

<b>General information about company</b>	
Scrip code	500672
NSE Symbol	
MSEI Symbol	
ISIN	INE234A01025
Name of the entity	Novartis India Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**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      Textual Information(1)

Whether the listed entity has a Regular Chairperson					Yes																	
Whether Chairperson is related to MD or CEO					No	Disqualification of Directors under section 164 of the Companies Act, 2013																
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
'ZZ9999Z	00369790	Non-Executive - Non Independent Director	Chairperson		02-11-1953	No				Active	NA		01-08-2008				1	0	2	1	Textual Information(2)	
APH2002F	00062203	Non-Executive - Independent Director	Not Applicable		29-04-1948	No				Active	Yes	20-03-2019	01-04-2014	01-04-2019		108	2	1	1	0		
UPM6410A	00798406	Non-Executive - Independent Director	Not Applicable		05-10-1952	No				Active	NA	24-03-2021	19-04-2016	19-04-2021		83.13	1	1	1	1		
EPP2425Q	00008187	Non-Executive - Independent Director	Not Applicable		28-02-1960	No				Active	NA		22-06-2020			33.1	1	1	2	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
M5665P	01481811	Executive Director	Not Applicable	MD	30-08-1966	No				Active	NA		15-06-2019				1	0	1	0		
J0209Q	09775615	Executive Director	Not Applicable		09-07-1969	No				Active	NA		22-11-2022				1	0	1	0		

<b>Text Block</b>	
Textual Information(1)	1. Please note that in pursuant to new FAQs released by BSE on April 10, 2023, initial date of appointment of Mr. Jai Vishwanath Hiremath's, Independent Director of the Company, is stated post his appointment under the Companies Act, 2013 i.e. April 01, 2014. Accordingly, his term is calculated from the initial date of appointment.
Textual Information(2)	Mr. Christopher Snook is a Foreign National hence he does not have a PAN.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00798406	Sandra Martyres	Non-Executive - Independent Director	Chairperson	19-04-2016		
2	00062203	Jai Vishwanath Hiremath	Non-Executive - Independent Director	Member	22-05-2014		
3	00369790	Christopher Snook	Non-Executive - Non Independent Director	Member	22-05-2014		
4	00008187	Sanker Parameswaran	Non-Executive - Independent Director	Member	22-06-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00798406	Sandra Martyres	Non-Executive - Independent Director	Chairperson	20-06-2020		
2	00369790	Christopher Snook	Non-Executive - Non Independent Director	Member	22-05-2014		
3	00062203	Jai Vishwanath Hiremath	Non-Executive - Independent Director	Member	22-05-2014		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00369790	Christopher Snook	Non-Executive - Non Independent Director	Chairperson	22-05-2014		
2	01481811	Sanjay P. Murdeshwar	Executive Director	Member	15-06-2019		
3	00008187	Sanker Parameswaran	Non-Executive - Independent Director	Member	22-06-2020		
4	09775615	Shilpa Shashank Joshi	Executive Director	Member	22-11-2022		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00008187	Sanker Parameswaran	Non-Executive - Independent Director	Chairperson	17-06-2021		
2	00062203	Jai Vishwanath Hiremath	Non-Executive - Independent Director	Member	20-08-2020		
3	09775615	Shilpa Shashank Joshi	Executive Director	Member	19-05-2022		



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01481811	Sanjay P Murdeshwar	Executive Director	Chairperson	15-06-2019		
2	00798406	Sandra Martyres	Non-Executive - Independent Director	Member	19-04-2016		
3	09775615	Shilpa Shashank Joshi	Executive Director	Member	22-11-2022		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	09-11-2022				Yes	6	5	2
2		08-02-2023	90		Yes	6	5	2

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	09-11-2022				Yes	4	3	2	0
2	Audit Committee	08-02-2023	90			Yes	4	3	2	0
3	Nomination and remuneration committee	09-11-2022				Yes	3	2	1	0
4	Stakeholders Relationship Committee	09-11-2022				Yes	4	4	1	0
5	Stakeholders Relationship Committee	08-02-2023	90			Yes	4	4	1	0
6	Risk Management Committee	09-11-2022				Yes	3	2	1	1

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	08-02-2023	90			Yes	3	2	1	0
8	Corporate Social Responsibility Committee	09-11-2022				Yes	3	3	1	0

**Annexure 1**

**V. Related Party Transactions**

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	
Disclosure of notes of material transaction with related party			Textual Information(1)

**Text Block**

Textual Information(1)

Material Transactions with Related Party for the quarter ended March 31, 2023 (Unaudited):

RPT name	Type of transaction	Amount (In Rs. million)
Novartis Pharma AG, Basel, Switzerland	Purchases of Stock-in-Trade	323.8

**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 1000 listed entities)	Yes
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.	Yes



**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Nikhil Malpani
2	Designation	Company Secretary and Compliance Officer

**Text Block**

## 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="https://www.novartis.com/in-en/about/novartis-india">https://www.novartis.com/in-en/about/novartis-india</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.novartis.com/in-en/sites/novartis_in/files/appointment-letters-independent-directors.pdf">https://www.novartis.com/in-en/sites/novartis_in/files/appointment-letters-independent-directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.novartis.com/sites/novartis_in/files/Board_Committees_21112022.pdf">https://www.novartis.com/sites/novartis_in/files/Board_Committees_21112022.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.novartis.com/in-en/sites/novartis_in/files/2022-02/Code%20of%20Ethics.pdf">https://www.novartis.com/in-en/sites/novartis_in/files/2022-02/Code%20of%20Ethics.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.novartis.com/sites/novartis_in/files/Vigil%20Mechanism%20%26%20Whistle%20Blower%20Policy_.pdf">https://www.novartis.com/sites/novartis_in/files/Vigil%20Mechanism%20%26%20Whistle%20Blower%20Policy_.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.novartis.com/sites/novartis_in/files/Nomination%20and%20Remuneration%20Policy_0.pdf">https://www.novartis.com/sites/novartis_in/files/Nomination%20and%20Remuneration%20Policy_0.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.novartis.com/in-en/sites/novartis_in/files/Policy%20for%20dealing%20with%20Related%20Party%20Transactions.pdf">https://www.novartis.com/in-en/sites/novartis_in/files/Policy%20for%20dealing%20with%20Related%20Party%20Transactions.pdf</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.novartis.com/sites/novartis_in/files/Familiarization%20Program%20for%20independent%20Directors.pdf">https://www.novartis.com/sites/novartis_in/files/Familiarization%20Program%20for%20independent%20Directors.pdf</a>

## 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
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.novartis.com/in-en/investors/novartis-india-investors-contact">https://www.novartis.com/in-en/investors/novartis-india-investors-contact</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.novartis.com/in-en/investors/novartis-india-investors-contact">https://www.novartis.com/in-en/investors/novartis-india-investors-contact</a>
12	Financial results	Yes		<a href="https://www.novartis.com/in-en/investors/novartis-india-financial-results#quarterly-results-7681">https://www.novartis.com/in-en/investors/novartis-india-financial-results#quarterly-results-7681</a>
13	Shareholding pattern	Yes		<a href="https://www.novartis.com/in-en/investors/novartis-india-stock-exchange-disclosures">https://www.novartis.com/in-en/investors/novartis-india-stock-exchange-disclosures</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.novartis.com/in-en/investors/novartis-india-stock-exchange-disclosures">https://www.novartis.com/in-en/investors/novartis-india-stock-exchange-disclosures</a>
18	Credit rating or revision in	NA		

	credit rating obtained			
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.novartis.com/in-en/">https://www.novartis.com/in-en/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.novartis.com/sites/novartis_in/files/Policy-for-Determination-of-Materiality-of-any-Event-or-Information-2020.pdf">https://www.novartis.com/sites/novartis_in/files/Policy-for-Determination-of-Materiality-of-any-Event-or-Information-2020.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.novartis.com/sites/novartis_in/files/Dividend%20Distribution%20policy.pdf">https://www.novartis.com/sites/novartis_in/files/Dividend%20Distribution%20policy.pdf</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.novartis.com/in-en/">https://www.novartis.com/in-en/</a>

**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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**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.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**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.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided			Textual Information(1)	

**Text Block**

Textual Information(1)

1. For point no. 28 "Disclsoure of related party transactions on consolidated basis": The Company files related party transactions on standalone basis only and not on consolidated basis as the Company does not have any subsidiary.
2. For point no. 31"Annual Secretarial Compliance Report": The draft Annual Secretarial Compliance Report for the FY 2022-23 will be first placed before the Board of Directors and then filed within 60 days from the end of the financial year (March 31, 2023).

**Annexure II**

1	Name of signatory	Nikhil Malpani
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Nikhil Malpani
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

**Text Block**

Textual Information(1)

Novartis India Limited has not given any loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) directly or indirectly to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them is in the economic interest of the Company. Therefore, this half yearly disclosure is not applicable.

<b>Signatory Details</b>	
Name of signatory	Nikhil Malpani
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	20-04-2023



