

## Notice

NOTICE is hereby given that the 64<sup>th</sup> Annual General Meeting of NOVARTIS INDIA LIMITED will be held at Hall of Culture, Nehru Centre, Worli, Mumbai 400 018 on Wednesday, July 25, 2012 at 11.30 a.m. to transact the following business:

### **Ordinary Business**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2012 and the Balance Sheet as on that date together with the Reports of Directors and the Auditors thereon.
2. To declare dividend for the year ended March 31, 2012.
3. To re-appoint M/s Lovelock & Lewes, Chartered Accountants, as Auditors of the Company, from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Audit Committee of the Board of Directors to fix the remuneration of the said Auditors.
4. To appoint Dr R. Mehrotra as Director, who retires by rotation and being eligible, offers himself for re-appointment.

### **Special Business**

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

“RESOLVED THAT pursuant to Section 309(4) and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”), the Board of Directors is hereby authorised to pay remuneration by way of commission to Non-Executive Directors not exceeding 1% of the net profits of the Company computed in the manner referred to in Section 198(1) of the Act, for a further period of five financial years commencing from April 1, 2012, per financial year of the Company or proportionate to the period for which the Director holds office in that year.”

By Order of the Board of Directors

GIRISH TEKCHANDANI  
Company Secretary

### **Registered Office:**

Sandoz House, Shivsagar Estate  
Dr Annie Besant Road, Worli  
Mumbai 400 018

May 24, 2012

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“the Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER.
2. THE INSTRUMENT APPOINTING PROXY/PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE(S) TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY A DULY CERTIFIED BOARD RESOLUTION AUTHORIZING THEIR SAID REPRESENTATIVE(S) TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.

3. The Register of Members and Share Transfer Books will remain closed on all days from Friday, July 20, 2012 to Wednesday, July 25, 2012 both days inclusive.
4. Payment of dividend for the year ended March 31, 2012 as recommended by the Board, if approved at the Meeting, will be made payable on or after July 30, 2012 in respect of shares held in physical form to those members whose names appear in the Company’s Register of Members as on July 20, 2012 and in respect of shares held in electronic form, to those who are “deemed members” whose names appear in the statement of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on July 19, 2012.
5. In terms of Sections 205A and 205C of the Act, dividend, which remains unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend account is required to be transferred to the “Investor Education and Protection Fund” (IEPF) established by the Central Government.

In compliance with Sections 205A and 205C of the Act, unclaimed Dividend for the financial year March 31, 2004 has been transferred to the “Investor Education and Protection Fund.”

Members who have not encashed dividend warrant(s) for the financial year ended March 31, 2005 onwards are requested to make their claims directly to the Company or to M/s Sharepro Services (India) Private Limited, without any delay.

**Due date for transfer of unclaimed dividend to IEPF**

Year	Dividend rate per share (₹)	Date of declaration	Due date for transfer to IEPF
2004-05	10	29.07.2005	04.09.2012
2005-06	15	28.07.2006	03.09.2013
2006-07	10	17.03.2007	23.04.2014
2007-08	10	16.07.2008	22.08.2015
2008-09	10	17.07.2009	23.08.2016
2009-10	10	30.07.2010	05.09.2017
2010-11	10	26.07.2011	01.09.2018

6. Members/Proxies are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
7. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least seven days before the date of the Meeting, so that the information required may be made available at the Meeting.

8. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Transfer Agents to facilitate better service:
  - i. Any change in their address
  - ii. Particulars of their bank accounts in case the same have not been sent earlier, for dividend payment through ECS mode and
  - iii. Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of the names for consolidation of such holdings into one account.
9. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories, viz. NSDL and CDSL will be printed on the dividend warrants. Members are requested to inform the concerned Depository Participants of any change in address, dividend mandate, etc.
10. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form 2B for this purpose.
11. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, additional information relating to the Director recommended for re-appointment at the Meeting appears in the Directors' Report.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

#### **Explanatory Statement**

[Pursuant to Section 173(2) of the Act in respect of Item No. 5 of the accompanying Notice dated May 24, 2012 convening the 64<sup>th</sup> Annual General Meeting of the Company scheduled to be held on July 25, 2012]

#### **Item No. 5**

At the 59<sup>th</sup> Annual General Meeting of the Company held on July 20, 2007, members had accorded their consent to the Board of Directors ("the Board") to remunerate the Non-Executive Directors of the Board with commission @1% of the net profits of the Company with an overall ceiling of ₹ 25,00,000/- (Rupees Twenty Five Lakhs only) per financial year for a period of five years commencing from October 2, 2007.

The Company's business requires expert advice from the Board from diverse backgrounds for the future growth plans of the Company. The position of a Non-Executive Director demands focused attention, increased time and more responsibility in their fiduciary capacity. In light of such a situation, the Board recommends that the Non-Executive Directors may be remunerated with commission not exceeding 1% of the net profits of the Company, computed in the manner referred to in Section 198(1) of the Act, per financial year for a further period of five financial years commencing from April 1, 2012.

The Board recommends that shareholders adopt the proposed resolution as a Special Resolution.

The Directors eligible to receive commission on net profits of the Company may be deemed to be interested in the said Resolution.

By Order of the Board of Directors

GIRISH TEKCHANDANI  
Company Secretary

#### **Registered Office:**

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May 24, 2012