SANOFI-AVENTIS PAKISTAN LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 47th Annual General Meeting of the Company will be held on Monday, 27th April, 2015 at 11:00 hours at the Beach Luxury Hotel, Molvi Tamizuddin Khan Road, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the last Annual General Meeting held on 25th April, 2014.
2. To receive and adopt the Balance Sheet and Profit & Loss Account for the year ended 31st December, 2014 together with the Directors' and Auditors' reports thereon.
3. To approve and declare dividend on the ordinary shares of the company. The directors have recommended a cash dividend of Rs. 7.00 (70%) per share.
4. To appoint Auditors for the year ending 31st December, 2015 and to fix their remuneration. The present auditors, M/s. Ernst & Young Ford Rhodes Sidat Hyder, Chartered Accountants being eligible, have offered themselves for re-appointment. The Audit Committee and Board of Directors have also recommended appointment of M/s. Ernst & Young Ford Rhodes Sidat Hyder, Chartered Accountants as Auditors for the year ending 31st December, 2015.
5. **SPECIAL BUSINESS:**
   To amend Regulation No. 78 of the Articles of Association of the Company to allow the Board to decide upon the fee payable to the non-executive directors for attending the meetings of the Company.
6. To transact any other business with the permission of the Chair.

Karachi, April 5, 2015

By Order of the Board
Saad Usman
Company Secretary

NOTES:

1. The Share Transfer Books of the Company shall remain closed from 21st April, 2015 to 27th April, 2015 (both days inclusive).
2. A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his behalf. No person shall act as a proxy (except for a corporation) unless he is entitled to be present and vote in his own right. Instrument appointing proxy must be deposited at the registered office of the Company at least 48 hours before the time of the Meeting.
3. Shareholders whose shares are deposited with Central Depository Company (CDC) are requested to bring their original computerized national identity card and account number in the CDC for verification.
4. Shareholders are requested to notify the change of their addresses, if any and provide the copy of their CNIC to Share Registrar, FAMCO ASSOCIATES (PVT) LTD, 8-F, Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S, Shahra-e-Faisal, Karachi, if not already provided.
5. CDC account holders will further have to follow the guidelines as laid down in Circular No.1, dated 26 January, 2000 issued by the Securities and Exchange Commission of Pakistan for attending the meeting and appointment of proxies.
6. The Government of Pakistan through Finance Act, 2014 has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the account of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

   a) For filers of income tax returns: 10%
   b) For non-filers of income tax returns: 15%

   To enable the company to make tax deduction on the amount of cash dividend @10% instead of 15% all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR despite the fact that they are filers, are advised to make sure that their names are entered into ATL well before the date for payment of the above cash dividend, otherwise tax on their cash dividend will be deducted @15% instead of 10%.

STATEMENT UNDER SECTION 160 OF THE COMPANIES ORDINANCE, 1984:

This statement sets out all material facts concerning the special business to be transacted at the 47th Annual General Meeting of Sanofi-Aventis Pakistan Limited to be held on Monday, April 27, 2015. Approval of the shareholders will be sought for the amendment in the Regulation No. 78 of the Articles of Association of the Company in order to allow the Board to decide on the fee payable to non-executive directors for attending the Company meetings.

That at present, prior to the proposed Amendment, Regulation No. 78 reads as follows:
"78. The remuneration of a Director (other than a regularly paid Managing Director or a full time working Director) shall be rupees 500 for every meeting of the Board attended by him."

RESOLVED THAT the Regulation No. 78 of the Articles of Association of the Company be amended as follows:
"78. That it shall be the prerogative of the Board of Directors, to decide and amend, the remuneration payable to a Director (other than a regularly paid Managing Director or a full time Working Director) in respect of each meeting of the Board (or any of its Committees) attended by him, through a resolution, passed by the majority of the quorum present at the Board of Directors' Meeting."

SANOFI

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