

SANOFI INDIA LIMITED

Registered Office: 54/A, Sir Mathuradas VasANJI Road, Andheri East, Mumbai 400 093

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-eighth Annual General Meeting of the Members of Sanofi India Limited will be held on Tuesday, 29th April 2014 at 2.30 p.m. at Y. B. Chavan Centre - Auditorium, Gen. J. Bhosale Marg, near Sachivalaya Gymkhana, Nariman Point, Mumbai 400 021 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st December 2013 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution :
 "RESOLVED THAT an Interim Dividend for the year ended 31st December 2013 of Rs. 10 per Equity Share of Rs. 10 paid to the Members whose names appeared on the Register of Members on 6th August 2013, be and the same is hereby approved and confirmed.
 RESOLVED FURTHER THAT a Final Dividend for the year ended 31st December 2013 of Rs. 35 per Equity Share of Rs. 10 be paid to:
 i) those Members whose names appear on the Register of Members of the Company on 29th April 2014; and
 ii) those whose names appear as beneficial owners as at the close of business on 17th April 2014, as per details to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited."
3. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution :
 "RESOLVED that Mr. S. R. Gupte who retires by rotation and who is eligible for re-election be and is hereby re-appointed a Director."
4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution :
 "RESOLVED that Mr. J. M. Georges who retires by rotation and who is eligible for re-election be and is hereby re-appointed a Director."
5. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution :
 "RESOLVED THAT M/s. S R B C & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 324982E) be and are hereby appointed Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting as the retiring Auditors, M/s. S. R. Batliboi & Co. LLP have given the Company notice, in writing, expressing their unwillingness to be re-appointed as Auditors on their retirement at the ensuing Annual General Meeting.
 RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration payable and the reimbursement of out-of-pocket expenses, if any, to the said Auditors."

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution :
 "RESOLVED THAT the Company hereby accords its approval and consent under Sections 198, 269, 309 and 314 of the Companies Act, 1956 and all other applicable provisions, if any, and provisions of the Companies Act, 2013 as and when notified and made applicable, to the appointment of Ms. Joanna Potts (Alternate to Mr. A. Ortoli) as Wholetime Director of the Company for the period from 1st May 2013 to 9th February 2014 and to her receiving remuneration, benefits and amenities as Wholetime Director of the Company upon the terms and conditions and stipulations contained in an Agreement to be entered into between the Company and Ms. Joanna Potts, a draft whereof is placed before the Meeting and which, for the purposes of identification, is initialled by the Chairman of the Meeting. Provided that the aforesaid approval and consent shall not be impaired by reason of Mr. A. Ortoli returning to the State of Maharashtra and Ms. Joanna Potts being appointed as Alternate Director to Mr. Ortoli.
 RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out in the said draft Agreement shall nevertheless be paid and allowed to Ms. Joanna Potts as the minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the approval of the Central Government, if required but shall not in any such year exceed the ceiling laid down in this behalf in Schedule XIII to the Companies Act, 1956, from time to time.
 RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."
7. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution :
 "RESOLVED THAT the Company hereby accords its approval and consent under Sections 198, 269, 309 and 314 of the Companies Act, 1956 and all other applicable provisions, if any, and provisions of the Companies Act, 2013 as and when notified and made applicable, to the re-appointment of Mr. M. G. Rao (presently Alternate to Mr. J. M. Georges) as Wholetime Director of the Company for the period from 6th September 2013 to 5th September 2014 and to his receiving remuneration, benefits and amenities as Wholetime Director of the

Company upon the terms and conditions and stipulations contained in an Agreement to be entered into between the Company and Mr. Rao, a draft whereof is placed before the Meeting and which, for the purposes of identification, is initialled by the Chairman of the Meeting. Provided that the aforesaid approval and consent shall not be impaired by reason of Mr. J. M. Georges returning to the State of Maharashtra and Mr. Rao being appointed as Alternate Director to Mr. Georges or Mr. Rao being appointed as Alternate Director to any other Director or Mr. Rao filling in any casual vacancy or being appointed as Additional Director or as a Director in his own right by the Company in General Meeting.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out in the said draft Agreement shall nevertheless be paid and allowed to Mr. Rao as the minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the approval of the Central Government, if required but shall not in any such year exceed the ceiling laid down in this behalf in Schedule XIII to the Companies Act, 1956, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

8. 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 198, 309(4) and other applicable provisions, if any, of the Companies Act, 1956, and provisions of the Companies Act, 2013 as and when notified and made applicable, the Company's Directors other than the Managing Director or Wholetime Directors or Directors who are employees of Sanofi or companies of the Sanofi Group, in addition to sitting fees paid to them for attending the Meetings of the Board of Directors or its Committees, be paid every year for a period of five years from 1st January 2014, commission of an amount as may be determined by the Board of Directors from time to time, subject to a ceiling of one per cent of the net profits of the Company computed in the manner laid down in Section 198(1) of the Companies Act, 1956, with authority to the Board of Directors to distribute the commission amongst such Directors in such manner as the Board of Directors may from time to time decide."

By Order of the Board

K. SUBRAMANI
COMPANY SECRETARY

Registered Office:
54/A, Sir Mathuradas VasANJI Road
Andheri East
Mumbai 400 093

Mumbai, 3rd March 2014

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a Member of the Company. The Proxy form, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the Annual General Meeting.
2. The Register of Members of the Company shall remain closed from Friday, 18th April 2014 to Tuesday, 29th April 2014 (both days inclusive).
3. The relevant Explanatory Statement in respect of Item Nos. 6 to 8 of the Notice is annexed to and forms part of the Notice.
4. (i) The Company has transferred all unclaimed dividends upto the financial year ended 31st March 1995 to the General Revenue Account of the Central Government as required under Section 205A of the Companies Act, 1956. Members who have not encashed their dividend warrants for the said years are requested to claim the amount from the Registrar of Companies, Maharashtra.
(ii) Pursuant to Section 205A and 205C of the Companies Act, 1956, unclaimed dividends upto the First Interim Dividend for the year ended 31st December 2006 have been transferred to the Investor Education and Protection Fund.

In terms of Section 205A and 205C, any dividend remaining unclaimed for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund. Once unclaimed dividends are so transferred, Members will not be entitled to claim these dividends.

Members who have not encashed their dividend warrants towards the Second Interim Dividend for the year ended 31st December 2006 or thereafter are requested to write to the Company's Registrars and Transfer Agents.

5. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies at the Meeting.

PROFILE OF DIRECTORS BEING APPOINTED

As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

1. Name : Mr. S. R. Gupte
 Age : 74 years
 Qualifications : B.Com, CA
 Experience : Mr. Gupte worked with Caltex India Limited from 1964 for 5 ½ years in various capacities.

He joined Air India in 1969 and worked in various positions in India and abroad. He was promoted as Director of Finance in May 1988 and also took charge as Director-Human Resources Development in August 1988. He was also entrusted with the functions of Deputy Managing Director at the same time. He took over in the acting capacity as Chairman and Managing Director of Air India from 17th July 1990 and was also Chairman of Hotel Corporation of India till November 1991. He retired from Air India in March 1992 as Deputy Managing Director.

During his tenure with Air India, he was on the Boards of Air Mauritius and Indian Airlines and was Deputy Chairman and Vice President of Airline Mutual Insurance based in Bermuda. He was a Member of International Air Transport Association (IATA) Executive and Financial Committees and Fuel Trade Group. He was also a Director on the Board of Pacific Asia Travel Association.

Mr. Gupte joined the United Breweries Group in March 1992 as Executive Vice Chairman. He is presently an Adviser to the said Group and continues to be its Executive Vice Chairman.

He has been on the Board of the Company from 9th March 1993. He has been Chairman of the Audit Committee & Investors' Grievance Committee from March 2001.

Other Directorships (as on 25th February 2014)

<u>Name of the company</u>	<u>Position held</u>
Kingfisher Airlines Limited	Director
Mangalore Chemicals & Fertilizers Limited	Director
UB Electronic Instruments Limited	Director
VJM Media Private Limited	Chairman
United Helicharters Pvt. Ltd.	Chairman

Membership of Committees

<u>Name of the company</u>	<u>Member of Committee</u>
Mangalore Chemicals & Fertilizers Limited	Audit Committee

Mr. Gupte does not hold any shares in the Company.

2. Name : Mr. J. M. Georges
 Age : 60 years
 Qualifications : Degree in Pharmacy
 Experience : Mr. Georges joined the Sanofi Group in 1983 as Manager in the Granulation Department of Labaz in France. Since then he has held various positions in Group affiliates in France and Morocco.

Presently he is Vice President Global Industrial Resources of the Sanofi Group.

Mr. Georges is not a Director of any other Company in India. He is a Director of two companies incorporated outside India.

He has been on the Board of the Company from 29th July 2010.

Other Directorships (as on 25th February 2014)

<u>Name of the company</u>	<u>Position held</u>
sanofi-aventis Pakistan limited	Director
Sanofi Bangladesh Limited	Director

Mr. Georges is not a Member of any Committee.

Mr. Georges does not hold any shares in the Company.

3. Name : Ms. Joanna Potts
Age : 50 years
Qualifications : B.Sc. (Hons), Diploma of Industrial Studies (Medicinal and Pharmaceutical Chemistry), Specialization in Finance from Harvard Business School
Experience : Ms. Joanna Potts started her career in 1985 as an Editor (Scientific Publications). She subsequently held variety of roles in commercial operations of increasing responsibilities in Sales, Marketing and Business Operations of different organisations including Sanofi U.K.

 She was appointed Commercial Operations Officer of the Company from 1st January 2013.
 She was appointed as Alternate to Mr. A. Ortoli from 1st May 2013. She ceased to be Alternate from 10th February 2014.

 Ms. Potts was not a Director in any other company.
 She did not hold any shares in the Company.
4. Name : Mr. M. G. Rao
Age : 63 years
Qualifications : M.Sc. in Organic Chemistry
 Diploma in Management Studies
Experience : Mr. Rao joined the Company in 1973 in the Research Centre. He has held senior positions in Manufacturing Operations.

 He is presently designated Senior Director - Industrial Affairs (South Asia).

 Mr. Rao was Alternate Director to Dr. Carlo de Notaristefani from 29th July 2003 to 26th January 2004 and to Mr. A. Peychaud from 26th March 2004 to 31st October 2006. He was Alternate to Mr. J. M. Georges from 10th November 2006 to 26th October 2009. He was appointed as Alternate to Mr. J. M. Georges from 25th October 2010.

 Mr. Rao is not a Director of any other company.
 Mr. Rao does not hold any shares in the Company.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

The following Explanatory Statement sets out all material facts relating to Item Nos. 6 to 8 of the accompanying Notice of the Annual General Meeting to be held on 29th April 2014:

1. Item No. 6

Ms. Joanna Potts was appointed as Alternate to Mr. A. Ortoli with effect from 1st May 2013 by a Resolution passed by the Board of Directors at its Meeting held on 30th April 2013. Ms. Potts, being an employee of the Company, was appointed Wholetime Director from the said date, subject to the approval of the Shareholders and the Central Government. The approval of the Central Government has since been received.

She ceased to be Alternate Director with effect from 10th February 2014.

Ms. Joanna Potts started her career in 1985 as an Editor (Scientific Publications). She subsequently held variety of roles in commercial operations of increasing responsibilities in Sales, Marketing and Business Operations of different organisations including Sanofi U.K.

She was appointed Commercial Operations Officer of the Company from 1st January 2013.

Ms. Joanna Potts may be deemed to have held an office or place of profit within the meaning of Section 314(1) of the Companies Act, 1956. The appointment and remuneration paid to her during the period 1st May 2013 to 9th February 2014 require your approval by a Special Resolution.

The remuneration paid and the perquisites provided to her are set out below :

- i) Salary - Rs. 126,000 per month
- ii) Increments - Such increments as may be fixed by the Board of Directors from time to time in the salary range of Rs. 126,000 to Rs. 300,000 per month.
- iii) Special Allowance of Rs. 34,800 per month and such higher amount as may be decided by the Board from time to time.
- iv) Performance Bonus with a target payout of Rs. 527,760 for the financial year ending 31st December 2013 and a payout range of 0% to 200% of target amount to be paid at the end of the financial year, as may be determined by the Board of Directors.
- v) Housing - The Company to provide rent free partially furnished, airconditioned, residential accommodation and partial reimbursement of salary of servant with telephone, gas and electricity, the monetary value of which may be evaluated as per the Income-tax Rules, 1962.
- vi) Medical Aid - Medical aid benefits for self and family as applicable to the Officers of the Company, subject to the condition that the cost of medical benefits to the Company shall not exceed one month's salary per year.
- vii) Free use of the Company's car and reimbursement of salary of driver for use on the Company's business as well as for own use.
- viii) The Company to pay the premium for the Personal Accident Insurance Policy taken for Ms. Joanna Potts along with other Officers of the Company.
- ix) The Company to pay the premium for the Group Insurance Policy taken for Ms. Joanna Potts as per rules of the Company.
- x) The Company to pay fees for one Club (including admission or entrance fees and monthly or annual subscriptions).
- xi) Leave on full pay and allowances as per rules of the Company for such number of days of leave as may be granted to other employees of the Company in the Head Office.
- xii) Return passage money including all incidental charges to United Kingdom on Home Leave once a year by Business Class for Ms. Potts, her husband and dependent children.
- xiii) The Company to pay or reimburse packing, forwarding, loading and unloading expenses as well as freight, insurance, customs duty, clearing expenses, local transportation and installation expenses in connection with the moving of the personal effects of Ms. Potts, her husband and family and also passage moneys at the time of repatriation.
- xiv) Reimbursement of actual travelling, mobile phone and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.

(All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

MINIMUM REMUNERATION

The above remuneration (including perquisites) shall be paid to Ms. Potts as the minimum remuneration in the event of absence or inadequacy of profits in any financial year of the Company.

OTHER TERMS AND CONDITIONS

- a) She shall not be paid any sitting fees for attending Board/Committee Meetings.
- b) She shall not become interested or otherwise concerned directly or through her husband and / or minor children in any selling agency without prior approval of the Central Government.
- c) The appointment may be terminated by the Company or by Ms. Joanna Potts by giving not less than three months' prior notice in writing.

The Directors are of the opinion that Ms. Joanna Potts' knowledge and experience was of benefit to the Company. The Board, therefore, recommends the acceptance of the resolution set out in item No. 6 of the Notice convening the Meeting.

The said draft agreement referred to in the resolution is available for inspection by the Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m. prior to the date of the Annual General Meeting.

No Director is concerned or interested in the resolution set out in item No. 6 of the Notice convening the Meeting.

2. Item No. 7

By a Resolution passed at the Annual General Meeting held on 3rd June 2004, the Members of the Company had approved the appointment of and remuneration payable to Mr. M. G. Rao, Wholetime Director (then Alternate to Mr. A. Peychaud) for a period of five years from 29th July 2003.

By a Resolution passed at the Annual General Meeting held on 24th April 2008, the Members of the Company had approved the re-appointment of and remuneration payable to Mr. M. G. Rao, Wholetime Director (then Alternate to Mr. J. M. Georges) for the period from 29th July 2008 to 5th September 2010.

By Resolutions passed at the Annual General Meetings held on 26th April 2011, 3rd May 2012 and 30th April 2013, the Members of the Company had approved re-appointment of Mr. M. G. Rao as Wholetime Director (being Alternate to Mr. J. M. Georges) for the periods from 25th October 2010 to 5th September 2011, 6th September 2011 to 5th September 2012 and 6th September 2012 to 5th September 2013, respectively.

The Board of Directors has, by a Resolution passed at its Meeting held on 30th July 2013, approved the re-appointment of Mr. M. G. Rao as Wholetime Director of the Company (being Alternate to Mr. J. M. Georges) for the period from 6th September 2013 to 5th September 2014, subject to the approval of the Members of the Company.

Mr. Rao may be deemed to be holding an office or place of profit within the meaning of Section 314 (1) of the Companies Act, 1956. The re-appointment of and remuneration payable to Mr. Rao require your approval by a Special Resolution.

The remuneration proposed to be paid and the perquisites proposed to be provided to Mr. Rao are set out below:

- i) (a) Salary - Rs. 349,700 per month
- (b) Increments - Such increments as may be fixed by the Board of Directors from time to time in the salary range of Rs. 259,000 to Rs. 500,000 per month.
- ii) Special Allowance: Rs. 115,532 per month
- iii) (a) Bonus : 20% of Annual Salary
- (b) Performance Bonus - Payment of Performance Bonus with a target payout of Rs.1,955,971 for the financial year ending 31st December 2013 and a payout range of 0% to 200% of target amount to be paid at the end of the financial year, as may be determined by the Board of Directors. (The target payout will undergo revision every year.)
- iv) Provident Fund - Company's contribution not to exceed 12% of salary.
- v) Gratuity - Gratuity benefits as applicable to Officers of the Company and shall be subject to the maximum amount as may be permitted under the Company's rules in relation to gratuity prevailing from time to time.

- vi) Housing - The Company to provide rent free accommodation in a Company owned or leased flat or to pay Mr. Rao House Rent Allowance of Rs. 100,000 per month or such amount as may be fixed by the Board of Directors from time to time. The flat (either owned or leased or for which House Rent Allowance is paid) shall be partly furnished and air conditioned with reimbursement of gas, water and electricity bills, the monetary value of which may be evaluated as per the Income-tax Rules, 1962.
- vii) Medical Aid - Medical aid benefits for self and family as applicable to the Officers of the Company, subject to the condition that the cost of medical benefits to the Company shall not exceed one month's salary per year.
- viii) Free use of the Company's car (for which maintenance expenses would be borne by the Company), fuel and reimbursement of salary of driver for use on the Company's business as well as for own use. In case the car is leased by the Company, lease rental and maintenance expenses will be paid as per applicable rules of the Company.
- ix) The Company to pay the premium for the Personal Accident Insurance Policy taken for Mr. Rao along with other Officers of the Company.
- x) The Company to pay the premium for the Group Insurance Policy taken for Mr. Rao as per rules of the Company.
- xi) The Company to pay fees for one Club (including admission or entrance fees and monthly or annual subscriptions).
- xii) Leave Travel Concession for self and family for undertaking one or more journeys in India subject to a ceiling of one and half month's salary in a financial year.
- xiii) Leave on full pay and allowances as per rules of the Company for such number of days of leave as may be granted to other employees of the Company in the Head Office.
- xiv) Reimbursement of bills for residential landline and mobile telephone and actual travelling / entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.
- xv) Interest subsidy @ Rs. 4,500 per lakh per annum towards interest on loan taken by him for purchase of house subject to a maximum loan amount of Rs. 25,00,000.

(All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

MINIMUM REMUNERATION

The above remuneration (including perquisites) shall be paid to Mr. Rao as the minimum remuneration in the event of absence or inadequacy of profits in any financial year of the Company but shall not exceed the ceiling laid down in this behalf in Schedule XIII to the Companies Act, 1956, from time to time.

OTHER TERMS AND CONDITIONS

- a) He shall not be paid any sitting fees for attending Board/Committee Meetings.
- b) He shall not become interested or otherwise concerned directly or through his wife and / or minor children in any selling agency without prior approval of the Central Government.
- c) The appointment may be terminated by the Company or by Mr. Rao by giving not less than three months' prior notice in writing.

The Directors are of the opinion that Mr. Rao's knowledge and experience will be of benefit to the Company. The Board, therefore, recommends the acceptance of the resolution set out in item No. 7 of the Notice convening the Meeting.

The said draft Agreement referred to in the resolution is available for inspection by the Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m. prior to the date of the Annual General Meeting.

No Director, excepting Mr. Rao, is concerned or interested in the resolution set out in Item No. 7 of the Notice convening the Meeting.

3. Item No. 8

Under Section 309(2) read with Section 309 (4) of the Companies Act, 1956, Non Executive Directors may receive remuneration by way of a fee for each Meeting of the Board or a Committee attended and by way of a monthly, quarterly or annual payment with the approval of the Central Government or by way of commission if the Company by special resolution authorises such payment. The remuneration paid to such Director or where there is more than one such Director shall not exceed one percent of the net profits of the Company if the Company has a Managing Director or three percent of the net profits of the Company, in any other case.

The Company presently pays sitting fees of Rs. 20,000 for each Board / Committee Meeting attended by Non Executive Directors which payment was authorised by resolution passed at the Annual General Meeting held on 22nd June 2005.

Considering the time spent by the Non Executive Directors and the valuable advice given by them to the Management of the Company, the Board of Directors had considered it desirable that they should be paid commission in addition to sitting fees, a practice followed by large companies.

On the recommendation of the Board of Directors, a Special Resolution had been passed at the Annual General Meeting held on 27th April 2010 approving of the payment of commission to the Company's Directors, other than the Managing Director and Wholetime Director(s) or Directors who are employees of Sanofi-aventis or companies of Group Sanofi-aventis, of an amount as may be determined by the Board of Directors, from time to time, subject to a ceiling of 1% of the net profits of the Company, computed in the manner laid down in Section 198(1) of the Companies Act, 1956 with authority to the Board of Directors to distribute such commission amongst such Directors in such manner as the Board of Directors may from time to time decide.

The said Resolution was valid for a period of 5 years from 1st January 2009 upto the financial year ended 31st December 2013. The Board, therefore, recommends that the Company's Directors other than the Managing Director, Wholetime Director(s) and Directors who are employees of Sanofi or companies of the Sanofi Group continue to be paid commission, in addition to sitting fees, for a period of 5 years from 1st January 2014.

The payment of commission would need your approval by Special Resolution.

All the Directors, other than the Managing Director, Wholetime Directors and Directors who are employees of Sanofi or companies of the Sanofi Group, are interested in this item of business to the extent of the remuneration proposed for them.

By Order of the Board

K. SUBRAMANI
COMPANY SECRETARY

Registered Office:
54/A, Sir Mathuradas Vasanji Road
Andheri East
Mumbai 400 093

Mumbai, 3rd March 2014

SANOFI INDIA LIMITED

Registered Office : 54/A, Sir Mathuradas Vasanji Road, Andheri East, Mumbai 400 093

PROXY FORM

Reg. Folio No. / DP Id No. / Client Id No.

I/We

of.....

.....in the district of.....

being a member/members of the above named Company hereby appoint

.....of.....

in the district of.....or failing him

of.....in the district of.....

as my/our proxy to vote for me/us on my/our behalf at the FIFTY-EIGHTH ANNUAL GENERAL MEETING of the Company to be held on 29th April 2014 and at any adjournment(s) thereof.

Signed this.....day of.....

Signature.....

15 paise
Revenue
Stamp

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the Meeting.

SANOFI INDIA LIMITED

Registered Office : 54/A, Sir Mathuradas Vasanji Road, Andheri East, Mumbai 400 093

ATTENDANCE SLIP

Fifty-eighth Annual General Meeting - 29th April 2014

Reg. Folio No. / DP Id No. / Client Id No.

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the FIFTY-EIGHTH ANNUAL GENERAL MEETING of the Company at Y. B. Chavan Centre - Auditorium, Near Sachivalaya Gymkhana, General J. Bhosale Marg, Mumbai 400 021 on Tuesday, 29th April 2014.

.....
Member's/Proxy's name in full

.....
Member's/Proxy's Signature

Note : Please fill in this attendance slip and hand it over at the ENTRANCE OF THE MEETING HALL

