

NOVARTIS INDIA LIMITED**Corporate Identification No. (CIN) – L24200MH1947PLC006104****Registered Office:** Inspire - BKC, Part of 601 and 701, Bandra Kurla Complex, Bandra East, Mumbai - 400051**Website:** www.novartis.in; **E mail:** india.investors@novartis.com**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED**

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”) including any statutory modification, clarification, substitution or re-enactment thereof for the time being in force, and other applicable provisions, if any, for seeking consent of the members, to pass the proposed Special Resolutions through Postal Ballot by way of Postal Ballot / E-voting. Pursuant to section 102(1) of the Act, the proposed resolutions and explanatory statement pertaining to the said resolutions, setting out all material facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a ‘Postal Ballot Form’ and self-addressed postage pre-paid Business Reply Envelope.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with the Rule 20 of the Management Rules, Novartis India Limited (the “Company”) is pleased to provide electronic voting (“e-voting”) facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. S.N. Ananthasubramanian, Practicing Company Secretary, failing him Ms. Malati Kumar, Practicing Company Secretary as the Scrutiniser for the Postal Ballot process to be conducted in a fair and transparent manner.

The Special Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last day specified by the Company for receipt of postal ballot forms or e-voting i.e. Wednesday, March 20, 2019.

The Members are requested to consider and, if thought fit, pass the following resolutions, as Special Resolution:

SPECIAL BUSINESS:**1. Approval for re-appointment of Mr. Jai Hiremath (DIN: 00062203) as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification, substitution or re-enactment thereof for the time being in force, and other applicable provisions, if any) Mr. Jai Hiremath (DIN: 00062203) who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years from April 1, 2019 till March 31, 2024 on the Board of the Company.

2. **Approval for re-appointment of Dr. Rajendra Nath Mehrotra (DIN: 00172639) as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification, substitution or re-enactment thereof for the time being in force, and other applicable provisions, if any) Dr. Rajendra Nath Mehrotra (DIN: 00172639) who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of one year from April 1, 2019 till March 31, 2020 on the Board of the Company.

By Order of the Board of Directors
For **NOVARTIS INDIA LIMITED**

Trivikram Guda
Company Secretary &
Compliance Officer
Membership No: A17685

Mumbai, February 4, 2019

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Act in respect of the Special Resolutions is annexed hereto and forms part of this Notice.
2. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, February 8, 2019 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a self-addressed postage-prepaid Business Reply Envelope (BRE).
4. Members can also download the Postal Ballot Form from the link www.evoting.nsdl.com or www.novartis.in; or seek a duplicate Postal Ballot Form from Link Intime India Private Limited, the Registrar and Share Transfer Agent from their office at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083.
5. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting / Postal Ballot and send it to the Scrutiniser at the address as mentioned in the postage-prepaid self-addressed BRE.
6. The Board of Directors on February 4, 2019, has appointed Mr. S N Ananthasubramanian, Practising Company Secretary (FCS 4206 & COP 1774), failing him Ms. Malati Kumar, Practising Company Secretary,(ACS 15508,

COP 10980) as Scrutiniser to receive and scrutinise the Postal Ballot Forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

7. Postal Ballot Form and the self-addressed postage-prepaid BRE are enclosed for use by the Member(s).
8. Members can cast their vote online from Tuesday, February 19, 2019 (9:00 am onwards) till Wednesday, March 20, 2019 (upto 5:00 pm) as the e-voting module shall be disabled for voting by NSDL thereafter. No voting shall be allowed beyond 5:00 pm of March 20, 2019. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions included in this Notice and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage-prepaid BRE, so as to reach the Scrutiniser on or before the close of working hours i.e. 5:00 pm on Wednesday, March 20, 2019. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
9. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutiniser and voting done by Postal Ballot will be treated as invalid.
10. The Scrutiniser, after completion of scrutiny, will submit his report to the Chairman or any Director of the Company, as may be authorized by the Board in this regard, on Friday, March 22, 2019. The result of the Postal Ballot will be announced by the Chairman or any Director, on or before Friday, March 22, 2019 by or before 5:00 pm at the Company's Registered office at Inspire – BKC, Part of 601 and 701, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. In addition to the results being communicated to BSE Limited, the results along with Scrutiniser's report will also be placed on Company's website i.e. www.novartis.in and the website of NSDL i.e. www.nsd.co.in. The results alongwith the Scrutiniser's report shall also be displayed on the notice board at the Company's Registered office at Mumbai. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on Wednesday, March 20, 2019 i.e. being the last date of receiving postal ballot forms and e-voting.
11. All relevant documents are available for inspection of the shareholders at the Company's Registered Office on any working day (except Saturdays, Sundays and National Holidays) between 10.00 am IST to 4.00 pm IST upto Wednesday, March 20, 2019.
12. Please read carefully the steps for "Procedure / Instructions for e-voting" and Casting of Vote by Postal Ballot Form which are enumerated herein.

A) Procedure / Instructions for E-voting:

The instructions for Members for e-voting are as under:

Step 1: Log-in to NSDL e-Voting system:

1. Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsd.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.nsd.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 will be as per details given below:
 - 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 110415 then user ID is 110415001***).
5. Your password details 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 prompt you to change your password.
6. How to retrieve your 'initial password'?
 - a) 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'.
 - b) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
7. 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. 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.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of the Company, i.e. 110415
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.
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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

B) Casting of Vote by Postal Ballot Form

1. Members desiring to cast their vote in Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self-addressed postage-prepaid BRE.
2. The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (√) in the appropriate column.
3. The Member need not use all the votes nor needs to cast all the votes in the same way.
4. Members are requested not to send any other paper / document along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid BRE, If sent, the same paper / document would not be acted upon.

ANNEXURE TO NOTICE

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

In respect of Item No. 1 and 2

Mr. Jai Hiremath (holding DIN: 00062203) and Dr. Rajendra Nath Mehrotra (holding DIN: 00172639) were appointed as Independent Directors on the Company's Board, by Members of the Company at their 66th Annual General Meeting held on July 25, 2014 to hold office for five consecutive years for a term upto March 31, 2019. The said appointment was pursuant to the provisions of Section 149 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

As per Section 149(10) of the Act an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in its Board's Report. Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms.

The Board, based on the performance evaluation of said Independent Directors and on the recommendation of the Nomination and Remuneration Committee and after considering the background, experience and contributions made by them during their tenure and that it would be beneficial for the Company to continue to avail their services as Independent Directors, approved the re-appointment of Mr. Jai Hiremath and Dr. Rajendra Nath Mehrotra as Independent Directors of the Company, not liable to retire by rotation, to hold office for an additional term of five years and one year respectively on the Board of the Company effective from April 1, 2019, subject to the approval of the Members. Accordingly the additional term of Mr. Hiremath is proposed to be upto March 31, 2024 and that of Dr. Mehrotra upto March 31, 2020.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Jai Hiremath and Dr. Rajendra Nath Mehrotra for the office of Independent Directors of the Company.

Members may note that Mr. Hiremath and Dr. Mehrotra have been rated high during performance evaluation by other Board members for their knowledge, skill, active participation, quality of discussion, leadership, and for observing high standards of ethics, integrity, transparency and disclosure.

Mr. Jai Hiremath

Mr. Hiremath being the Chairman of the Audit Committee, possess profound financial and accounting related expertise.

Mr. Hiremath is the Founder and Chairman of Hikal Limited, and has over 36 years of experience in the fine chemicals and pharmaceuticals industry. His contribution to the industry has been recognized on global forums. In 2005, he was awarded Chemtech Business Leader of the Year Award (Chemicals). Mr. Hiremath is the past President of the Indian Chemical Council (ICC), and the former Chairman of the Chemicals Committee of the Federation of Indian Chambers of Commerce and Industry (FICCI). He is an ex-board member of the Drug, Chemical and Associated Technologies Association (DCAT) headquartered in New Jersey, USA.

Mr. Hiremath is a Chartered Accountant from the Institute of Chartered Accountants in England and Wales and he is a 2004 alumnus of Harvard University, USA.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Hiremath as an Independent Director for another term of 5 years, as mentioned above.

Dr. Rajendra Nath Mehrotra

Dr. Mehrotra is the Chairman of the Stakeholder Relationship Committee and is also the Chairman of Nomination & Remuneration Committee of the Board. He possess profound expertise in the field of Human Resources, Industrial & Labour matters and General Management.

Dr. Mehrotra has industrial, academic and international civil service experience of over four decades. He has worked with reputed public companies in India and handled the Manufacturing and Human Resources functions. He was also Professor and Head of Production Management and Dean of the Post Graduate Programme in Industrial Engineering of National Institute of Industrial Engineering (NITIE), Mumbai with Ministry of Education, Government of India. He was Former Senior Employers' Specialist for South Asian Region with United Nations International Labour Organization (ILO). He is very well conversant with Industrial Relations / Human Resource issues and regularly writes articles on them.

Dr. Mehrotra holds an Honours Degrees in Electrical and Mechanical Engineering and Masters in Management Studies (MMS) and a Ph.D Degree from University of Mumbai. He had advance training in Industrial Engineering & Quality Management in Japan & in General Management at the Hass School of Business, University of California, Berkeley, USA.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Mehrotra as an Independent Director for another term of 1 year, as mentioned above.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Further, Regulation 17(1A) of Listing Regulations (effective April 1, 2019) states that a Non-Executive Director who has attained the age of seventy-five years must be appointed by passing of a special resolution after obtaining members approval along with a justification for such appointment. Considering the same, justification regarding re-appointment of Mr. Hiremath and Dr. Mehrotra for additional term is stated above and consequently the approval of the Members of the Company is hereby sought.

Mr. Jai Hiremath and Dr. Rajendra Nath Mehrotra are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Jai Hiremath and Dr. Rajendra Nath Mehrotra that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Jai Hiremath and Dr. Rajendra Nath Mehrotra fulfill the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Jai Hiremath and Dr. Rajendra Nath Mehrotra are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 1 and 2, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copies of draft letters of appointment of Mr. Jai Hiremath and Dr. Rajendra Nath Mehrotra setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. Jai Hiremath and Dr. Rajendra Nath Mehrotra are interested in the resolutions set out respectively at Item Nos. 1 and 2 of the Notice with regard to their respective re-appointments.

The relatives of Mr. Jai Hiremath and Dr. Rajendra Nath Mehrotra may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the special resolutions set out at Items Nos. 1 and 2 of the Notice.

The Board recommends the special resolutions set out at Item Nos. 1 and 2 of the Notice for approval by the Members.

By Order of the Board of Directors
For **NOVARTIS INDIA LIMITED**

Trivikram Guda
Company Secretary &
Compliance Officer
Membership No: A17685

Mumbai, February 4, 2019

ANNEXURE TO ITEMS 1 AND 2 OF THE NOTICE

Details of Directors seeking re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

Name of the Director	Jai Hiremath	Dr. Rajendra Nath Mehrotra
Director Identification Number	00062203	00172639
Date of Birth	29.04.1948	26.01.1945
Age	70 years	74 years
Nationality	Indian	Indian
Qualifications	Mr. Hiremath is a Chartered Accountant from England & Wales	Dr. Mehrotra holds an Honours Degree in Electrical and Mechanical Engineering and Master in Management Studies and holds a Ph.D. Degree from University of Mumbai
Experience (including expertise in specific functional area) /Brief Resume	Details are mentioned in the explanatory statement above	
Terms and Conditions of Appointment / Re-appointment including details of remuneration sought to be paid	As per the resolution at Item No. 1 of the Postal Ballot Notice dated February 4, 2019 read with explanatory statement thereto	As per the resolution at Item No. 2 of the Postal Ballot Notice dated February 4, 2019 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Commission of Rs.10,00,000/- per annum for the F.Y. 2017-18	Commission of Rs.10,00,000/- per annum for the F.Y. 2017-18
Date of first appointment in the Company (Under Companies Act 2013)	May 22, 2014	May 22, 2014
Number of equity shares held in the Company	Nil	220 shares
Number of meetings attended during the year (Upto November 2018)	All three Board and Committee meetings attended	All three Board and Committee meetings attended
List of Directorships held in other companies	<ol style="list-style-type: none"> 1. Ekadant Investment Pvt. Ltd. 2. Shri Badrinath Investment Pvt. Ltd. 3. Shri Rameshwara Investment Pvt. Ltd. 4. Iris Investment Pvt. Ltd. 5. Decent Electronics Pvt. Ltd. 6. Karad Engineering Consultancy Pvt. Ltd. 7. Rushabh Capital Services Pvt. Ltd. 8. Hikal Ltd 9. Acoris Research Ltd. 10. Zirad Art and Heritage Foundation 	None
Chairman / Member of the Committees of the Boards of other companies in which he is Director	<ol style="list-style-type: none"> 1. Chairman – Audit Committee (Novartis India Limited) 2. Member – Nomination and Remuneration Committee (Novartis India Limited) 3. Chairman – Corporate Social Responsibility Committee (Hikal Limited) 4. Chairman – Risk Management (Hikal Limited) 5. Member – Share Transfer Committee (Hikal Limited) 	<ol style="list-style-type: none"> 1. Chairman – Nomination and Remuneration Committee (Novartis India Limited) 2. Chairman – Stakeholder Relationship Committee (Novartis India Limited) 3. Member – Audit Committee (Novartis India Limited)
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel



NOVARTIS

NOVARTIS INDIA LIMITED

Corporate Identification No. (CIN) – L24200MH1947PLC006104

Registered Office: Inspire – BKC, Part of 601 and 701, Bandra Kurla Complex, Bandra East, Mumbai – 400 051

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

POSTAL BALLOT FORM

Sr.No.:

1. Name and Registered address of the Sole/first named Shareholder :

2. Name(s) of Joint holder(s) if any (in block letters) :

3. Registered Folio No./DP ID No./ Client ID No.* (*Applicable to members holding Shares in dematerialized form) :

4. Number of Shares held :

I / we hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing tick (v) mark in the appropriate box below:

SR. NO.	DESCRIPTION	NO. OF SHARES	I/WE ASSENT TO THE RESOLUTION (FOR)	I/WE DISSENT TO THE RESOLUTION (AGAINST)
1.	Re-appointment of Mr. Jai Hiremath (holding DIN: 00062203) as an Independent Director, not liable to retire by rotation for an additional term of five years from April 1, 2019 upto March 31, 2024.			
2.	Re-appointment of Dr. Rajendra Nath Mehrotra (holding DIN: 00172639) as an Independent Director, not liable to retire by rotation for an additional term of one year from April 1, 2019 upto March 31, 2020.			

Place:

Date:

Signature(s) of Shareholder(s)

E-VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password/PIN
110415		

Last date for receipt of Postal Ballot Form: **Wednesday, March 20, 2019**

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF

GENERAL INSTRUCTIONS TO SHAREHOLDERS FOR VOTING

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The self-addressed postage pre-paid envelope bears the name and postal address of the Scrutiniser appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutiniser's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutiniser on or before March 20, 2019 upto 5.00 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on **Friday, February 8, 2019**.
10. The result of the Postal Ballot will be declared on or before March 22, 2019 at the registered office of the Company and the same will be placed on the website of the Company and BSE Limited i.e. www.novartis.in and www.bseindia.com. The declaration of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Rules.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutiniser.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutiniser not later than the date specified under instruction No. 7 above.
14. The Company is also offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.