



**NOVARTISINDIALIMITED**

**Corporate Identification No. (CIN) – L24200MH1947PLC006104**

**Registered & Corporate 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 of Postal Ballot to the Shareholders**

(Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and 108 of the Companies Act, 2013 ("Act") including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions, if any, of the Act and Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), the Special Resolution as set out in this Notice for re-appointment of **Ms. Sandra Martyres (DIN: 00798406)** as an Independent Director for a term of five consecutive years with effect from April 19, 2021 is proposed for consideration by Members of Novartis India Limited ("the Company") for passing by means of Postal Ballot through voting by electronic means only ("remote e-voting"). Members are requested to read the instructions in the Notes under the section "Voting through Electronic Means". The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If Member's e-mail address is not registered with the Company/Depositories, then please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company vide Resolution dated February 11, 2021 has appointed Mr. S. N. Ananthasubramanian (FCS-4206 & CP No 1774) and failing him Ms. Ashwini Vartak (ACS-29463 & CP No 16723) of M/s. S. N. Ananthasubramanian & Co., Practicing Company Secretaries, Thane as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences on Tuesday, February 23, 2021 at 9.00 am IST and will end on Wednesday, March 24, 2021, at 5.00 p.m. IST when remote e-voting will be blocked and voting shall not be allowed beyond said time. Based on the Scrutinizer's Report, the Result of remote

e-voting will be declared on or before Thursday, March 25, 2021.

The declared Result, along with the Scrutinizer's Report, would be displayed at the Registered Office of the Company and will also be forwarded to the BSE Limited, where the Company's shares are listed. Link Intime India Private, Registrar and Transfer Agent of the Company and a service provider of E-voting platform ("LIPL e-voting platform") engaged by the Company for facilitating e-voting, will also display the results on its website <https://instavote.linkintime.co.in>

**Special Business:**

**Item No. 1: Approval for re-appointment of Ms. Sandra Martyres (DIN: 00798406) as an Independent Director**

To consider and, if thought fit, to pass 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, and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors Ms. Sandra Martyres (DIN: 00798406) who was appointed as an Independent Director and who holds office of Independent Director till April 18, 2021 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 her 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 to hold office for a term of 5 years up to April 18, 2026 on the Board of the Company.

By Order of the Board of Directors

TRIVIKRAM GUDA  
Company Secretary & Compliance Officer  
Membership No. ACS 17685

**Registered Office**

Inspire - BKC, Part of 601 and 701  
Bandra Kurla Complex  
Bandra East, Mumbai 400 051

February 11, 2021

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the Resolution in the accompanying Notice, is annexed hereto.
2. In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by Link Intime India Private Limited. The instructions for electronic voting are annexed to this Notice.
3. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Wednesday, February 17, 2021 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting.
4. The remote e-voting period commences on Tuesday, February 23, 2021 at 9.00 am IST and will end on Wednesday, March 24, 2021, at 5.00 p.m. IST when remote e-voting will be blocked and voting shall not be allowed beyond said time.
5. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, i.e. Wednesday, February 17, 2021, may cast their vote electronically. Once a Member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.
6. Mr. S. N. Ananthasubramanian (FCS-4206 & CP No 1774) and failing him Ms. Ashwini Vartak (ACS-29463 & CP No 16723) of M/s. S. N. Ananthasubramanian & Co., Practicing Company Secretaries, Thane, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.
7. In conformity with the applicable regulatory requirements, the Postal Ballot 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 Register of Beneficial Owners maintained by the Depositories, on Wednesday, February 17, 2021 and who have registered their e-mail addresses with the Company or with the Depositories.
8. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
  - i) Members holding shares in physical form and whose email addresses are not registered with the Company, may register their email address by sending scanned copy of a signed request letter mentioning name, folio number and complete address, self-attested scanned copy of the PAN Card; and self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member as registered with the Company, by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
  - ii) Members holding shares in demat form can update their email address with their Depository Participant.
9. Members may note that this Postal Ballot Notice will also be available on the Company’s website at [www.novartis.in](http://www.novartis.in) website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>
10. The relevant documents would be available for inspection of the shareholders on the website of the Company.

11. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Wednesday, March 24, 2021.

Please read carefully the steps for “Procedure / Instructions for remote e-voting” which are enumerated herein.

#### **A) Procedure / Instructions for E-voting:**

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LIPL sae-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

- Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:** Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Event No (210044) + Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

- Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**If you have forgotten the password:**

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
  - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

### **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 Scrutiniser by e-mail to [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) with a copy marked to [bharat.rajpurohit@linkintime.co.in](mailto:bharat.rajpurohit@linkintime.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 <https://instavote.linkintime.co.in>, to reset the password.
3. In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

### **Statement pursuant to section 102(1) of the Companies Act, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

#### **Appointment of Ms. Sandra Martyres as an Independent Director:**

Members may note that the term of Ms. Sandra Martyres, as an Independent Director of the Company will come to an end on April 18, 2021. Ms. Martyres was appointed by the shareholders at their Annual General Meeting held on July 29, 2016 for a period of 5 years effective from April 19, 2016. 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 Ms. Martyres and on the recommendation of the Nomination and Remuneration Committee and after considering the background, experience and contributions made by Ms. Martyres during her tenure and that it would be beneficial for the Company to continue to avail her services as Independent Director, approved the re-appointment of Ms. Sandra Martyres, as Independent Director of the Company, not liable to retire by rotation, to hold office for an additional term of five years, upto April 18, 2026..

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Martyres for the office of Independent Directors of the Company.

Members may note that Ms. Sandra Martyres has 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.

Brief profile of Ms. Sandra Martyres is as under:

Ms. Sandra Martyres holds a Master's Degree in Economics from Bombay University; a Diploma in Business Administration; CAIIB & a double certification in Commercial French from Alliance Francaise de Paris and the Chambre de Commerce et Industrie de Paris.

She has a banking career spanning over 35 years. She started with Indian Bank where she worked in various capacities covering retail banking, trade finance, Foreign Exchange dealing. Thereafter she joined Societe Generale from where she retired as Deputy CEO SG -India. She received trainings in the Bank's offices in London, Paris, Singapore, Hong Kong and an Investment Banking Training at Kellogg's in Chicago. During her tenure with Societe Generale she was actively involved in the bank's foray into CSR, Financial Inclusion etc. She also headed the Indian Chapter of SG Feminin – SG a global initiative of the Societe Generale group to promote diversity in the workplace.

She held the position of Director on the Boards of ALD Automotive India Private Ltd. & SG Wealth Management Services P. Ltd (subsidiaries of the Societe Generale group) and as Trustee Director on the SBI Mutual Fund Trustee Board from 2008-2014 She is currently the Chairperson & Independent Director of the Board of Bank One Mauritius, where she is also a member of the Bank's Risk Management, Audit, Credit, Corporate Governance and Strategy Committees. She is also an Independent Director of Novartis India Ltd and HNI India Office Ltd and an Independent Trustee Director of Franklin Templeton India Trustees P Ltd.

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

Ms. Martyres is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has also received declaration from Ms. Sandra Martyres that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under the Listing Regulations. Ms. Martyres is empanelled as an Independent Director with the Indian Institute of Corporate Affairs vide Registration No. IDDB-DI-202002-008980 and is exempted from the proficiency test conducted by the said Institute.

In the opinion of the Board, Ms. Martyres fulfill the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations. Ms. Martyres is independent of the management.

Details of Director whose re-appointment as Independent Director is proposed at Item Nos. 1 is 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.

A copy of draft letter of appointment as an Independent Director, setting out the terms and conditions of appointment is available on the website of the Company i.e. [www.novartis.in](http://www.novartis.in).

Ms. Sandra Martyres and her relatives are interested in the resolution set out in the Notice with regard to her re-appointment.

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 Resolution.

The Board recommends the Special Resolution set out in the Notice for approval by the Members.

By Order of the Board of Directors

TRIVIKRAM GUDA  
Company Secretary & Compliance Officer  
Membership No. ACS 17685

**Registered Office**

Inspire - BKC, Part of 601 and 701  
Bandra Kurla Complex  
Bandra East, Mumbai 400 051

February 11, 2021



**Annexure to the Notice**

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

<b>Name of the Director</b>	Sandra Martyres
<b>Director identification Number</b>	00798406
<b>Date of Birth</b>	05/10/1952
<b>Age</b>	68 years
<b>Nationality</b>	Indian
<b>Qualifications</b>	Ms. Sandra Martyres holds a Master's Degree in Economics from Bombay University; a Diploma in Business Administration; CAIIB & a double certification in Commercial French from Alliance Francaise de Paris and the Chambre de Commerce et Industrie de Paris.
<b>Experience (including expertise in specific functional area) /Brief Resume</b>	Details are mentioned in the explanatory statement above
<b>Terms and Conditions of Appointment / Re-appointment including details of remuneration sought to be paid</b>	Details are mentioned on the website of the Company <a href="http://www.novartis.in">www.novartis.in</a>
<b>Remuneration last drawn (including sitting fees, if any)</b>	Commission of Rs.10,00,000/- per annum for the F.Y. 2019-20 and sitting fees of Rs. 3, 50,000 for the F.Y. 2019-20
<b>Date of first appointment in the Company (Under Companies Act 2013)</b>	April 19, 2016
<b>Number of equity shares held in the Company</b>	None
<b>Number of meetings attended during the year (Upto December 31, 2020)</b>	All the three Board meetings, three Audit Committee, two Corporate Social Responsibility Committee and one Nomination and Remuneration Committee meeting
<b>List of Directorships held in other companies</b>	<ul style="list-style-type: none"> <li>- HNI Office India Limited</li> <li>- Daystar travels Private Limited</li> <li>- Franklin Templeton Trustee Services Private Limited</li> <li>- SG Wealth Management Solutions Private Limited</li> <li>- Bank One Mauritius</li> </ul>
<b>Chairman / Member of the Committees of the Boards of other companies in which he is Director</b>	<p><u>Member - Audit Committee</u></p> <ul style="list-style-type: none"> <li>- Novartis India Limited</li> <li>- HNI Office India Limited</li> <li>- Franklin Templeton Trustee Services Private Limited</li> </ul> <p><u>Member – Corporate Social Responsibility Committee –</u> Novartis India Limited</p> <p><u>Chairperson - Nomination and Remuneration Committee –</u> Novartis India Limited</p>
<b>Relationship with other Directors / Key Managerial Personnel</b>	Not related to any Director / Key Managerial Personnel