

<b>General information about company</b>	
Scrip code	500672
Name of the entity	Novartis India Limited
Date of start of financial year	01-04-2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Not Applicable

## Annexure I

Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

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Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mr	Christopher Snook		00369790	Non-Executive - Non Independent Director	Chairperson		01-08-2008			1	2	0
2	Mr	Ranjit Shahani		00103845	Executive Director	Not Applicable	MD	01-11-2015			1	1	0
3	Mr	Dinesh Charak		06827519	Executive Director	Not Applicable		22-05-2014			1	1	0
4	Mr	Jai Hiremath		00062203	Non-Executive - Independent Director	Not Applicable		22-05-2014		22	2	2	2
5	Mr	Rajendra Mehrotra		00172639	Non-Executive - Independent Director	Not Applicable		22-05-2014		22	2	3	2

<b>Text Block</b>	
Textual Information(1)	On May 22, 2014 Ms Manisha Girotra was appointed as women Directors pursuant to erstwhile Clause 49 of the Listing Agreement [Regulation 17 SEBI (Listing Obligations & Disclosure Reuirements) Regulation 2015] and Section 149 of the Companies Act, 2013 . She ceased to be the Director of the Company we f February 11, 2016. Pursuant to Regulation 25 of the SEBI (Listing Obligations & Disclosure Reuirements) Regulation 2015 and Section 149 of the Companies Act, 2013 the Company needs to appoint woman director by May 11, 2016 to comply with the regulation.
Textual Information(2)	Mr Chistopher Snook is a foreign national and does not have a PAN

Annexure 1					
II. Composition of Committees					
Disclosure of notes on composition of committees explanatory					Textual Information(1)
Is there any change in composition of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Mr Jai Hiremath	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Dr R Mehrotra	Non-Executive - Independent Director	Member	
3	Audit Committee	Mr Christopher Snook	Non-Executive - Non Independent Director	Member	
4	Nomination and remuneration committee	Dr R Mehrotra	Non-Executive - Independent Director	Chairperson	
5	Nomination and remuneration committee	Mr Christopher Snook	Non-Executive - Non Independent Director	Member	
6	Nomination and remuneration committee	Mr Jai Hiremath	Non-Executive - Independent Director	Member	
7	Stakeholders Relationship Committee	Dr R Mehrotra	Non-Executive - Independent Director	Chairperson	
8	Stakeholders Relationship Committee	Mr Christopher Snook	Non-Executive - Non Independent Director	Member	
9	Stakeholders Relationship Committee	Mr Ranjit Shahani	Executive Director	Member	
10	Stakeholders Relationship Committee	Mr Dinesh Charak	Executive Director	Member	
11	Corporate Social Responsibility Committee	Mr Ranjit Shahani	Executive Director	Chairperson	
12	Corporate Social Responsibility Committee	Mr Dinesh Charak	Executive Director	Member	

<b>Text Block</b>	
Textual Information(1)	Ms Manisha Girotra (independent director) was a member of the Corporate Social Responsibility Committee. She ceased to be the director of the Company w.e.f February 11, 2016. Pursuant to Regulation 25 of the SEBI (Listing Obligations & Disclosure Reuirements) Regulation 2015 and Section 149 of the Companies Act, 2013 the Company needs to appoint woman director by May 11, 2016 to comply with the regulation.

<b>Annexure 1</b>			
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<b>III. Meeting of Board of Directors</b>			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	05-11-2015		
2		11-02-2016	97

**Text Block**

Annexure 1						
IV. Meeting of Committees						
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	11-02-2016	Yes	quorum present throughout the meeting	05-11-2015	97
2	Stakeholders Relationship Committee	11-02-2016	Yes	quorum present throughout the meeting	05-11-2015	97
3	Corporate Social Responsibility Committee	04-02-2016	Yes	quorum present throughout the meeting		



**Text Block**

<b>Annexure I</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	<p>On May 22, 2014 Ms Manisha Girotra was appointed as women Directors pursuant to erstwhile Clause 49 of the Listing Agreement [Regulation 17 SEBI (Listing Obligations &amp; Disclosure Reuirements) Regulation 2015] and Section 149 of the Companies Act, 2013 . She ceased to be the Director of the Company w.e.f February 11, 2016. Pursuant to Regulation 25 of the SEBI (Listing Obligations &amp; Disclosure Reuirements) Regulation 2015 and Section 149 of the Companies Act, 2013 the Company needs to appoint woman director by May 11, 2016 to comply with the regulation.</p>

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.novartis.in">www.novartis.in</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.novartis.in/pdf/Investors%20section/Terms___Conditions_for_Appointment_of_Independent_Directors.pdf">http://www.novartis.in/pdf/Investors%20section/Terms___Conditions_for_Appointment_of_Independent_Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.novartis.in/pdf/Board_Committees.pdf">http://www.novartis.in/pdf/Board_Committees.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.novartis.in/pdf/Investors%20section/Code_of_Conduct.pdf">http://www.novartis.in/pdf/Investors%20section/Code_of_Conduct.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.novartis.in/pdf/Investors%20section/Vigil_Mechanism-_Novartis_India.pdf">http://www.novartis.in/pdf/Investors%20section/Vigil_Mechanism-_Novartis_India.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.novartis.in/pdf/Novartis_India_Limited_Annual_Report_-_2014-2015.pdf">http://www.novartis.in/pdf/Novartis_India_Limited_Annual_Report_-_2014-2015.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.novartis.in/pdf/Investors%20section/Policy_for_dealing_with_Related_Party_Transactions.pdf">http://www.novartis.in/pdf/Investors%20section/Policy_for_dealing_with_Related_Party_Transactions.pdf</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.novartis.in/pdf/Familiarization_programme.pdf">http://www.novartis.in/pdf/Familiarization_programme.pdf</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.novartis.in/investor_section.html">http://www.novartis.in/investor_section.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.novartis.in/investor_section.html">http://www.novartis.in/investor_section.html</a>

12	Financial results	Yes		<a href="http://www.novartis.in/financial_results2015.html">http://www.novartis.in/financial_results2015.html</a>
13	Shareholding pattern	Yes		<a href="http://www.novartis.in/shareholding.html">http://www.novartis.in/shareholding.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes			Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	The Company has complied with Regulation 26(2) and 26(5) of the SEBI(Listing Obligations and Disclosure Requirements) Regulation 2015



Annexure II		
III. Affirmations		
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

<b>Signatory Details</b>	
Name of signatory	Girish Tekchandani
Designation of person	Company Secretary
Place	Mumbai
Date	13-04-2016



