



NOVARTIS INDIA LTD
(CIN : L24200MH1947PLC006104)

Resolution Required : (Special)

Special Resolution under Section 68 of the Companies Act, 2013 for buyback of a maximum of 38,20,000 equity shares of the Company (representing 11.95% of the total number of equity shares) from all the equity shareholders on a proportionate basis through the "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 at a price of Rs. 760 per equity share aggregating Rs. 290.32 Crores.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	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	E-Voting	23970597	23970597	100.0000	23970597	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23970597	100.0000	23970597	0	100.0000	0.0000
Public Institutions	E-Voting	459307	45000	9.7974	45000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		45000	9.7974	45000	0	100.0000	0.0000
Public Non Institutions	E-Voting	7530893	51449	0.6832	14427	37022	28.0414	71.9586
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		185750	2.4665	97135	88615	52.2934	47.7066
	Total		237199	3.1497	111562	125637	47.0331	52.9669
Total		31960797	24252796	75.8830	24127159	125637	99.4820	0.5180



AMIT K. TRIVEDI & ASSOCIATES

Company Secretaries & IP Attorneys

Report of Scrutinizer(s) on Postal Ballot and e-Voting Process

*[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 / Vice Chairman & Managing Director
Novartis India Limited
Sandoz House, Shivsagar Estate,
Dr. Annie Besant Road,
Worli, Mumbai – 400018

Sub: Scrutinizer's Report on Postal Ballot and e-voting process conducted Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

The Board of Directors of Novartis India Limited ("the Company") have vide resolution passed on 26th May, 2016, decided to provide to members of the Company, a facility to exercise their voting rights on the Resolution for Buyback of Equity shares pursuant to the provisions of the Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 through electronic means and Postal ballot.

I, Amit K. Trivedi, Company Secretary in whole time practice having Certificate of Practice Number 7059 and Associate Membership Number 19738, Proprietor of Amit K. Trivedi & Associates has been appointed as Scrutinizer for the purpose of scrutinizing the voting on Resolution through e-voting / Postal Ballot for ascertaining the requisite majority as per the provisions of the Companies Act, 2013.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through postal ballots and electronic means on the resolution of the Buyback of Shares as mentioned in the postal ballot notice dated 26th May, 2016. My responsibility as scrutinizer is restricted to ensure that voting process in both manner i.e. through postal ballot and electronic voting is conducted in a



fair and transparent manner and make scrutinizers report of the votes cast "in favour" or "against" the resolution stated above, based on the postal ballots received by the Company.

The postal ballot notice dated 26th May, 2016 was sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, June 3, 2016.

In this regard, we submit our report as under:

1. The voting through the Postal Ballots and electronic means were remained open from Wednesday, June 8, 2016 (9.00 am IST) to Thursday, July 7, 2016 (5.00 pm IST).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of the shareholders who voted for or against the resolution that was put to vote were downloaded from the e-voting website of NSDL (<http://www.evoting.nsd.com/>).
4. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.
5. The postal ballot forms were kept in our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
6. The postal ballot boxes were opened on Thursday, July 7, 2016 (5.00 pm IST).
7. The Postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the register of members of the Company / list of beneficiaries as on Friday, June 3, 2016.
8. All postal ballots received upto Thursday, July 7, 2016 (5.00 pm IST) i.e. close of voting period were considered for my scrutiny.
9. I did not find any defaced or mutilated ballot paper during the scrutiny.
10. The Particulars of the all votes casted by postal ballots have been recorded in a register separately maintained for the purpose.



11. A summary of the e- Voting and Postal Ballot Process is given below:

Sr. No.	Particulars	No. of Postal Ballot Forms / e-Voting options	No. of Shares
a)	Total Postal Ballot forms received	852	229534
	Less: Invalid Postal Ballot forms including invalid votes.	(66)	(43784)
	Net valid postal ballot forms (as per register) (A)	786	185750
b)	Net e-Voting options (B)	217	24067046
	Total (A+B)	1003	24252796

*(Out of total 69 cases 3 have partially voted for/against resolution)

12. The results of e-Voting is given below:

Sr. No	Particulars of Resolution	Type of resolution	Votes in favour (in numbers)	Votes in favour (in %)	Votes casted against (in numbers)	Votes casted against (in %)
1.	Buyback by the Company of its fully paid-up equity shares	Special Resolution	24030024	99.85%	37022	0.15%

13. The results of the postal ballot process is given below:

Sr. No	Particulars of Resolution	Type of resolution	Votes in favour (in numbers)	Votes in favour (in %)	Votes casted against (in numbers)	Votes casted against (in %)
1.	Buyback by the Company of its fully paid-up equity shares	Special Resolution	97135	52.29%	88615	47.71



14. The combined results of e-voting (point no. 12) and postal ballot (point no. 13) is given below:

Sr. No	Particulars of Resolution (Pt. No. 12 + Pt. No. 13)	Type of resolution	Votes in favour (in numbers)	Votes in favour (in %)	Votes casted against (in numbers)	Votes casted against (in %)
1.	Buyback by the Company of its fully paid-up equity shares	Special Resolution	24127159	99.48%	125637	0.52%

15. The register of all other papers and relevant records relating to voting shall remain in our custody until the Chairman / Vice Chairman & Managing Director considers, approves and signs the Minutes.

16. **Result:** - The Resolution for Buyback by the Company of its fully paid-up equity shares has secured the requisite majority of votes, therefor the resolution may be considered to have been passed as Special Resolution pursuant to the Companies Act, 2013. The Company Secretary may declare the result of voting accordingly.

Thanking you,

For Amit K. Trivedi & Associates



Amit K. Trivedi
Amit K. Trivedi

Membership No.19738

COP No. 7059

Dated this 12th day of July, 2016.