



3rd May 2016

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Scrip Code: 500674

Dear Sirs,

Re: News article

We refer to your email dated 29th April 2016 wherein you have sought our clarifications regarding a news article which appeared in the Economic Times on 28th April 2016.

The newspaper sought our comments on three queries which were provided to them. Our clarifications have been published in the said article.

We would further clarify that the proxy advisory firm raised certain issues regarding appointment of three Alternate Directors (who are employees of the Company) in its report.

It said that:

- a) The strength of the Board has increased to twelve by appointment of three Wholetime Directors and the Company is, therefore, non-compliant with regard to Corporate Governance provisions.
- b) Resolutions should have been proposed for appointment of the three persons as Alternate Directors.

The Company has been advised that it is in compliance with the Companies Act and Listing Regulations and the contentions of the proxy advisory firm are incorrect for the following reasons:

1. The three employees were not first appointed as Wholetime Directors and thereafter as Alternates to the Non-Executive Directors.

They were first appointed as Alternates to three Non-Executive Directors (who are based abroad) and being employees of the Company, they were consequently deemed to be Executive Directors (Wholetime Directors).

2. At the time of the issue of the Notice convening the Annual General Meeting, the strength of the Board was nine (including a Non-Executive Chairman) with

three Alternates. There were three Independent Directors in the Board of nine Directors and hence the Company complied with the requirement of having one third of the Board as Independent Directors.

3. Whenever the original Director for whom an Alternate has been appointed returns to India, the Company intimates the Registrar of Companies that the Alternate has ceased to be a Director under Section 161 (1) of the Companies Act. The Board passes a resolution for the re-appointment of the Alternate and thereafter the Company again intimates the Registrar of Companies of the re-appointment of the Alternate.

4. The Articles of Association permits the Board to appoint Alternates for Directors. The Companies Act and the Listing Regulations do not require that resolutions should be passed by the shareholders for appointment of Alternates if the Articles have empowered the Board to appoint Alternates.

Thanking you,

Yours faithfully,
SANOFI INDIA LIMITED



K.SUBRAMANI
COMPANY SECRETARY