

Novartis India Limited

Nomination & Remuneration Policy

Policy Formulated by: Nomination and Remuneration Committee ("NRC")
Policy Approved by: Board of Directors of Novartis India Limited ("Company")

This Policy provides guidance on:

- (1) selection and nomination of Directors to the Board of the Company;
- (2) appointment of the Senior Management Personnel of the Company; and
- (3) remuneration of Directors, Key Management Personnel and other employees.

1. Selection Criteria for Directors

The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:

Skills and Experiences. The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other disciplines related to the Company's business.

Age Limit. The candidate should have completed the age of twenty-one (21) years and should not have attained age of seventy-five (75) years.

Conflict of Interest. The candidate should not hold Directorship in any of the competitors companies and should not have any conflict of interest with the Company.

Directorship. The number of companies in which the candidate holds directorship should not exceed the number prescribed under Companies Act, 2013 or under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Independence. The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under Companies Act, 2013 or under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For every appointment of an Independent Director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities, to the extent possible, identified in such description. For the purpose of identifying suitable candidates, the NRC may:

- a. use the services of an external agencies, if required
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates

While appointing a Director to the Board, due consideration will be given to:

- i. approvals of the Board and/or Shareholders of the Company in accordance with the Companies Act, 2013; and
- ii. the Articles of Association of the Company which mandate that so long as Novartis AG, Basel, holds twenty-six percent or more of the paid-up share capital of the Company, it is entitled to designate two Directors (Chairman and Vice-Chairman) and also to withdraw any such nominations made and to designate any others in place of a Director whose nomination is withdrawn or who resigns or otherwise has vacates his/her office.

2. Selection Criteria for Senior Management

Senior Management for the purpose of this policy shall mean employees hired at level of Divisional Heads and Corporate Functional Heads or equivalent positions.

The candidate should have appropriate qualification, skills and experience for discharging the role. The qualification, skills and experience of each such position shall be defined in the job description, which will be maintained by the HR.

3. Remuneration for Directors, Key Managerial Personnel and other Employees

The remuneration of Directors, Key Managerial Personnel and other employees shall be based on following key principles:

Pay for performance. Remuneration of Executive Directors, Key Managerial Personnel and other employees is a balance between fixed pay reflecting Company's Policy and variable pay reflecting short- and long-term performance objectives appropriate to the

working of the Company and its goal. The Remuneration of Non-executive Directors shall be decided by the Board based on the industry benchmarks.

Balanced rewards to create sustainable value. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned with sustainable value creation.

Competitive compensation. Total target compensation and benefits are comparable to peer companies in the healthcare industry and commensurate to the qualifications and experience of the concerned individual.

Business Ethics. Strong governance processes and stringent risk management policies are adhered to safeguard our stakeholders' interest.