	89
	MYR	430,049	8	-	-
Trade Receivables	EUR	8,475,544	751	9,118,460	838
	USD	831,118	71	1,008,760	84
Cash and Bank Balances	USD	181,427	16	145,769	12

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

43 - (a) Consequent upon the decision of the Supreme Court in the matter of prices of certain bulk drugs fixed by the Government of India under the Drug (Prices Control) Order, 1979, the Company paid an amount of ₹ 31 Million in 1988 being the liability determined by the Special Team appointed by the Government. However, during 1990, fresh demands aggregating to ₹ 781 Million alleged to be payable into the Drug Prices Equalisation Account (DPEA) were made by the Government on account of alleged unintended benefit enjoyed by the Company. The Government has also made certain claims for applicable interest. On a Writ Petition filed by the Company in 1991, the Bombay High Court passed an order whereby the demands were to be treated as show cause notices. The High Court directed the Company and the Government to furnish relevant data to each other based on which the Government was to rework the figures. The Government did not furnish the requisite data to the Company. In 1995, a further demand of ₹ 80 Million was made by the Government.

In the meantime, a Committee was constituted by the Government to determine the liabilities of the drug companies. The Company filed written submissions with the Committee and contended during the personal hearing that in the absence of the Government furnishing the requisite data as directed by the Bombay High Court, the Company was not in a position to make an effectual presentation before the Committee.

In January 1999, the Company filed an Application before the Bombay High Court seeking directions to the Government to furnish the requisite data. The Application is pending. In the meantime, the Committee has deferred further hearing of the Company’s case, until the Application is heard and decided by the Bombay High Court. In any event, the Company is contesting the above demand.

(b) National Pharmaceutical Pricing Authority (NPPA) had raised demands on the Company for alleged overcharging of some of its products. The Company had contested the demands by filing writ petitions in the Delhi High Court. The Hon’ble Delhi High Court vide order dated 16th May 2019, without expressing any opinion on the matter, set aside the demands raised and the matter was remanded back to NPPA for considering them afresh in accordance with law.

An amount of ₹ 162 million which had been provided in the books of account in earlier years has been retained. The Company will continue to assess any further developments in this matter.

Based on the management assessment, the likelihood of any outflow in excess of the provision is considered as remote in respect of above matters.

44 - Micro and Small Enterprises

The Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	December 31, 2024		December 31, 2023	
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	204		266	
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	17		17	
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	8		56	
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	*		*	
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-		-	
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	*		*	

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

(₹ in Million)		
Particulars	December 31, 2024	December 31, 2023
Interest accrued and remaining unpaid at the end of the accounting year	*	*
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	17	17

* denotes figure less than a million

45 - Disclosure on Corporate Social Responsibility as per the provisions of Section 135 of the Companies Act, 2013

Particulars	Year ended December 31, 2024	Year ended December 31, 2023
Amount required to be spent as per Section 135 of the Act	144	148
Amount spent during the year :		
i) Construction/acquisition of any asset	-	-
ii) On purpose other than (i) above :		
a) Public Private Partnership with the Government of Goa	15	11
b) Non communicable CD program with the Health Department of the Govt. of Maharashtra & Telangana	56	60
c) Towards Counselling patients to manage their diabetes and create awareness on early detection	55	58
d) Towards Employee volunteering - Joy in Outreach	1	1
e) Towards Grants/Donation	2	2
f) Cancer awareness programme	8	9
g) Administrative overheads	7	7
Total	144	148
CSR expenses for the year (Refer note 31 (a))	144	148

Details of ongoing CSR projects under Section 135(6)

Balance as at January 1, 2024		Amount required to be spent during the year	Amount spent during the year		Balance as at December 31, 2024	
With the Company	In Separate CSR unspent account		From the company's bank account	From separate CSR unspent account	With the Company	In Separate CSR unspent account
-	-	144	144	-	-	-

Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects

Balance unspent as at January 1, 2024	Amount deposited in the specified fund of Schedule VII of the Act within 6 months	Amount required to be spent during the year	Amount spent during the year	Balance unspent as at December 31, 2024
-	-	-	-	-

46 - Exceptional item for the year ended December 31, 2024 includes personnel separation cost amounting to ₹ 377 Million. Exceptional item for the year ended December 31, 2023 includes profit on sale of property amounting to ₹ 255 Million offset by personnel separation cost amounting to ₹ 77 Million.

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

47 - Fair value measurements

Financial instruments by category

(₹ in Million)						
Particulars	December 31, 2024			December 31, 2023		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Loans	-	-	10	-	-	19
Trade receivables	-	-	2,300	-	-	1,317
Cash and cash equivalents	-	-	2,838	-	-	3,929
Bank balances other than cash and cash equivalents	-	-	110	-	-	120
Other financial assets	-	-	579	-	-	189
Total financial assets	-	-	5,837	-	-	5,574
Financial liabilities						
Trade payables	-	-	4,063	-	-	2,915
Other financial liabilities	-	-	344	-	-	167
Total financial liabilities	-	-	4,407	-	-	3,082

Fair value of financial assets/liabilities measured at amortised cost

The carrying amounts of trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, trade payables, other financial liabilities are considered to be the same as their fair values, as they are current in nature.

The categories used are as follows :

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. Considering that all significant inputs required to fair value such instruments are observable, these are included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

48 - Financial risk management

The Company's activities expose it to variety of financial risks namely market risk, credit risk and liquidity risk. The Company has various financial assets such as deposits, trade and other receivables and cash and bank balances directly related to their business operations. The Company's principal financial liabilities comprise of trade and other payables. The Company's senior management's focus is to foresee the unpredictability and minimize potential adverse effects on the Company's financial performance. The Company's overall risk management procedures to minimise the potential adverse effects of financial market on the Company's performance are as follows :

The Company's Board of Directors have overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management is carried out by the management in consultation with the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific risk areas.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

(A) Management of Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and from its financing activities including deposits with banks and other financial instruments. The Company establishes an impairment allowance based on expected credit loss model that represents its estimate of incurred losses in respect of trade and other receivables.

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

(i) Trade and other receivables

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 2,300 million as at December 31, 2024 (December 31, 2023 - ₹ 1,317 million). Trade receivables are typically unsecured and are derived from revenue earned from customers located in India as well as outside India. The Company’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry, the country and the state in which the customer operates, also has an influence on credit risk assessment. Credit quality of a customer is assessed based on credit rating scorecard and individual credit limits are defined in accordance with this assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The management continuously monitors the credit exposure towards the customers outstanding at the end of each reporting period to determine incurred and expected credit losses.”

The movement in the allowance for credit loss in respect of trade receivables was as follows:

Particulars	Gratuity	
	(₹ in Million)	
	December 31, 2024	December 31, 2023
Opening balance	45	53
Changes in loss allowance *	2	(8)
Transferred (out) (Refer Note below)	(7)	-
Closing balance	40	45

* Previous year includes reversal of ₹ 4 Million related to discontinued operations.

(i) The Company has transferred assets relating to consumer health business pursuant to the demerger scheme (Refer Note 52).

The management believes that no further provision is necessary in respect of trade receivables based on historical trends of these customers.

Concentration of credit risk arises when counter parties are engaged in similar business activities or have similar economic features that would cause the ability to meet contractual obligations to be similarly affected by changes in economical, political or other conditions. Concentration of credit risk indicate the relative sensitivity of the Company’s performance to developments affecting a particular industry. The Company’s exposure to customers is diversified.

(ii) Cash and cash equivalents and bank balances

The Company held cash and cash equivalents of ₹ 2,838 million as at December 31, 2024 (December 31, 2023 : ₹ 3,929 million) and other bank balances of ₹ 110 million (December 31, 2023 : ₹ 120 million). Credit risk on cash and cash equivalents is limited as these are generally held or invested in deposits with banks and financial institutions with good credit ratings.

The Company’s maximum exposure to the credit risk as at December 31, 2024 and December 31, 2023 is the carrying value of each class of assets

(B) Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company’s approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended December 31, 2024 and December 31, 2023. Cash Flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

The following table shows the maturity analysis of the Company’s all non- derivative, contractual financial liabilities based on agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

Particulars	Carrying amount	Undiscounted Amount		
		Payable within one year	Payable more than one year	Total
As at December 31, 2024				
Lease liabilities	193	64	169	233
Trade Payables	4,063	4,063	-	4,063
Unclaimed dividend	81	81	-	81
Liability of Capital Goods	85	85	-	85
Other Payables	178	178	-	178

Particulars	Carrying amount	Undiscounted Amount		
		Payable within one year	Payable more than one year	Total
As at December 31, 2023				
Lease liabilities	190	62	174	236
Trade Payables	2,915	2,915	-	2,915
Unclaimed dividend	82	82	-	82
Liability of Capital Goods	42	42	-	42
Other Payables	43	43	-	43

(C) Management of Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks namely interest rate risk, currency risk and other price risk, such as commodity risk. The Company is not exposed to interest rate risk and other price risk whereas the exposure to currency risk is given below :

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates and arises where transactions are done in foreign currencies. It arises mainly where receivables and payables exist due to transactions entered in foreign currencies. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies. The Company does not enter into financial instrument transactions for trading or speculative purposes. The Company’s exposure to foreign currency risk at the end of reporting periods in ₹ as follows :

Particulars	December 31, 2024		
	EUR	USD	MYR
Trade receivables	751	71	-
Cash and cash equivalents	-	16	-
Trade payables	(841)	(91)	(8)
Net exposure	(90)	(4)	(8)

Particulars	December 31, 2024		
	EUR	USD	MYR
Trade receivables	838	84	-
Cash and cash equivalents	-	12	-
Trade payables	(590)	(89)	-
Net exposure	248	7	-

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

Sensitivity - Foreign Currency

The sensitivity of profit or loss to changes in the exchange rates is as follows:

Particulars	Impact on profit after tax	
	December 31, 2024	December 31, 2023
USD Sensitivity		
INR/USD increase by 1% (December 31, 2023 - 1%) #	(*)	*
INR/USD decrease by 1% (December 31, 2023 - 1%) #	*	(*)
EUR Sensitivity		
INR/EUR increase by 1% (December 31, 2023 - 1%) #	(1)	2
INR/EUR decrease by 1% (December 31, 2023 - 1%)#	1	(2)
MYR Sensitivity		
INR/MYR increase by 1% (December 31, 2023 - 1%)#	(*)	-
INR/MRY decrease by 1% (December 31, 2023 - 1%)#	*	-

Holding all other variables constant

* denotes figure less than a million

49 - Capital management

(a) Risk management

For the purpose of the Company’s capital management, capital includes issued equity capital and all other equity reserves attributable to the equity share holders of the Company. The primary objective of the Company’s capital management is to safeguard the Company’s ability to remain as a going concern and maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions, annual operating plans and long term and other strategic investment plans. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The current capital structure of the Company is equity based with no financing through borrowings. The Company is not subject to any externally imposed capital requirement. No changes were made in the objectives, policies or processes for managing capital during the year ended December 31, 2024 and December 31, 2023.

(b) Dividend

Particulars	December 31, 2024	December 31, 2023
(i) Equity shares		
Final dividend for the year ended December 31, 2023 : ₹ 117 (December 31, 2022 : ₹ 377) per fully paid up share	2,695	8,683
Interim dividend for the year ended December 31, 2023 : ₹ 50 (December 31, 2022 : ₹ Nil) per fully paid up share	1,152	-
(ii) Dividends not recognised at the end of the reporting period		
Interim Dividend for the year ended December 31, 2024 : ₹ Nil (December 31, 2023 : ₹ 50) per fully paid up share	-	1,152
In addition to the above dividends, the Board of Directors has recommended the payment of a final dividend of ₹ 117 per fully paid equity shares (December 31,2023 : ₹ 117).This proposed final dividend is subject to approval of shareholders in the ensuing annual general meeting.	2,695	2,695

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

50 - Additional Regulatory Information required by Schedule III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowing secured against current assets

The Company has no borrowings from banks and financial institutions on the basis of security of current assets.

(iii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013, read with the Companies (Restriction on number of layers) Rules, 2017.

(vi) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact in the previous financial year. In the previous year, the Company had entered into a scheme of arrangement (Refer Note 52).

(vii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a. directly or indirectly lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

Other Regulatory Information

(i) Title deeds of immovable properties not held in name of the Company

All the title deeds of immovable properties are held in the name of Company .

(ii) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(iii) Utilisation of borrowings availed from banks and financial institutions

The Company has no borrowings from banks and financial institutions. Hence this disclosure clause is not applicable

51 Server Backup

As per Companies (Audit and Auditors) Rules, 2014 (as amended), the Company has backed up its books and accounts on a daily basis on servers physically located in India. In the event back up is missed on any date due to technical issues, such backup is included in the next day’s backup schedule. Further, at a global level, the Company has proper infrastructure and operational procedure to perform the weekly full backup and daily backup for entire SAP Unity system on global servers that are outside India. The Company also has a process of performing annual exercises to test the Disaster recovery plan and Backup and Restore process on global servers. For audit trail in case of modification by certain users with specific access, the Company is using governance risk and compliance software to track the specific admistrator access and approval process . FFID execution logs are also captured for all transactions performed. FFID Log reports are reviewed and approved by FFID controllers for all cases. Considering this, the Company has traceability for FFID process in the application.”

52 Scheme of arrangement-Discontinued Operation:

(a) The Board on May 10, 2023, had approved a Scheme of arrangement under Sections 230 to 232 of the Companies Act, 2013 (“Scheme”), to demerge the Consumer Healthcare business comprising of consumer healthcare products portfolio of the Company into its wholly owned subsidiary Sanofi Consumer Healthcare India Limited (“SCHIL”). Pursuant to receipt of necessary statutory approvals and in accordance with the Scheme, the Company has demerged its Consumer Healthcare business effective June 1, 2024, with the appointed date being June 1, 2023 as approved by NCLT under the Scheme.

As per the requirements of IND AS 105, the Income and expenses pertaining to consumer healthcare business for the current period and previous year were presented in a separate line item-discontinued operations.

(b) Financial performance and cash flow information

The Financial performance and cash flow information relating to the discontinued operations for the period January 01, 2024 to May 31, 2024 and for the year ended December 31 , 2023 are as follows:

(₹ in Million)		
Particulars	Period from January 01, 2024 to May 31, 2024	Year ended December 31, 2023
Revenue from operations	3,517	8,549
Other income	38	41
Total income	3,555	8,590
Expenses	2,243	5,417
Profit before income tax	1,312	3,173
Income tax expenses	314	787
Profit from discontinued operations	998	2,386
Comprehensive income from discontinued operations	-	-
Total comprehensive income from discontinued operations	998	2,386

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

(₹ in Million)		
Particulars	Period from January 01, 2024 to May 31, 2024	Year ended December 31, 2023
Net cash inflow from operating activities	673	3,158
Net cash inflow from investing activities	26	15
Net cash inflow from financing activities	-	-
Net increase in cash generated from discontinued operations	699	3,173

(c) Information of asset and liabilities transferred to demerged company as per scheme were as under -

Pursuant to the demerger, as explained in note (a) above, the Company has derecognized from its books of account, the carrying amount of assets and liabilities as on May 31, 2024 pertaining to the Consumer Healthcare business transferred to SCHIL. The excess of the carrying amount of assets transferred over the carrying amount of liabilities transferred aggregating to ₹ 1,902 million has been debited to reserves in accordance with the Scheme.

The whole of assets and liabilities of consumer healthcare business were transferred at their book value to SCHIL w.e.f the effective date June 01, 2024. The details of assets and liabilities transferred to SCHIL are as under :

Particulars	As at May 31,2024
ASSETS	
Non-current assets	
Property, plant and equipment	32
Intangible Assets	25
Intangible Assets under development	26
Financial assets	
i. Other financial assets	9
Deferred tax Assets (Net)	31
Total non-current assets	123
Current assets	
Inventories	953
Financial assets	
i. Trade receivables	278
ii. Cash and cash equivalents	1,592
iii. Loans	2
Other current assets	700
Total current assets	3,525
Total assets	3,648

Notes forming part of the Consolidated Financial Statements

as at and for the year ended December 31, 2024

(₹ in Million)	
Particulars	As at May 31, 2024
LIABILITIES	
Non current liabilities	
Employee benefit obligations	86
Total non current liabilities	86
Current liabilities	
Financial Liabilities	
i. Trade payables	
(a) Total outstanding dues of micro enterprises and small enterprises	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	491
Provisions	131
Employee benefit obligations	191
Current tax Liabilities (Net)	847
Total Current Liabilities	1,660
Total liabilities	1,746
Net assets attributable to the Consumer Healthcare Business adjusted in reserves as per the scheme	1,902

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration No. : 304026E/E-300009

Arunkumar Ramdas

Partner

Membership No: 112433

Place: Mumbai

Date: February 27, 2025

For and on behalf of the Board of Directors

Rodolfo Hrosz

Managing Director

DIN: 09609832

Place: Mumbai

Date: February 27, 2025

Rahul Bhatnagar

Director

DIN: 07268064

Place: Noida

Date: February 27, 2025

Rachid Ayari

Whole Time Director & CFO

DIN: 10408699

Place: France (Paris)

Date: February 27, 2025

Arjun Thakkar

Company Secretary

Membership No: A22654

Place: Mumbai

Date: February 27, 2025



CTS No. 117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai 400072