

May 16, 2025

To,
The Secretary
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code – 500672

Dear Sir/Madam,

Sub.: Notice of Postal Ballot-Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

In furtherance to our intimation dated May 09, 2025, the Company shall be seeking the consent of the Members through Postal Ballot via remote e-voting on the following item: -

Sr. No.	Particulars	Type of Resolution
1.	Re-Appointment of Mr. Sanker Parameswaran (DIN: 00008187) as an Independent Director of the Company for a further term of five (5) years.	Special Resolution
2.	To consider & approve a Related Party Transaction between Novartis Pharma AG and Novartis India Limited.	Ordinary Resolution

In this regard and pursuant to Regulation 30 (read with Para A of Part A of Schedule III) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and SEBI Circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023, please find enclosed herewith the copy of the Notice of Postal Ballot ('Notice') dated May 09, 2025 together with the Explanatory Statement thereto.

In conformity with the above requirements, the said Notice is being sent electronically to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories/ Depository Participants as on Monday, May 12, 2025, being the Cut-off date.

To facilitate Members to receive the Notice electronically and cast their vote electronically, the Company has appointed MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ('MUFG') for registration of their e-mail addresses in terms of the MCA Circulars.

The advertisements were published in the both the newspapers by the Company in this regard on Wednesday, May 14, 2025, i.e. ('Financial Express' for English version) and ('Navshakti' for Marathi version) for the benefit and the information of the Members.

The remote e-voting period shall commence at 9.00 A.M. (IST) on Saturday, May 17, 2025, and will end at 5.00 P.M. (IST) on Sunday, June 15, 2025. The Result of the Postal Ballot/ remote e-voting shall be declared on or before Tuesday, June 17, 2025.

This is for your information and record.

Thanking You.

Yours Sincerely,

For Novartis India Limited

**Maru
Chandni**

Digitally signed by Maru Chandni
DN: dc=com, dc=novartis,
ou=people, ou=LE,
serialNumber=3190945, cn=Maru
Chandni
Date: 2025.05.16 14:33:34 +05'30'

**Chandni Maru
Company Secretary and Compliance Officer
M. No.- ACS 60291**

Encl.: as above

NOVARTIS INDIA LIMITED
Corporate Identification No. (CIN) – L24200MH1947PLC006104
Registered Office: Inspire - BKC, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400051

Tel: +91 022-50243000.

Website: www.novartis.in; **E mail:** india.investors@novartis.com

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

E-VOTING STARTS ON	E-VOTING ENDS ON
9.00 A.M. (IST) on Saturday, May 17, 2025	5.00 P.M. (IST) on Sunday, June 15, 2025

Dear Members,

NOTICE is hereby given pursuant to Sections 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013, (“**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“**Secretarial Standard - 2**”), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and the latest one being General Circular 09/2024 dated September 19, 2024 (“**MCA Circulars**”), to transact the following special business as considered in the resolutions appended below through Postal Ballot only by way of remote e-voting (“**e-voting**”):

Sr. No.	Particulars
1.	Re-Appointment of Mr. Sanker Parameswaran (DIN: 00008187) as an Independent Director for a further term of 5 (five) years.
2.	To consider & approve a Related Party Transaction (RPT) between Novartis Pharma AG and Novartis India Limited.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the Statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Notice of Postal Ballot for your consideration and forms part of this Notice of Postal Ballot (“**Notice**”).

In accordance with the MCA Circulars, Notice and the e-voting instructions are being sent only by email to those Members who have registered their email address with their Depository Participants (“**DPs**”) or with MUFG Intime India Private Limited (“**MUFG**”) (Formerly known as Link Intime India Private Limited), Registrar and Transfer Agent (“**RTA**”) of the Company and whose names appears in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”) as on Monday, May 12, 2025 (“**Cut-off Date**”) and the communication of assent / dissent of the Members on the resolution proposed in the Notice will only take place through the e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of

Sections 110 and 108 of the Act read with the Rules, the MCA Circulars and Secretarial Standard – 2, the Company is providing only e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for e-voting are appended to this Notice. The Company has engaged in the services of NSDL for the purpose of providing e-voting facility to its members.

The Notice is also available on the website of the Company i.e., www.novartis.in.

The Board of Directors have appointed Mr. S. N. Viswanathan, Practicing Company Secretary (ACS 61955; COP No. 24335) as the Scrutinizer, and Ms. Ashwini Vartak as an Alternate Scrutinizer (ACS 29463; COP No. 16723), to scrutinize the e-voting process in a fair and transparent manner. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than 5:00 P.M. (IST) on Sunday, June 15, 2025. E-voting will be blocked immediately thereafter by NSDL, and no e-voting will be allowed beyond the said date and time.

The results of the Postal Ballot/ e-voting will be declared along with the Scrutinizer's Report on or before Tuesday, June 17, 2025 and shall be placed on the website of the Company at www.novartis.in; on the e-voting website of NSDL at www.evoting.nsdl.com; and shall also be simultaneously communicated to BSE Limited at www.bseindia.com. The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for e-voting i.e. Sunday, June 15, 2025.

SPECIAL BUSINESS:

- 1. Re-Appointment of Mr. Sanker Parameswaran (DIN: 00008187) as an Independent Director of the Company for a further period of 5 (five) years.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the SEBI Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, it is hereby proposed to re-appoint Mr. Sanker Parameswaran (DIN: 00008187), who was appointed in the capacity of an Independent Director with effect from June 22, 2020 and his tenure ends on June 21, 2025.

RESOLVED FURTHER THAT considering that Mr. Sanker Parameswaran (DIN: 00008187) meets the criteria for Independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and has provided his consent for the re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a second term of 5 (five) years effective from June 22, 2025 till June 21, 2030, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To consider & approve a Related Party Transaction (RPT) between Novartis Pharma AG and Novartis India Limited.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, read with the Company's Policy on dealing with Related Party Transactions, each as amended and basis the recommendation of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board',) to enter into material related party transactions/contracts/arrangements whether by way of an individual transaction or series of transactions taken together with for purchase and import of Pharmaceutical finished products on such terms and conditions as may be mutually agreed between the company and Novartis Pharma AG for the period from April 01, 2025 to March 31, 2030 for an amount not exceeding INR 3000 million per annum provided that the said transactions shall be at arm's length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution.

**By Order of the Board of Director
For Novartis India Limited**

**Registered Office
Novartis India Limited**
Inspire-BKC, 7th Floor,
Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Date: May 09, 2025
Place: Mumbai

**Chandni Maru
Company Secretary & Compliance Officer
Membership No: ACS 60291**

NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard - 2 and SEBI Listing Regulations, wherever applicable, setting out the material facts and reasons, in respect of proposed Item Nos. 1 to 2 of this Notice of Postal Ballot, is annexed herewith.
2. The Ministry of Corporate Affairs ("MCA") vide MCA Circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, a physical copy of the Notice of Postal Ballot along with Postal Ballot Form and pre-paid Business Reply Envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of e-voting only.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI

Listing Regulations, the Company is pleased to provide facility of e-voting, to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Notice of Postal Ballot ('Notice'). The Company has engaged the services of NSDL to provide e-voting facilities to its members.

4. In conformity with the regulatory requirements, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on Monday, May 12, 2025 ("Cut-off Date"), and who have registered their e-mail addresses with the Company or with the Depositories. Members may note that this Notice will also be available on the Company's website at www.novartis.in, BSE Limited ('BSE') at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com
5. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Cut-off Date i.e. Monday, May 12, 2025. Only those Members whose names are recorded in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes. The Resolutions, if passed by the requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Sunday, June 15, 2025.
6. Members can vote on the Resolutions only through e-voting. E-voting will commence at 9:00 A.M. (IST) on Saturday, May 17, 2025, and will end at 5:00 P.M. (IST) on Sunday, June 15, 2025. During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, May 12, 2025, i.e. Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. The Company hereby requests all its Members to register/ update their email addresses, if not yet registered/updated, to promote green initiative and to enable the Company to provide all communications to the Members through email. To facilitate Members to receive the Notice electronically and cast their vote electronically, the Company has made special arrangements with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) for registration of e-mail addresses in terms of the MCA Circulars. Advertisements published in the newspapers on May 14, 2025 is also available on the company's <https://www.novartis.com/in-en/investors-corporate-governance/novartis-india-stock-exchange-disclosures> .

Eligible Members are required to provide their e-mail address to MUFG (Link Intime) (rnt.helpdesk@in.mpms.mufg.com) before 5:00 P.M. (IST) on Sunday, June 15, 2025, the date on which e-voting ends, pursuant to which any Member may receive on the e-mail address provided by the Member, the Notice and the procedure for e-voting. Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs.
8. The Board of Directors has appointed Mr. S. N. Viswanathan Practicing Company Secretary (ACS 61955; COP No. 24335) as the Scrutinizer, and Ms. Ashwini Vartak as an Alternate Scrutinizer (ACS 29463; COP No. 16723), to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of e-voting will be final.
9. All the documents referred to in this Notice and Explanatory Statement will be available for inspection by the Members between 11.00 A.M. and 1.00 P.M. on all working days, except Saturdays & Sundays, from the date hereof until the last date of e-voting. Members seeking to inspect such documents can send a request over an e-mail to india.investors@novartis.com .
10. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to

have been passed at a General Meeting of Members convened on that behalf.

PROCEDURE/INSTRUCTIONS FOR E-VOTING

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Shareholders/Members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders/Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders/Members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

NSDL Mobile App is available on


<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders/Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at

	022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for Shareholders/Members other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for Shareholders/Members other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders/Members whose email ids are not registered.**

If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box. Now, you will have to click on “Login” button.

After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@snaco.net with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Amit Vishal at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Form ISR-1 along with supporting documents, Folio No., Name of shareholder/member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@in.mpms.mufg.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rnt.helpdesk@in.mpms.mufg.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, Shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice)

Item No. 1

Re-Appointment of Mr. Sanker Parameswaran (DIN: 00008187) as an Independent Director of the Company for a further period of 5 (five) years.

The Members may note that the First term of Mr. **Sanker Parameswaran** as an Independent Director of the Company ends on closing hours of June 21, 2025 and therefore the aforesaid Postal Ballot is conducted for approval of his re-appointment for the further period of 5 (five) years.

The Board of Directors and Members of the Company, after careful consideration of Mr. Sanker Parameswaran's profile as stated hereinafter, as per Nomination and Remuneration Policy of the Company and based on recommendation of the Nomination and Remuneration Committee (hereinafter referred to as 'NRC'), had appointed Mr. Sanker Parameswaran (DIN: 00008187), designated as Non-Executive and Independent with effect from June 22, 2020 for a term of 5 (five) years up to June 21, 2025, as per the provisions of Sections 149, 150, 152, 161 of the Companies Act, 2013 ("Act") and Rules framed thereunder and other applicable provisions of the SEBI Listing Regulations.

Considering his experience and expertise, he has also been appointed as a member of the reconstituted Audit, Stakeholder relationship and Risk Management Committees of the Board w.e.f. June 22, 2020.

Mr. Sanker Parameswaran has been a great contributor to the Board of the Company, the Company feels that his re-appointment shall be beneficial for the Company in all respects. Considering the same, subject to approval of the Members by way of special resolution, and as per the Nomination and Remuneration Policy of the Company and after careful consideration of his contribution to the Company, the Nomination and Remuneration Committee (hereinafter referred to as 'NRC') and the Board of Directors of the Company in their meeting held on May 09, 2025, recommends re- appointment of Mr. Sanker Parameswaran as Non-Executive and Independent Director for a second (02nd) term of five (5) years with effect from June 22, 2025 till June 21, 2030.

The Company has received a declaration of independence from Mr. Sanker Parameswaran. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a Director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

The detailed profile of Mr. Sanker Parameswaran as required is as follows:

Brief Profile:

Mr. Sanker Parameswaran, aged about 65 years, is a Company Secretary and a Corporate Lawyer. Mr. Parameswaran was earlier associated with companies like ICICI Bank, Godrej Agrovet, Marico, Colgate Palmolive, Reliance Infocom and Indian Hotels

The skills and expertise possessed by Mr. Parameswaran are as under:

He is a dynamic and result oriented Legal professional with more than three decades of experience across different industries and multiple geographies. He has played a key role in industry representations to governments for advocating changes to regulatory regime to facilitate ease of doing business.

Mr. Sanker Parameswaran has experience in handling diverse matters as a Company Secretary on several high-profile Boards together with an innate ability to manage change through tough regulatory and economic environments will add value to the deliberations at the Board level. Mr. Sanker Parameswaran also has extensively travelled across the world.

The Board of Directors of the Company are confident that Mr. Sanker Parameswaran with his more than three decades of diverse leadership experience in reputed large companies, will add significant value to the Board.

In the opinion of the Board, Mr. Sanker Parameswaran fulfills the conditions specified in the Act and the rules made thereunder for his re-appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter of appointment of Mr. Sanker Parameswaran setting out the terms and conditions of his re-appointment is available for inspection at the Registered Office of the Company during normal business hours on all working days. A copy of the draft letter of re-appointment of Independent Director, setting out the general terms and conditions of re-appointment is available on the website of the Company at: <https://www.novartis.com/in-en/about/board-directors-novartis-india-limited>

Keeping in view his experience and knowledge, it will be in the interest of the Company that Mr. Sanker Parameswaran is appointed as an Independent Director of the Company. Therefore, the Board recommends his re-appointment by way of special resolution as set out in Item No. 1 to the Notice.

The details of Mr. Sanker Parameswaran as required under Secretarial Standard – 2 and Regulation 36 of the SEBI Listing Regulations, as applicable, are provided in '**Annexure A**' to the Notice.

Save and except Mr. Sanker Parameswaran and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

This Statement may be regarded as disclosures under Secretarial Standard-2, Regulation 36 of the SEBI Listing Regulations and Schedule IV to the Act.

Annexure A

PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT [Pursuant to Secretarial Standard 2 and Regulation 36 of the SEBI Listing Regulations]

Name of the Director	Mr. Sanker Parameswaran
Director Identification Number ('DIN')	00008187
Designation/ Category of Directorship	Non-Executive and Independent Director
Age	65
Nationality	Indian
Date of first appointment on the Board	To be appointed w.e.f. June 22, 2020, subject to approval of Members
Qualification	B.Com. ACS LL.B.
Brief Resume/ Experience (including expertise in specific functional area)	As per the details provided under Explanatory Statement
Terms and Conditions of Re-Appointment	As per the details provided under the Resolution and Explanatory Statement
Remuneration last drawn	N.A.
Remuneration proposed to be paid	Remuneration, on an annual basis, by way of Commission not exceeding 1% of the Net Profits under Section 198 of the Companies Act, 2013 (approval received from Members of the Company at the Annual General Meeting of the Company held on July 29, 2022). Sitting Fees
Number of equity shares held in the Company or for any other person on a beneficial basis	Nil
Number of Board Meetings attended during FY 2024-25	6
Membership of Committees of Board of the Company	Audit Committee Risk Management Committee Stakeholder Relationship Committee (with effect from June 22, 2020)
List of Directorships held in other companies including listed entities, if any	Shri Balaji Valve Components Limited
Chairmanship/ Membership of the Committees of Boards of other companies	Audit Committee Nomination & Remuneration Committee Stakeholder Relationship Committee Corporate Social Responsibility Committee
Names of listed entities from which he/she resigned in past three years	-
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
In case of Independent Directors, the skills	As per the details provided under Explanatory

and capabilities required for the role and the manner in which the proposed person meets such requirements	Statement
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Item No. 2**To consider and approve a Related Party Transaction between Novartis Pharma AG and Novartis India Limited.**

The applicable provisions of Regulation 23 of the SEBI Listing Regulations require the listed entities to take prior approval of shareholders by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the Company and at arm's length basis.

Further, a transaction with a related party shall be considered material if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of a listed entity, whichever is lower.

The background for the proposed transactions with related party is outlined below:

The Company is inter-alia, engaged in the business of marketing and distribution of pharmaceutical products. The Company in the ordinary course of its business, imports various products from Novartis Pharma AG, Basel, Switzerland, who is a 'Related Party' within the meaning of Section 2(76) of the Act and 2 (zb) of the SEBI Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the absence of the related party agreement(s)/transaction(s), these brands will not be available to the Company for sale in India. Considering the above, the Management of the Company wishes to enter into transactions with Novartis Pharma AG for purchase and import of Pharmaceutical finished products as mentioned above on such terms and conditions as may be mutually agreed between the Company and Novartis Pharma AG amount not exceeding INR 3000 million per annum for a period of 5 years commencing from April 01, 2025 to March 31, 2030. The monetary value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The Management has provided the Audit Committee with the relevant details, as required under law, for the proposed related party transaction. The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transactions with Novartis Pharma AG. The Audit Committee has also noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company. The Company has a well-defined governance process for the related party transactions undertaken by it and the same is reviewed on a regular basis. Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. Details of transactions with Related Parties as required pursuant to the Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 issued by the Securities and Exchange Board of India on July 11, 2023.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such a related party is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 2.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

ANNEXURE 'B' TO THE NOTICE

The details required in connection with the Related Party Transaction:

Name of the Related Party	Novartis Pharma AG
Name of the Director or Key Managerial Personnel who is related, if any	None
Nature of Relationship of the Related Party with the Company, including nature of concern or interest (Financial or otherwise)	Related Party as per Section 2(76) of the Companies Act, 2013 Nature of interest: Financial
Type, material terms and particulars of the proposed transaction(s)	Purchase and import of pharmaceutical finished products on such terms and conditions as may be mutually agreed
Tenure of the proposed transaction	5 years (Commencing from April 01, 2025, to March 31, 2030)
Monetary Value of the proposed transaction	Amount not exceeding INR 3000 million only (INR 300 Crores Only)
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, represents the value of the proposed transaction	84.4%
Where the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	No
Details of the source of funds in connection with the proposed transaction where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: •nature of indebtedness. • cost of funds; and • tenure applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
Whether the transaction has been approved by the Audit Committee	Yes
Are the transactions in ordinary course of business	Yes
Whether the transactions would meet the arm's length standard	Yes
Justification as to why the RPT is in the interest of	The Company is inter-alia, engaged in the business

the listed entity.	of marketing and distribution of pharmaceutical products. In the absence of the related party agreement(s)/transaction(s), these brands will not be available to the Company for sale in India. Considering the same, the Management of the Company wishes to enter into transactions with Novartis Pharma AG
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT, on voluntary basis	-
Any other information that may be relevant	NA

Registered Office
Novartis India Limited
Inspire-BKC, 7th Floor,
Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Date: May 09, 2025
Place: Mumbai

By Order of the Board of Director
For Novartis India Limited

Chandni Maru
Company Secretary & Compliance Officer
Membership No: ACS 60291