

AstraZeneca Pharma India Limited

Registered Office: Block N1, 12th Floor, Manyata Embassy Business Park,
Rachenahalli, Outer Ring Road, Bengaluru - 560 045
CIN: L24231KA1979PLC003563, Web: www.astrazeneca.com/india
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Notice

NOTICE is hereby given that the 39th Annual General Meeting of the Members of AstraZeneca Pharma India Limited will be held on Monday, September 10, 2018 at 3.00 p.m. at 'The Mysore Hall', ITC Gardenia, No.1, Residency Road, Bengaluru – 560 025, to transact the following business:

ORDINARY BUSINESS

Item No. 1

To receive, consider and adopt the financial statements viz. the Audited Balance Sheet as at March 31, 2018, the Audited Profit and Loss Account and the Cash Flow Statement of the Company and Explanatory note annexed thereto or forming part of the above documents, for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Item No. 2

To appoint a Director in place of Mr. Rajesh Marwaha (DIN: 01458768) who retires by rotation, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

Item No. 3

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, as amended to date, payment of remuneration of ₹ 1,50,000/- (Rupees one lakh fifty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, at actuals, to M/s. Rao, Murthy & Associates, Cost Accountants, Bengaluru, (Firm Registration No. 000065), appointed by the Board as Cost Auditors of the Company for conducting the cost audit of the cost records for the financial year ending March 31, 2019, be and is hereby confirmed, approved and ratified.

Item No. 4

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT subject to the provisions of Regulation 23 (4) of Securities and Exchange Board of India (Disclosure Obligations and Listing Requirements) Regulations, 2015 ('the Listing Regulations'), as amended to date, approval of the Members be and is hereby granted to the following Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited ('AZ UK'), a Related Party as defined in Section 2(76) of the Act and in the Listing Regulations, during the financial year 2017-18:

Sl. No.	Nature of Material Related Party Transactions	Transaction Value ₹ in crore (2017-18)
1	Purchase of raw materials and traded goods by the Company from AZ UK	188.27
2	Reimbursement by AZ UK to the Company of the cost of employees deputed by the Company outside India	1.04
Total		189.31

RESOLVED FURTHER THAT the Managing Director and the Company Secretary, be and are hereby severally authorised to do or cause to be done all such acts, deeds, matters and things as may be necessary/desirable to give effect to the above resolution.

By Order of the Board of Directors
For **AstraZeneca Pharma India Limited**

Place: Bengaluru
Date: May 21, 2018

Pratap Rudra
Company Secretary and Legal Counsel

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy or proxies so appointed need not be a member or members, as the case may be, of the Company.

The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority shall be deposited at the registered office of the Company not later than 48 hours before the time fixed for holding the meeting.

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. However, a single person may act as a Proxy for a member holding more than 10% of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.

2. The Register of Members and Share Transfer Books of the Company will remain closed for 8 days i.e. from **September 3, 2018 to September 10, 2018** (both days inclusive) in connection with the Annual General Meeting.
3. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning Item Nos. 3 and 4 of the Notice, being Special Business, is annexed hereto.
4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund, established under Section 125 of the Companies Act, 2013. Further, as required under the said Act, the Shares pertaining to the aforesaid unclaimed dividends will also be transferred to the Investor Education Protection Fund Authority.
7. Details as required under the Listing Regulations and Secretarial Standards in respect of the Director seeking appointment/reappointment at the Annual General Meeting form an integral part of the Notice. The required declarations for such appointment has been received from the director(s).
8. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.

9. Electronic copy of the Notice of the 39th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the Notice of the 39th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.astrazeneca.com/india for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Bengaluru for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company's investor e-mail ID: comp.secy@astrazeneca.com.

11. Voting through Electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited (NSDL).

The facility for voting through polling paper will be made available at the AGM and the members attending the meeting who have not cast their vote through remote e-voting shall be able to exercise their right at the meeting through polling paper.

The instructions for e-voting are as under:

A. In case of Members receiving e-mail from NSDL:

- (i) Open e-mail and the attached PDF file titled 'AZPIL remote e-Voting.PDF' with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your 'User ID' and 'Password/PIN' for remote e-voting. Please note that the password is an initial password.
- (ii) Open internet browser by typing the URL: <https://www.evoting.nsdl.com>
- (iii) Click on 'Shareholder/Member' – 'Login'.
- (iv) Type in your User ID and password as initial password/PIN as mentioned in step (i) above and click Login.
- (v) Password Change Menu appears. Change the password/ PIN with the new password of your choice with minimum 8 digits/characters or combination thereof.
- (vi) Please note your new password. It is strongly recommended that you do not share your new password and take utmost care to keep your password confidential.

- (vii) Home page of 'remote e-voting' opens. Click on 'remote e-voting-Active Voting Cycles'.
- (viii) Select 'EVEN' of AstraZeneca Pharma India Limited for casting your vote.
- (ix) You are now ready for 'remote e-voting' as 'Cast Vote' page opens.
- (x) Cast your vote by selecting appropriate option and click 'Submit' and also 'Confirm' when prompted. Upon confirmation, the message, 'Vote cast successfully' will be displayed. Once voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional Members (other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc. together with an attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail on vijaykt@vjkt.in with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (i.e. members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy):

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.

C. Other instructions:

- (i) A member may participate in the meeting even after exercising his right through remote e-voting, but he/she will not be allowed to vote again at the meeting.
- (ii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and remote E-voting User Manual for Members available at the 'Downloads' Section of www.evoting.nsdl.com or contact NSDL on toll free no. 1800-222-990.
- (iii) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- (iv) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- (v) The remote e-voting period commences on September 6, 2018 (9.00 a.m. IST) and ends on September 9, 2018 (5.00 p.m. IST) for 4 days. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) September 3, 2018 may cast their vote through remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- (vi) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of September 3, 2018.

- (vii) Any person, who acquires shares of the Company and become member of the Company after despatch of the notice and holding shares as of the cut-off date i.e. September 3, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or giri@integratedindia.in.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/Password' option available on www.evoting.nsdl.com or contact NSDL at toll free no. 1800-222-990.

- (viii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (ix) The Board of Directors have appointed Mr. K. T. Vijayakrishna, Practicing Company Secretary, (Membership No. FCS 1788) as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. Mr. Vijayakrishna has conveyed to the Company his willingness to act as such.
- (x) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of 'Poling Paper' for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xi) The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 2 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the resolution of the voting, forthwith.
- (xii) The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.astrazeneca/india.com and on the website of NSDL, immediately after the result is declared by the Chairman and communicated to the stock exchanges, where the equity shares of the Company are listed.

12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal hours (between 10.00 a.m. to 12.00 noon) on all working days, up to and including the date of the Annual General Meeting of the Company.
13. Members are requested to bring their personal copy of the Annual Report to the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 000065) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

Item No. 4

The Company is a part of AstraZeneca Group, which is one of the world's leading pharmaceutical companies, with a broad range of medicines designed to fight disease in important areas of healthcare. The Company is engaged in the manufacture and marketing of pharmaceutical products in the country, with certain pharmaceutical products imported from AstraZeneca Group Companies.

AstraZeneca UK Limited ('AZ UK'), with whom the Company has entered into the material related party transaction set out in the resolution at Item No. 4 of the accompanying Notice, is a related party as defined in Section 2(76) of the Act and in the Listing Regulations.

Regulation 23 (4) of the Listing Regulations provides that all transactions with a Related Party which constitute material transactions as defined in the Listing Regulations, require the approval of the Members by a resolution passed in the general meeting.

The transactions entered into by the Company with AZ UK a related party during the financial year 2017-18 constitute material transactions as defined in the Listing Regulations. They will accordingly require to be approved by the Members at the ensuing Annual General Meeting by an ordinary resolution. Hence the resolution at Item No. 4 of the Notice. The Related Party viz. AZ UK is not a member of the Company.

The following information is placed before the members:

Sl. No.	Particulars	Information
1	Name of the Related Party	AstraZeneca UK Limited ('AZ UK')
2	Nature of relationship	AZ UK is the Parent Company of AstraZeneca Treasury Limited, United Kingdom, which is the Holding Company of AstraZeneca AB, Sweden, which in turn is the Holding Company of AstraZeneca Pharmaceuticals AB, Sweden, and which in turn is the Holding Company of AstraZeneca Pharma India Limited
3	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Gregory David Emil Mueller Mr. Ian John Parish (being representatives of AstraZeneca Group on the Board of the Company)
4	Nature, material terms, monetary value and particulars of the transactions	Nature of the Transactions: Formulation, packaging and resale by the Company of the Related Party's products as defined therein pursuant to the Formation, Packaging and Distribution Agreement dated June 20, 2005 entered into by the Company with AZ UK. Material Terms: Credit period: 120 days. Transactions to take place at agreed transfer pricing. Termination of Agreement by 6 months written Notice by either party. Monetary Value of the transactions during 2017-18 is ₹ 188.27 crores. Other Particulars (a) Either party can terminate the Agreement with immediate effect by giving notice to the other, in the event of breach of any of the provisions of the Agreement, not remedied within 30 days of receiving written notice from the other. (b) AZ UK is entitled to cancel or suspend further delivery of Products to the Company, if the payment by the Company for the invoice amount is delayed by 30 days beyond the time stipulated for payment. The Company had sent its personnel to the Related Party viz. AZ UK, on deputation. The Related Party has reimbursed the Company the cost of deputation of such personnel. The aggregate reimbursement made by the Related Party to the Company is ₹ 1.04 crores as indicated in the text of the resolution at Item No. 4 of the Notice.

Sl. No.	Particulars	Information
		The aggregate value of all of the material transactions with AZ UK shown in the text of the resolution at Item No. 4 of the Notice during the financial year 2017-18 was ₹ 189.31 crores.
5	Any other relevant or important information for the Members	The above Formulation, Packaging and Distribution Agreement dated June 20, 2005 was approved by the Members at the 36 th Annual General Meeting held on September 2, 2015.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Gregory David Emil Mueller and Mr. Ian John Parish, Non-Executive Directors, being representatives of AstraZeneca group on the Board of the Company may be deemed to be concerned or interested in the resolution.

The Board recommends the Resolution at Item No. 4 of the Notice for approval of the Members.

By Order of the Board of Directors
For **AstraZeneca Pharma India Limited**

Place: Bengaluru
Date: May 21, 2018

Pratap Rudra
Company Secretary and Legal Counsel

Annexure to Notice

Additional information on director recommended for appointment/reappointment (in relation to Agenda Item No. 2) as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings

Name	Mr. Rajesh Marwaha
Date of Birth	March 26, 1963
Date of first appointment on the Board	December 2, 2016
Qualification(s)	Degree in Commerce and Member of the Institute of Chartered Accountants of India
Brief profile and nature of their expertise in specific functional areas	- Mr. Rajesh Marwaha has been the Chief Financial Officer of the Company since August 2014. - He has over twenty-five years of Indian and International working experience. His experience includes varied roles in FMCG, Home Appliances, Pharmaceutical and Retail Mall sector. During his past work tenure, his main experience has been to set up new subsidiaries in different countries which has developed a strong business enabling approach in him. - He is a member of the Institute of Chartered Accountants of India. - Prior to joining AstraZeneca, he had worked with PepsiCo for seven years. He joined Groupe SEB SA, a French company in home appliances business in 1996. There, he worked in different functions; finance in India, Global internal audit at headquarter in France, Regional Controller Sales & Commercial in Dubai. Post a successful stint, he came back to India to join MSD pharmaceuticals in India in 2008 and worked there for 6 years.
Terms and conditions of Appointment/Reappointment	As per the resolution passed by the shareholders at the Annual General Meeting held on September 13, 2017, Mr. Rajesh Marwaha was appointed as an Executive Director, liable to retire by rotation.
Remuneration last drawn	Particulars of remuneration drawn and Board meetings attended during the financial year 2017-18 are provided in the Corporate Governance Report.
Number of meetings of Board attended during the year	
Remuneration proposed to be paid	As per existing terms and conditions as approved by shareholders in the Annual General Meeting of the Company held on September 13, 2017.
Directorships held in other listed companies	None
Membership/Chairmanships of Committees of other listed companies	NIL
Shareholding in the Company (No. of shares)	NIL
Relationship between Directors, <i>inter se</i>	None

Route Map - AGM Venue (ITC Gardenia)

