

**NOVARTIS INDIA LTD**  
(CIN : L24200MH1947PLC006104)  
**Clause 35A of the Listing Agreement (Details of Voting)**

Date of the AGM/EGM:	July 23, 2015
Total number of shareholders on record date:	43260
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	4 230
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	No Video Conference

**(Agenda-wise)**

**In case of Poll/Postal ballot/E-voting:**

The Mode of voting for all resolutions was E-voting and Poll conducted at AGM.

**Resolution 1:**

Receive, consider and adopt the Audited Profit and Loss Account, Balance Sheet, Directors' Report and Auditor's Report for the year ended March 31, 2015 (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	23970597	23970597	100.000000	23970597	0	100.000000	0.000000
Public – Institutional holders	549740	159475	29.009168	159475	0	100.000000	0.000000
Public-Others	7440460	483457	6.497676	483439	18	99.996277	0.003723
<b>Total</b>	<b>31960797</b>	<b>24613529</b>	<b>77.011625</b>	<b>24613511</b>	<b>18</b>	<b>99.999927</b>	<b>0.000073</b>

**Resolution 2:**

Declaration of Dividend on Equity Shares for the year ended March 31, 2015 (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	23970597	23970597	100.000000	23970597	0	100.000000	0.000000
Public – Institutional holders	549740	159475	29.009168	159475	0	100.000000	0.000000
Public-Others	7440460	483097	6.492838	483079	18	99.996274	0.003726
<b>Total</b>	<b>31960797</b>	<b>24613169</b>	<b>77.010498</b>	<b>24613151</b>	<b>18</b>	<b>99.999927</b>	<b>0.000073</b>

**Resolution 3:**

Re-appointment of Mr Dinesh Charak (holding DIN 06827519) Directors retiring by rotation (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	23970597	23970597	100.000000	23970597	0	100.000000	0.000000
Public – Institutional holders	549740	159475	29.009168	159475	0	100.000000	0.000000
Public-Others	7440460	482847	6.489478	481266	1581	99.672567	0.327433
<b>Total</b>	<b>31960797</b>	<b>24612919</b>	<b>77.009716</b>	<b>24611338</b>	<b>1581</b>	<b>99.993577</b>	<b>0.006423</b>



**Resolution 4:**

Re-appointment of M/s Lovelock &amp; Lewes as Statutory Auditors of the Company (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	23970597	23970597	100.000000	23970597	0	100.000000	0.000000
Public – Institutional holders	549740	159475	29.009168	159475	0	100.000000	0.000000
Public-Others	7440460	482997	6.491494	482585	412	99.914699	0.085301
<b>Total</b>	<b>31960797</b>	<b>24613069</b>	<b>77.010185</b>	<b>24612657</b>	<b>412</b>	<b>99.998326</b>	<b>0.001674</b>

**Resolution 5:**

Re-appointment and approval of terms of appointment of Mr Ranjit Shahani (holding DIN 00103845) as Vice Chairman &amp; Managing Director of the Company (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	23970597	23970597	100.000000	23970597	0	100.000000	0.000000
Public – Institutional holders	549740	159475	29.009168	159475	0	100.000000	0.000000
Public-Others	7440460	480866	6.462853	479295	1571	99.673298	0.326702
<b>Total</b>	<b>31960797</b>	<b>24610938</b>	<b>77.003518</b>	<b>24609367</b>	<b>1571</b>	<b>99.993617</b>	<b>0.006383</b>

**Resolution 6:**

Approval of remuneration payable to M/s N.I. Mehta, Cost Auditors of the Company (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	23970597	23970597	100.000000	23970597	0	100.000000	0.000000
Public – Institutional holders	549740	159475	29.009168	159475	0	100.000000	0.000000
Public-Others	7440460	482897	6.490150	482559	338	99.930006	0.069994
<b>Total</b>	<b>31960797</b>	<b>24612969</b>	<b>77.009872</b>	<b>24612631</b>	<b>338</b>	<b>99.998627</b>	<b>0.001373</b>

**Resolution 7:**

Approval of Related Party Transactions with Novartis Pharma AG, Basel, Switzerland (Special Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	23970597	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	549740	159475	29.009168	159475	0	100.000000	0.000000
Public-Others	7440460	483097	6.492838	481658	1439	99.702130	0.297870
<b>Total</b>	<b>31960797</b>	<b>642572</b>	<b>2.010501</b>	<b>641133</b>	<b>1439</b>	<b>99.776056</b>	<b>0.223944</b>





## **AMIT K. TRIVEDI & ASSOCIATES**

**Company Secretaries & IP Attorneys**

### **FORM No. MGT-13 Report of Scrutinizer(s)**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
Novartis India Limited

Annual General Meeting of the Equity Shareholders of held on 23rd July, 2015 at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018 at 11.30 a.m.

Dear Sir,

I, Amit K. Trivedi, have been appointed as Scrutinizer of M/s Novartis India Limited ("the Company") for the purpose of scrutinizing the physical poll paper and e-voting processing fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of Novartis India Limited, held on 23<sup>rd</sup> July, 2015 at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018, we submit our combined report as under:

1. The e-voting period remained open from July 20, 2015 (9.00 am) to July 22, 2015 (5.00 pm).
2. The Shareholders holding shares as on the "cut off" date i.e. July 16, 2015 were entitled to vote on the proposed resolutions.
3. The votes were unblocked on July 23, 2015, at 2.00 p.m.
4. Thereafter, the details containing, inter-alia, list of equity share holders, who voted "For" and "Against", were downloaded from the e-voting website on National Securities Depositories Limited (<http://www.evoting.nsdl.com>).
5. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by us.
6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. The combined results of voting are as under:



I. Passed as Ordinary Resolutions

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2015 and the Balance Sheet as on that date together with the Reports of the Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
122	24613511	99.999927

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	18	0.000073

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of Not Voted Cases
0	0

2. To declare dividend for the year ended March 31, 2015.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
123	24613151	99.999927

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	18	0.000073





(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of Not Voted Cases
2	1

3. To appoint Mr Dinesh Charak (holding DIN 06827519) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
114	24611338	99.993577

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	1581	0.006423

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of Not Voted Cases
2	4

4. To re-appointment of M/s Lovelock and Lewes, Chartered Accountants as Auditors of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
116	24612657	99.998326

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	412	0.001674



(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of Not Voted Cases
2	2

5. To re-appointment of Mr Ranjit Shahani (holding DIN 00103845) as Vice Chairman & Managing Director of the Company for a period of 5 years commencing from November 1, 2015.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
112	24609367	99.993617

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	1571	0.006383

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of Not Voted Cases
2	6

6. To ratify the Appointment of M/s N. I. Mehta and Co., Cost Accountants (Firm Registration No. 000023) as Cost Auditor of the Company and to approve their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
118	24612631	99.998627





(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	338	0.001373

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of Not Voted Cases
2	3

II. Passed as a Special Resolution

7. To approve the related party transactions under Section 188 of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
114	641133	99.776056

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	1439	0.223944

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of Not Voted Cases
2	5



9. The register, all other papers and the relevant records relating electronic voting and poll paper shall remain in our safe custody until the chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are handed over the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Date: July 24, 2015  
Place: Mumbai

For Amit K. Trivedi & Associates

A handwritten signature in blue ink that reads "Amit Trivedi".

**Amit K. Trivedi**  
Membership No. 19738  
COP No. 7059

