



NOVARTIS INDIA LIMITED

Annual Report

1999 - 2000

Report Junction.com

Board of Directors		Company Secretary	H.K. Maniar
			Tel: 498 8888
			extn: 4802/4040
Y. Curmally	Chairman		
S. Luedtke	Vice Chairman		
Dr E. Schillinger	Managing Director	Auditors	Messrs A.F. Ferguson & Co.
K.K. Arnoldi			
Dr Ch. F. Buxtorf	upto December 31, 1999		
J.S. Khambata		Registrars & Transfer Agents	
S.D. Kulkarni	w.e.f. May 30, 2000		Sharepro Services
Dr R. Mehrotra	w.e.f. May 30, 2000		Satam Estate, 3rd Floor
G.J. Phillips	w.e.f. May 26, 1999		Cardinal Gracias Road
U. V. Rao			Chakala, Andheri (East)
Dr V.S. Sohoni	upto September 30, 1999		Mumbai 400 099
			Tel: 821 5168/832 9828
			E-mail: sharepro@vsnl.com
Executive Committee			
P.K. Apte	Crop Protection	Registered Office	14, Jamshedji Tata Road
P.P. Krishnamurthy	CIBA Vision		Mumbai 400 020
H. Kunze	Consumer Health		
P. Malik	Seeds	Works	Santa Monica Works
A. Mirchandani	Finance & Legal		Corlim, Ilhas, Goa 403 110
Dr P.R. Rao	Animal Health		
Dr E. Schillinger	Managing Director		Kandla Free Trade Zone
R. Shahani	Pharmaceuticals		Gandhidham 370 230

Members are requested to bring their copy of the Annual Report to the meeting. Members are also requested to direct all correspondence relating to shares to the Company's Registrars & Transfer Agents, Sharepro Services, at the address above.

Annual General Meeting
10.30 a.m., 14th July 2000
Y.B. Chavan Auditorium, Gen. Jagannath Bhosale Marg, Mumbai 400 021

Dear Shareholder

On 24 April 1996 shareholders of Ciba and Sandoz gave their approval for the formation of our Company Novartis via the merger of the former Ciba and Sandoz Companies. The Novartis Group designated this day as Novartis Community Partnership Day to celebrate this momentous occasion and to symbolise our partnership and dedication to the communities in which we work.

Each year on this day, around the globe, Novartis associates are encouraged to put aside their usual duties and go out and volunteer work in their local communities. Purely voluntary, associates choose and fund an activity of their choice.

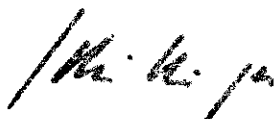
In India, our associates also join in enthusiastically on Novartis Community Partnership Day to contribute their services with projects such as organising outings for sick and handicapped people, visiting and helping poor tribal communities, donating food, clothes and toys, teaching children, visiting old and terminally ill patients, cleaning railway platforms and a host of other activities demonstrating concern and care for the people and environment.

Our management and associates strongly believe that besides our responsibilities to you our shareholders, our business partners and other stakeholders, we owe a responsibility to the communities, in which we live and work. Therefore, while presenting our results for the financial year 1999 - 2000, we thought to share with you, some of the projects our associates were involved with on Community Partnership Day in Year 2000. We do hope it will touch a chord in your hearts and that many of you like-minded individuals will commemorate at least one day a year to bring a little sunshine into the lives of less fortunate individuals.

As you leaf through the pages of this Annual Report, you will see pictorially many of the activities undertaken by our associates this year, on Community Partnership Day in India. Our associates return to work with a sense of satisfaction and a keen awareness of the challenges ahead for India and a glimpse of how its own people can make a difference! You will notice that the one overriding emotion that comes through in each picture is that of pure joy.

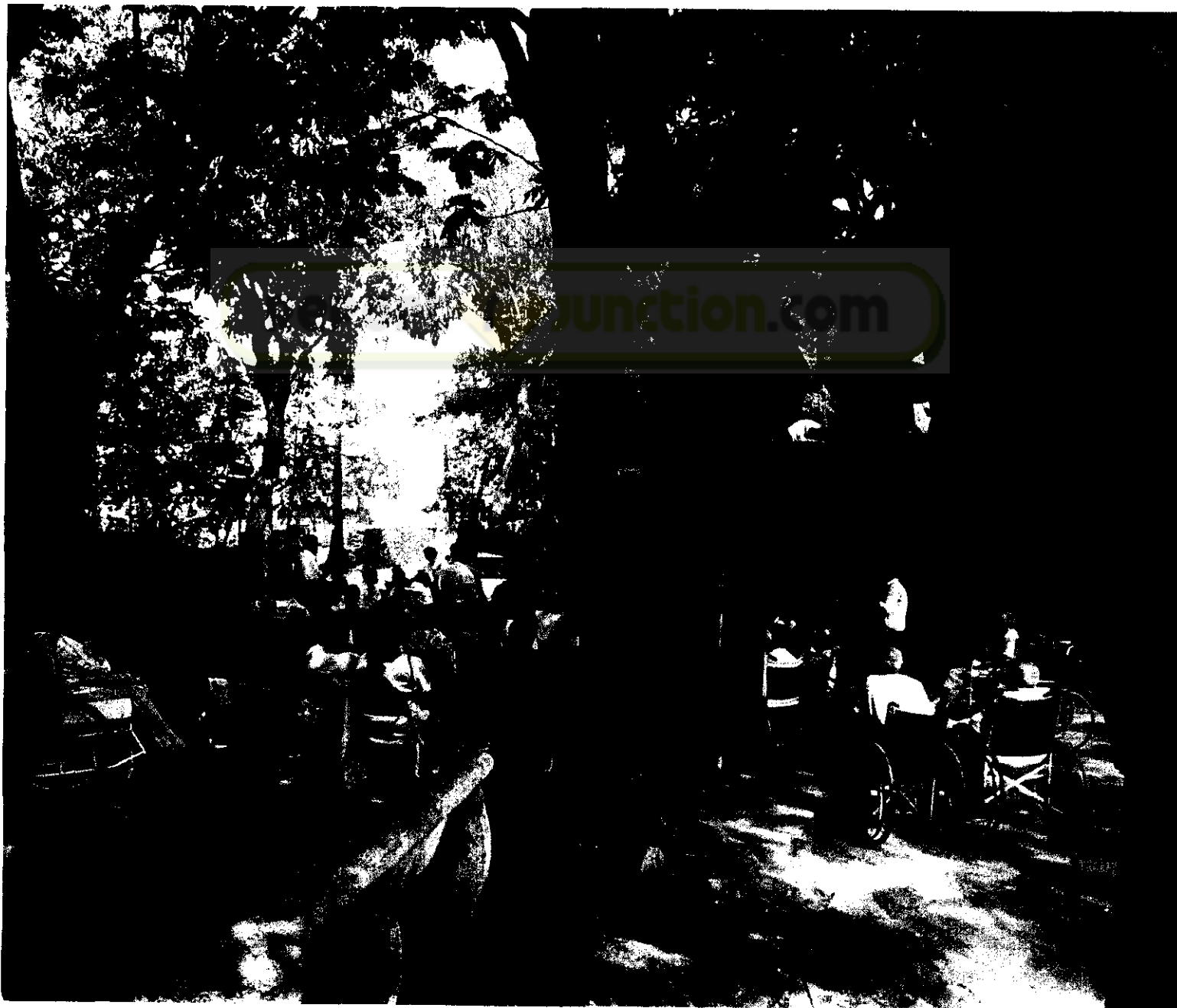
I wish all of you the very best life has to offer and would like to share a favourite quote with you, by Kahlil Gibran, "You give but little when you give of your possessions. It is when you give of yourself that you truly give."

Yours sincerely



Erwin Schullinger

It is not easy to lose the use of your limbs but here are people who have learnt to cope and face life with a smile. A group of Novartis India associates spend some precious moments with a group of never-say-die people at The Cheshire Home for the Handicapped.



Life is one big canvas as each one of us paints a picture. These young ones learn the written word under the aegis of Akanksha, a non-government organisation working with slum children. A fabulous lunch spread courtesy Jewel of India and a magic show and painting competition weave a spell for these little ones.



So many things that we and our children take for granted. A new eating house, an amusement park, a new shopping mall, the latest movie in town. Yet there are so many for whom this is a dream. Children from The League of Mercy, a home for destitute girls, and Akanksha an organisation working with slum children have a whale of a time at McDonalds. They also spend some splendid moments at the gaming section of Crossroads.



You are as old as you feel. Can you imagine what it is to be in your
90s with no family around you? **Pretty lonely.** But today laughter rings out and
the room is filled with **music** at Assisi Bhavan, a Home for the Aged.



Building roads for all of us to commute in comfort. Migrant labour who possibly have no road
worth the name where they come from. All in **search of a decent life.** Children who have
 no real childhood **exposed** as they are to the vagaries of life. Yet have a smile on their faces. Associates
 organise a **meal and clothes** for this happy bunch at Churchgate.



Notice

NOTICE is hereby given that the 52nd Annual General Meeting of NOVARTIS INDIA LIMITED will be held at Y.B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannath Bhosale Marg, Next to Sâchivalaya Gymkhana, Mumbai 400 021 on 14 July 2000 at 10.30 a.m. to transact the following business:

1. To receive, consider, approve and adopt the Profit & Loss Account for the year ended 31 March 2000, the Balance Sheet as on that date and to receive, consider and adopt the Directors' and Auditors' Reports thereon.
2. To approve the declaration and payment of interim dividend as final dividend.
3. To elect a Director in place of Mr K.K. Arnoldi who retires by rotation and being eligible, offers himself for re-election.
4. To elect a Director in place of Mr J.S. Khambata who retires by rotation and being eligible, offers himself for re-election.
5. To re-appoint Messrs A.F. Ferguson & Co., Chartered Accountants, as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix the remuneration of the said Auditors.

Special Business

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

RESOLVED THAT pursuant to Section 31 and all other relevant provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered as follows:

- (a) Insert the following Article as Article 62A after Article 62:

Nomination by
Security-holders

62A. A holder or joint holders of shares in or debentures (including fixed deposit holder under Section 58A of the Companies Act, 1956), of the Company may nominate, in accordance with the provisions of Section 109A of the Companies Act, 1956 (including amendment thereto or any re-enactment thereof) and in the manner prescribed thereunder, any person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of such holder(s). Any nomination so made shall be dealt with by the Company in accordance with and in manner prescribed under the provisions of Section 109B of the Companies Act, 1956 or any other statutory modification or re-enactment thereof for the time being in force.

- (b) Insert the following Article as Article 62B after Article 62A:

Transmission
of Securities
by Nominees

62B. A nominee, upon production of such evidence as may be required by the Board and subject to hereinafter provided:

- (i) elect, either to be registered himself/herself as holder of the share or debenture (including fixed deposit holder under Section 58A of the Companies Act, 1956) or to make such transfer of the share or debenture as the deceased shareholder or debentureholder, as the case may be, could have made;
- (ii) if the nominee elects to be registered as holder of the share or debenture, himself/herself, as the case may be, he/she shall deliver or send to the Company a notice in writing signed by him/her stating that he/she so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debentureholder, as the case may be;

- (iii) a nominee, upon becoming entitled to a share or debenture by reason of the death of the holder, shall be entitled to the same dividends and other advantages to which he/she would be entitled to, if he/she were the registered holder of the share or debenture except that he/she shall not, before being registered a member in respect of his share or debenture, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself/herself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share or debenture, until the requirements of the notice have been complied with.

7. To consider, and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED that Mr S.D. Kulkarni, who was appointed as Additional Director of the Company by the Board of Directors, holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 (the “Act”), and being eligible offers himself for reappointment, and, in respect of whom the Company has received notice in writing under Section 257 of the Act, from some shareholders signifying their intention to propose Mr S.D. Kulkarni as a candidate for the office of Director, be and is hereby appointed as Director of the Company, and whose term of office shall be liable to determination by retirement of Directors by rotation.”

By Order of the Board of Directors

H.K. Maniar
Company Secretary

Regd. Office:
14, Jamshedji Tata Road
Mumbai 400 020
Mumbai, 5 June 2000

Notes:

1. An Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 pertaining to the Business contained in Items 6 and 7 above is annexed. All the documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between the hours of 10.00 a.m. and 12 noon on all days except Saturdays, Sundays and holidays until the date of the Annual General Meeting or any adjournment thereof.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
3. Interim Dividend declared by the Board of Directors has been paid on 10 May 2000 to the registered shareholders whose names appear on the Company's Register of Members as on 27 April 2000 or to their mandates and also to beneficial owners of Equity Shares held in an electronic form on the same date as per details furnished by the Depositories for this purpose.