

SANOFI INDIA LIMITED

Corporate Identity No.L24239MH1956PLC009794

Registered Office: 54/A, Sir Mathuradas VasANJI Road, Andheri East, Mumbai 400093

Website: www.sanofiindia.com Email: igrc.sil@sanofi.com

Tel no. (022) 28278000 Fax no.(022) 28370939

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Ninth Annual General Meeting of the Members of Sanofi India Limited will be held on Wednesday, 29th April 2015 at 2:30 p.m. at Y. B. Chavan Centre - Auditorium, Gen J. Bhosale Marg, near Sachivalaya Gymkhana, Nariman Point, Mumbai - 400021 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended on 31st December 2014 including the audited Balance Sheet as on 31st December 2014 and the Statement of Profit and Loss 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 2014 of Rs. 10 per equity share of Rs. 10 paid to the Members whose names appeared on the Register of Members on 1st August 2014 be and the same is hereby approved and confirmed.
RESOLVED FURTHER THAT Final Dividend for the year ended 31st December 2014 of Rs. 24 per equity share of Rs. 10 and a Special One-time Dividend of Rs. 11 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 2015; and
(ii) those whose names appear as beneficial owners as at the close of business on 17th April 2015, 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 M/s. S R B C & CO. LLP, Chartered Accountants (Firm Registration No.324982E), the retiring Auditors be re-appointed as Auditors of the Company pursuant to Section 139 of the Companies Act, 2013, (the "Act"), the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, of the Act or Rules framed thereunder from the conclusion of this Annual General Meeting till the conclusion of the Sixty-first Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting.
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable and the reimbursement of out-of-pocket expenses, if any, to the said Auditors."

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:
"RESOLVED that Dr. S. Ayyangar (DIN 00268076) who had been appointed a Director of the Company on 25th October 2005 as a Non-Retiring Director, and who, in terms of the provisions of the Companies Act, 2013, retires by rotation, and who is eligible for appointment and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose Dr. S. Ayyangar as a candidate for the office of Director of the Company, be and is hereby appointed a Director of the Company."
5. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. F. Briens (DIN 03472959) who was appointed a Director of the Company with effect from 23rd August 2011 in the casual vacancy caused by the resignation of Mr. F. X. Duhalde and who, in terms of Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. F. Briens as a candidate for the office of Director of the Company, be and is hereby appointed a Director of the Company."
6. To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment hereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, M/s. N. I. Mehta & Co., Cost Accountants, to conduct the audit of the cost accounts maintained by the Company in respect of bulk drugs and formulations for:
(a) the financial year ended 31st December 2014; and
(b) the financial year ending 31st December 2015

be paid remuneration of Rs.3 lakhs and Rs.3.30 lakhs, respectively for the aforesaid financial years, plus service tax and out-of-pocket expenses in performance of their duties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary 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 pursuant to Section 188 of the Companies Act, 2013 and the provisions of Clause 49 VII of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Company be and is hereby accorded to the Board of Directors, entering into contracts / arrangements / transactions with sanofi-aventis Singapore Pte. Ltd., Singapore, a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement for purchase, sale, transfer or receipt of products, goods, active pharmaceutical ingredients, materials, services or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and sanofi-aventis Singapore Pte. Ltd., for an amount not exceeding in aggregate Rs. 11,000 million (Rupees Eleven Thousand million only) in each financial year.

RESOLVED FURTHER THAT consent of the Company is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and which are material in nature in terms of Clause 49 of the Listing Agreement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things , settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

By Order of the Board

K. SUBRAMANI
COMPANY SECRETARY

Registered Office:
54/A, Sir Mathuradas VasANJI Road,
Andheri East,
Mumbai - 400093

Mumbai, 9th March 2015

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.

The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business listed in item nos. 4 to 7 of the Notice is annexed hereto and forms part of this Notice.
3. The Register of Members of the Company shall remain closed from Saturday, 18th April 2015 to Wednesday, 29th April 2015 (both days inclusive).
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 Interim Dividend for the year ended 31st December 2007 have been transferred to the Investor Education and Protection Fund (IEPF).

In terms of the Companies Act, any dividend remaining unclaimed for a period of seven years from the due date of transfer to the Unpaid Dividend account is required to be transferred to the IEPF.

Members shall not be able to claim any unpaid or unclaimed dividend from the IEPF or the Company thereafter.

Members who have not encashed their dividend warrants towards the Final Dividend for the year ended 31st December 2007 or thereafter are requested to write to Company's Registrars and Transfer Agents.

Members are requested to note that the Final Dividend for the year ended 31st December 2007 declared at the Annual General Meeting held in April 2008 is due to be transferred to the IEPF in May 2015.

5. Members seeking 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 in the meeting.
6. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility which will enable the Members to cast their votes electronically on all the resolutions set out in the Notice.

The Board of Directors has appointed Mr. S. N. Ananthasubramanian, a Practising Company Secretary (FCS 4206, CP 1774) as Scrutinizer for conducting the electronic voting process in a fair and transparent manner. The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour or against, if any, within a period of three working days from the date of conclusion of the e-voting period.

7. E-voting Facility:

- (i) The e-voting period commences on Thursday, 23rd April 2015 (9 a.m.) and ends on Saturday, 25th April 2015 (5 p.m.). The e-voting module shall be disabled for voting thereafter.
- (ii) The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer e-voting facility to all its Members to enable them to cast their vote electronically. This notice is being sent to all the Members, whose names appear in the Register of Members / Records of Depositories as on the close of working hours on March 20, 2015 i.e. the cut-off date. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for Members. The Notice of the Annual General Meeting is sent electronically to all the shareholders who have registered their email addresses with the Company / Depositories and to the other shareholders by Speed Post / Registered Post / Courier.
- (iii) Members desiring to exercise their vote by using e-voting facility, should carefully follow the instructions given below.
 - (a) The shareholders should log on to the e-voting website: www.evotingindia.com
 - (b) Click on Shareholders Tab.
 - (c) Now enter your User ID
 - For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login

If you are holding shares in demat form and had logged on to www.evotingindia.com and have cast your vote earlier for EVSN of any company, then your existing password is to be used.

If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Members holding shares in Demat Form and Physical Form:

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> o Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The Sequence Number is printed on the Attendance Slip. o In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii)(c).</p>

- (e) After entering these details appropriately, click on "SUBMIT" tab.
- (f) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (g) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (h) Click on the relevant EVSN for Sanofi India Limited on which you choose to vote.
- (i) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (j) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (k) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (l) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (m) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (n) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (o) Note for Non - Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

8. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

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 : Dr. Shailesh Ayyangar
- Age : 60 years
- Qualification : Doctor of Veterinary Medicine and MBA from the Indian Institute of Management, Ahmedabad.
- Experience : Dr. Ayyangar held senior Sales and Marketing positions in Smithkline Beecham Pharmaceuticals and Glaxosmithkline in India and Great Britain. He was also a Wholetime Director of Smithkline Beecham Pharmaceuticals before its merger with Glaxo. He was Head of a business unit in Smithkline Beecham UK for over 4 years.

Dr. Ayyangar became a Non-Retiring Director of the Company from 25th October 2005. He was designated by the Board of Directors as the Managing Director for a period of five years from the said date.

The Members of the Company had, by a resolution passed at the Annual General Meeting held on 26th April 2011, approved his re-appointment as Managing Director for a further period of five years from 25th October 2010.

He is a member of the Corporate Social Responsibility Committee of the Company.

Other Directorships (as on 20th February 2015)

<u>Name of the company</u>	<u>Position held</u>
Sanofi-Synthelabo (India) Limited	Managing Director
Merial India Private Limited	Director
Apollo Sugar Clinics Limited	Director
Sanofi Lanka Limited	Director
Organisation of Pharmaceutical Producers of India	President

Membership of Committees

<u>Name of the company</u>	<u>Member of Committee</u>
Sanofi-Synthelabo (India) Limited	Audit Committee

Dr. Ayyangar does not hold any shares in the Company.

2. Name : Mr. F. Briens
- Age : 55 years
- Qualifications : Master in Economic Sciences, Graduate of Institute Supérieur de Gestion (Paris)
Master in Business Administration (University of San Francisco)
- Experience : Mr. Briens joined in the Sanofi Group in March 1988 as an Internal Auditor. Since then, he served in a variety of positions including Director of Controlling in the USA and CFO Interlatina Zone in Panama.

After the merger with Synthelabo, he was nominated Deputy Director in the Audit department and then CFO for the Latin America Region.

In January 2000, he was appointed to his current position as Vice-President, Chief Financial Officer for the Intercontinental Region of Sanofi.

He was appointed a Director of the Company from 23rd August 2011.

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

Other Directorships as on 20th February 2015

<u>Name of the company</u>	<u>Position held</u>
Sanofi-Synthelabo (India) Limited	Director
Sanofi Lanka Limited	Director
Sanofi - Aventis Gulf FZE	Director
Sanofi - Aventis Pakistan Limited	Director
Zao Aventis Pharma	Director
Winthrop Ilac AS	Director

Membership of Committees

<u>Name of the company</u>	<u>Member of Committee</u>
Sanofi-Synthelabo (India) Limited	Audit Committee

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item nos. 4 to 7 in the accompanying Notice of the Annual General Meeting.

1. Item No. 4

Dr. S. Ayyangar was appointed a Non-Retiring Director of the Company on 25th October 2005. The Board of Directors designated him as the Managing Director for a period of five years from the said date.

The Members of the Company had, by a resolution passed at the Annual General Meeting held on 26th April 2011, approved his re-appointment as Managing Director for a further period of five years from 25th October 2010.

In view of the provisions of the Companies Act, 2013 which stipulate that the Independent Directors shall not be liable to retire by rotation and that two thirds of the remaining Directors shall be subject to retirement by rotation, Dr. S. Ayyangar, having been longest in office, is liable to retire at this Annual General Meeting and is eligible for election. A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Dr. Ayyangar as a candidate for the office of Director.

The Directors are of the opinion that Dr. Ayyangar's knowledge and experience will be of benefit to the Company.

The Board of Directors, therefore, recommends that the Resolution set out at item no. 4 of the Notice convening the meeting be approved and passed.

No Director, Key Managerial Personnel or their relatives, except Dr. S. Ayyangar to whom this resolution relates is interested or concerned in the resolution set out at item no. 4 of the Notice.

2. Item No. 5

Mr. F. Briens was appointed a Director of the Company with effect from 23rd August 2011 in the casual vacancy caused by the resignation of Mr. F. X. Duhalde. He holds office upto the date of this Annual General Meeting and is eligible for election.

A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Mr. F. Briens as a candidate for the office of Director.

Mr. Briens is presently Vice-President Chief Financial Officer of the Intercontinental region of Sanofi. He has wide ranging experience in the pharmaceutical industry.

The Directors are of the opinion that his knowledge and experience will be of benefit to the Company.

The Board of Directors, therefore, recommends that the Resolution set out at item no. 5 of the Notice convening the meeting be approved and passed.

No Director, Key Managerial Personnel or their relatives, except Mr. Briens to whom this resolution relates is interested or concerned in the resolution set out at item no. 5 of the Notice.

3. Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. N. I. Mehta & Co. Cost Accountants, as Cost Auditors to conduct the audit of the cost accounts maintained by the Company in respect of bulk drugs and formulations for the financial year ended 31st December 2014 and the financial year ending 31st December 2015.

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 has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended 31st December 2014 and financial year ending 31st December 2015.

The Board recommends the approval of the remuneration payable to M/s. N. I. Mehta & Co., Cost Accountants for conducting the cost audit and passing of the resolution set out at item no. 6 of the Notice.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution.

4. Item No. 7

The Company is *inter alia*, engaged in the business of manufacturing, marketing, trading, import and export of pharmaceutical products. The Company in the ordinary course of its business, imports various products and active pharmaceutical ingredients from / and also exports its products to sanofi-aventis Singapore Pte. Ltd., Singapore.

sanofi-aventis Singapore Pte. Ltd. is a 'Related Party' within the meaning Section 2 (76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement.

Transactions for purchase, transfer or receipt of products, goods, active pharmaceutical ingredients, materials, services, other obligations from and export of products to sanofi-aventis Singapore Pte. Ltd. are deemed to be 'material' in nature as defined in Clause 49 VII of the Listing Agreement as they may exceed 10% of the annual turnover of the Company consequent on future business projections. Thus, in terms of explanation (ii) to Clause 49 VII (E) of the Listing Agreement, these transactions would require the approval of the Members by way of a Special Resolution.

The particulars of the contracts / arrangements / transactions are as under:

Particulars	Information
Name of the Related Party	sanofi-aventis Singapore Pte. Ltd.
Name of Director(s) or Key Managerial Personnel who is related	None
Nature of Relationship	The Company and sanofi-aventis Singapore Pte. Ltd., are both indirect subsidiaries of Sanofi SA, France
Material terms the Contracts / arrangements / transactions	Purchase, export, transfer or receipt of products, goods, active pharmaceutical ingredients, materials or other obligations on arm's length basis
Monetary Value	a) Not-exceeding Rs. 6400 million in each financial year towards purchases of products, active pharmaceutical ingredients, materials, etc. b) Not exceeding Rs. 4600 million in each financial year towards export of products
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants	Yes
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the Members to make a decision on the proposed transactions	None

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The Company's ultimate holding company, Sanofi SA of France has discovered, developed, acquired and/or licensed certain products and active pharmaceutical ingredients. sanofi-aventis Singapore Pte. Ltd. has the rights to manufacture, promote, market, distribute and/or sell the same for the Asia Pacific Region.

The Company imports finished products for sale in India and also imports active pharmaceutical ingredients for manufacture of products in India from sanofi-aventis Singapore Pte. Ltd. which. has granted to the Company the exclusive right to use the trademarks and/or the intellectual property rights in the products free of cost for sale in India.

Similarly, products manufactured in India by the Company are exported to other countries through sanofi-aventis Singapore Pte. Ltd.

The Board is of the opinion that the transactions of purchase of products, active pharmaceutical ingredients from/ export of products to sanofi-aventis Singapore Pte. Ltd. are in the best interests of the Company.

The Board, therefore, recommends the Special Resolution set out in Item No. 7 of the Notice for the approval of the Members in terms of Clause 49VII(E) of the Listing Agreement.

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

K. SUBRAMANI
COMPANY SECRETARY

Registered Office:
54/A, Sir Mathuradas VasANJI Road,
Andheri East,
Mumbai - 4000093

Mumbai, 9th March 2015