



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; Fax: +91 022-50243005

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 Wednesday, February 21, 2024	5.00 P.M. (IST) on Thursday, March 21, 2024

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, and the latest one being General Circular 09/2023 dated September 25, 2023 (“**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	Appointment of Ms. Gira Sardesai (DIN: 02610502) as an Independent Director
2	Continuation of appointment of Mr. Christopher Snook (DIN: 00369790) as Non-Executive and Non-Independent Director

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 Link Time India Private Limited, Registrar and Transfer Agent of the Company (“**Link Intime**”) 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 Saturday, February 17, 2024 (“**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 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 Thursday, March 21, 2024. 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 Saturday, March 23, 2024 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. Thursday, March 21, 2024.

SPECIAL BUSINESS:

1. Appointment of Ms. Gira Sardesai (DIN: 02610502) as an Independent Director of the Company

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, 161, 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, Ms. Gira Sardesai (DIN: 02610502), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 31, 2024, who 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 in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years till March 30, 2029, and that she 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. Continuation of appointment of Mr. Christopher Snook (DIN: 00369790) as Non-Executive and Non-Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘the Act’) read with Regulation 17(1D) 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, consent of the Members be and is hereby accorded for continuation of appointment of Mr. Christopher Snook (DIN: 00369790) as Director (designated as Non-Executive and Non-Independent Director) of the Company for a period of 4 (four) consecutive years with effect from March 31, 2024 till March 30, 2028 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.”

By Order of the Board of Directors

For Novartis India Limited

Nikhil Malpani
Company Secretary & Compliance Officer
Membership No: ACS 20869

Registered Office

Novartis India Limited

Inspire-BKC, 7th Floor,
Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Date: February 17, 2024

Place: Mumbai

NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Act, Secretarial Standard - 2 and SEBI Listing Regulations, wherever applicable, setting out the material facts and reasons, in respect of 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, 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 facility 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 Saturday, February 17, 2024 ("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 <http://www.novartis.in> 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. Saturday, February 17, 2024. 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 requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Thursday, March 21, 2024.
6. Members can vote on the Resolutions only through e-voting. E-voting will commence at 9:00 A.M. (IST) on Wednesday, February 21, 2024 and will end at 5:00 P.M. (IST) on Thursday, March 21, 2024. During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, February 17, 2024, 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 Link Intime for registration of e-mail addresses in terms of the MCA Circulars. Advertisements published in the newspapers on February 18, 2024 is also available on the company's [weblink](#).

Eligible Members are required to provide their e-mail address to Link Intime (rnt.helpdesk@linkintime.co.in) before 5:00 P.M. (IST) on Thursday, March 14, 2024, 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

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 holding securities in demat mode

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 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 holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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. 3. 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. 4. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 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 toll free no.: 022 - 4886 7000 and 022 - 2499 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 22 55 33

B) Login Method for shareholders 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.

4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) 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’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) **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.**
 - d) **Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL**
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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.
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.co.in. 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 and 022 - 2499 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, 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@linkintime.co.in
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@linkintime.co.in 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.

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

Nikhil Malpani
Company Secretary & Compliance Officer
Membership No: ACS 20869

Registered Office

Novartis India Limited

Inspire-BKC, 7th Floor,
Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Date: February 17, 2024

Place: Mumbai

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

Appointment of Ms. Gira Sardesai (DIN: 02610502) as an Independent Director:

The Members may note that the second term of Mr. Jai Hiremath as an Independent Director of the Company shall end on closing hours of March 31, 2024.

Pursuant to Regulation 17(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('hereinafter referred to as the SEBI Listing Regulations'), the Board of Directors of the Company shall comprise of at least six (6) Directors. Pursuant to Regulation 17(1C) read with Regulation 25(2A) of the SEBI Listing Regulations, the appointment of Independent Director is required to be approved by Members by way of special resolution by next general meeting or within a period of three months from the date of appointment, whichever is earlier.

With a view to comply with the above requirement and to have fair representation and optimum combination on the Board, the Board of Directors of the Company, subject to approval of the Members by way of special resolution, after careful consideration of her 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 Ms. Gira Sardesai (DIN: 02610502), as an Additional Director (designated as Non-Executive and Independent) with effect from March 31, 2024 for a term of 5 (five) years up to March 30, 2029, 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 her experience and expertise, she is also appointed as a Member of the reconstituted Audit, Nomination & Remuneration and Risk Management Committees of the Board w.e.f. April 01, 2024.

The Company has received a declaration of independence from Ms. Sardesai. Further, she 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 herself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Ms. Sardesai for the office of Director of the Company, not liable to retire by rotation.

Brief Profile:

Ms. Gira Sardesai, aged about 64 years, is a Chartered Accountant and Certified Public Accountant (CPA). Ms. Sardesai was earlier associated with companies like Pidilite Industries Limited, ICICI Bank, British Petroleum and Johnson & Johnson.

The skills and expertise possessed by Ms. Sardesai are as under:

She is a dynamic and result oriented finance professional with more than 35 years of experience across different

industries and multiple geographies. She holds extensive hands-on experience in management and business leadership, with an established record of success in significantly growing enterprise value.

Ms. Sardesai is proven 'People's leader', holds the skills to effectively manage a large group of people and build highly competent teams to drive result delivery. She also exercises a high degree of discretion, mature judgment, and tact in handling issues of a sensitive nature. Ms. Sardesai also has extensively travelled across the world.

She is currently involved in philanthropic activities.

The NRC had evaluated the balance of skills, knowledge and experience on Board for the said position. Based on the said attributes, the NRC recommended candidature of Ms. Sardesai.

The Board of Directors of the Company are confident that Ms. Sardesai with her more than 35 years of diverse leadership experience in reputed large companies, will add significant value to the Board.

In the opinion of the Board, Ms. Gira Sardesai fulfills the conditions specified in the Act and the rules made thereunder for her appointment as an Independent Director of the Company and she is independent of the management. Copy of the draft letter of appointment of Ms. Sardesai setting out the terms and conditions of her appointment is available for inspection at the Registered Office of the Company during normal business hours on all working days. A copy of draft letter of appointment of Independent Director, setting out the general terms and conditions of appointment is available on the website of the Company at: [https://www.novartis.com/in-en/sites/novartis_in/files/appointment-letters-independent-directors.pdf](https://www.novartis.in/sites/novartis_in/files/appointment-letters-independent-directors.pdf)

Keeping in view her past experience and knowledge, it will be in the interest of the Company that Ms. Gira Sardesai is appointed as an Independent Director of the Company. Therefore, the Board recommends her appointment by way of special resolution as set out in Item No. 1 to the Notice.

The details of Ms. Gira Sardesai as required under Secretarial Standard – 2 and Regulation 36 of the SEBI Listing Regulations, as applicable, are provided in '**Annexure I**' to the Notice.

Save and except Ms. Gira Sardesai and her 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.

Item No. 2

Continuation of appointment of Mr. Christopher Snook (DIN: 00369790) as Non-Executive and Non-Independent Director

The Members may note that pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be.

Further, the continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Mr. Snook was appointed as the Director of the Company w.e.f. August 01, 2008 not liable to retire by rotation and presently he is the Chairman of the Board of the Company.

Therefore, Mr. Christopher Snook (DIN: 00369790) can continue as Director of the Company w.e.f. April 01, 2024 only if Members approve continuation of his appointment as Director of the Company.

Members may note that Mr. Christopher Snook, has played a pivotal role as the Board Member of Company.

Mr. Christopher Snook, aged 70 years, is graduated with a degree in Mechanical Engineering from Southampton University in the U.K. He most recently served as Head of Group Country Management for Novartis International AG. In that role, he was responsible for driving Global Corporate objectives in all Novartis Country organizations and ensuring corporate governance across all Novartis legal entities. He has over 38 years of experience in the pharmaceutical industry. Mr. Snook joined Novartis in the year 2000 and during his long career in Pharma, he served in multiple leadership capacities in various countries including UK, USA, Switzerland, Dubai, Singapore, China and Japan. He also held leadership responsibilities at both regional and global level in various divisions of Novartis. Prior to joining Novartis, he was employed at Roche in various leadership positions.

In year 2019, Mr. Snook obtained his post graduate certificate in Executive Directorship from Singapore Management University. He also holds Board membership in Novartis Pharma (Pakistan) Limited and Novartis (Bangladesh) Limited.

The Board believes that his continuation and guidance on the Board will significantly contribute to Company's growth and long-term value creation.

In view of the above and after careful consideration of his performance over the past years and on recommendation of the Nomination and Remuneration Committee, the Board subject to approval of the Members, approved the continuation of Mr. Christopher Snook as Non-Executive and Non-Independent Director for a period of 4 (four) consecutive years w.e.f. March 31, 2024 and shall not be liable to retire by rotation.

Considering the above, the Board recommends his continuation as Director by way of Ordinary Resolution as set out in Item no 2 of this Notice.

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

Save and except Mr. Christopher Snook 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 and Regulation 36 of the SEBI Listing Regulations, as and when applicable.

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

Nikhil Malpani
Company Secretary & Compliance Officer
Membership No: ACS 20869

Registered Office

Novartis India Limited

Inspire-BKC, 7th Floor,
Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Date: February 17, 2024

Place: Mumbai

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

Name of the Director	Ms. Gira Sardesai	Mr. Christopher Snook
Director Identification Number ('DIN')	02610502	00369790
Designation/ Category of Directorship	Non-Executive and Independent Director	Non-Executive and Non-Independent Director
Age	64	70
Nationality	Indian	British Citizen
Date of first appointment on the Board	To be appointed w.e.f. March 31, 2024 subject to approval of Members	Appointed with effect from August 01, 2008
Qualification	<ul style="list-style-type: none"> • B.Com. • Chartered Accountant • Certified Public Accountant 	Mechanical Engineer
Brief Resume/ Experience (including expertise in specific functional area)	As per the details provided under Explanatory Statement	As per the details provided under Explanatory Statement
Terms and Conditions of Appointment	As per the details provided under the Resolution and Explanatory Statement	As per the details provided under the Resolution and Explanatory Statement
Remuneration last drawn	N.A.	N.A.
Remuneration proposed to be paid	<ul style="list-style-type: none"> • 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 	Nil
Number of equity shares held in the Company or for any other person on a beneficial basis	Nil	Nil

Number of Board Meetings attended during FY 2023-24 (up to February 17, 2024)	N.A.	5
Membership of Committees of Board of the Company	<ul style="list-style-type: none"> • Audit Committee • Risk Management Committee • Nomination and Remuneration Committee (with effect from April 01, 2024)	<ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Nomination and Remuneration Committee
List of Directorships held in other companies including listed entities, if any	<ul style="list-style-type: none"> • ICA Pidilite Private Limited 	-
Chairmanship/ Membership of the Committees of Boards of other companies	-	-
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	Not related to any Director / Key Managerial Personnel
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the details provided under Explanatory Statement	N.A.