

SANOFI INDIA LIMITED

Corporate Identity No.L24239MH1956PLC009794
 Registered Office : Sanofi House, CTS No. 117-B, L&T Business Park, Saki Vihar Road, Powai, Mumbai 400072
 Website: www.sanofiindialtd.com Email: igrc.sil@sanofi.com
 Tel no. (022) 28032000 Fax no.(022) 28032939

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We, being the member(s) holding shares of Sanofi India Limited, hereby appoint:

1. Name:..... Address:.....
 E-mailid:..... Signature..... or failing him/her.
2. Name:..... Address:.....
 E-mailid:..... Signature..... or failing him/her.
3. Name:..... Address:.....
 E-mailid:..... Signature..... or failing him/her.

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Sixtieth Annual General Meeting of the Company, to be held on Friday 29th April 2016 at 2:45 p.m. at Y. B. Chavan Centre - Auditorium, Gen J. Bhosale Marg, near Sachivalaya Gymkhana, Nariman Point, Mumbai - 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
ORDINARY BUSINESS	
1	Adoption of financial statements for year ended 31st December 2015
2	(a) Approval and confirmation of Interim Dividend for year ended 31st December 2015 (b) Declaration of : (i) Final Dividend for year ended 31st December 2015; and (ii) Two Special One-time Dividends
3	Ratification of appointment of M/s. SRBC & Co. LLP as Statutory Auditors
SPECIAL BUSINESS	
4	Approval of remuneration payable to M/s. N. I. Mehta & Co., Cost Auditors
5	Appointment of Mr. J. Silvestre as Director
6	Re-appointment of and remuneration payable to Dr. S. Ayyangar, Managing Director
7	Appointment of and remuneration payable to Mr. N. Rajaram, Wholetime Director (Alternate to Mr. J. Silvestre)
8	Appointment of and remuneration payable to Mr. L. Guerin, Wholetime Director (Alternate to Mr. F. Briens)
9	Appointment of and remuneration payable to Mr. A. Sood, Wholetime Director (Alternate to Mr. P. Chocat)
10	Appointment of Mr. Aditya Narayan as an Independent Director
11	Appointment of Ms. Usha Thorat as an Independent Director
12	Adoption of new Articles of Association
13	Approval of material related party transaction - Loan to Shantha Biotechnics Private Limited

Signature of Shareholder: Signed thisday of2016

Signature of Proxy holder(s):.....

Note: this form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company in not less than FORTY EIGHT HOURS before commencement of the Meeting.

Affix Revenue Stamp of Re. 1/-
