

## AstraZeneca Pharma India Limited

Registered Office: Block N1, 12<sup>th</sup> Floor, Manyata Embassy Business Park,  
Rachenahalli, Outer Ring Road, Bengaluru - 560 045  
CIN: L24231KA1979PLC003563, Web: www.astrazeneca.com/india  
E-mail: comp.secy@astrazeneca.com, Tel: +91 80 67748000, Fax: +91 80 67748557

# Notice

**NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting of the Members of AstraZeneca Pharma India Limited will be held on Wednesday, August 7, 2019 at 3 p.m. at 'The Grand Ballroom', Conrad Bengaluru, Kensington Road, Ulsoor, Bengaluru – 560 008 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, 2019, the Audited Profit & 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. Gagandeep Singh Bedi (DIN: 07844333) who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### Item No. 3

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

**RESOLVED THAT** Ms. Weiying Sarah Wang (DIN: 08369289) who was appointed on March 13, 2019 as an Additional Director (Non-Executive) and who, in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting and who is eligible for appointment, be and is hereby appointed as a Director of the Company (Non-Executive), liable to retire by rotation.

#### Item No. 4

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Narayan K Seshadri (DIN: 00053563), who was appointed as an Independent Director to hold office up to September 29, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold the office for a second term of 5 years i.e. from September 30, 2019 to September 29, 2024, not liable to retire by rotation.

#### Item No. 5

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 ₹ 1,75,000/- (Rupees one lakh seventy five thousand only) plus applicable service tax 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, 2020, be and is hereby confirmed, approved and ratified.

#### Item No. 6

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 (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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, a Related Party as defined in Section 2(76) of the Act and in the Listing Regulations, during the financial year 2018-19:

| Sl. No.      | Nature of Material Related Party Transactions                                                                        | Transaction Value in ₹ crore (2018-19) |
|--------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| 1            | Purchase of raw materials and traded goods by the Company from AstraZeneca UK Limited                                | 185.89                                 |
| 2            | Reimbursement by AstraZeneca UK Limited to the Company of the cost of employees deputed by the Company outside India | 1.47                                   |
| <b>Total</b> |                                                                                                                      | <b>187.36</b>                          |

**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.

#### Item No. 7

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

**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendments or re-enactment(s) thereof, approval of the Company be and is hereby accorded to the Board of Directors, to enter into contracts/ arrangements/ transactions with AstraZeneca UK Limited, a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations for purchase, transfer or receipt of products, goods, materials, services, reimbursement/recovery costs, reimbursement on account

of transfer price or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and AstraZeneca UK Limited, for an amount not exceeding in aggregate ₹ 500 crore for each year, during three (3) financial years (being April 1, 2019 to March 31, 2022).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters

and things and to finalise the terms and conditions as may be considered necessary, expedient or desirable, in order to give effect to this resolution.

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

Place: Bengaluru  
Date: May 24, 2019

**Pratap Rudra**  
Company Secretary & 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 Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning items 3 to 7 of the Notice, being Special Business, is annexed hereto.
3. 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.
4. 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.
5. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) 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/ Rules, the Shares that are unclaimed by members for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund Authority. The Members / claimants whose unclaimed

dividends / shares have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by it from time to time.

6. 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 Directors have furnished requisite declarations for their appointment.
7. Electronic copy of the Annual Report for 2018-19 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 2018-19 is being sent in the permitted mode.
8. Electronic copy of the Notice of the 40<sup>th</sup> 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 40<sup>th</sup> 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.
9. Members may also note that the Notice of the 40<sup>th</sup> Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website [www.astrazeneca.com/india](http://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.sec@astrazeneca.com](mailto:comp.sec@astrazeneca.com).

#### 10. 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. Step- 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

- (i) Open internet browser by typing the URL:  
<https://www.evoting.nsdl.com/>
- (ii) Click on 'Shareholder / Member' - 'Login'.
- (iii) Type in your User ID, your password and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (iv) Your User ID details are given below

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:                                                                                                                                          |
|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a) For Members who hold shares in demat account with NSDL.    | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| (b) For Members who hold shares in demat account with CDSL.    | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.                                                    |
| (c) For Members holding shares in Physical Form.               | EVEN Number followed by Folio Number registered with the Company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

- (v) Your password details are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- (c) How to retrieve your 'initial password'?

- If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your e-mail ID is not registered, your 'initial password' is communicated to you on your postal address.

- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- (a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
- (b) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
- (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- (vii) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

- (viii) Now, you will have to click on 'Login' button.

- (ix) After you click on the 'Login' button, Home page of e-Voting will open.

**B. Step-2: Cast your vote electronically on NSDL e-Voting System**

- (i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- (ii) After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- (iii) Select 'EVEN' of company for which you wish to cast your vote.
- (iv) Now you are ready for e-Voting as the Voting page opens.
- (v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

- (vi) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### C. Other instructions:

- (i) 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.
- (ii) It is strongly recommended that you do not share your new password and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- (iii) 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 or send a request at evoting@nsdl.co.in.
- (iv) 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.
- (v) 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).
- (vi) The remote e-voting period commences on August 3, 2019 (9.00 a.m. IST) and ends on August 6, 2019 (5.00 p.m. IST) for four 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) July 31, 2019 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.
- (vii) 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 July 31, 2019.
- (viii) 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. July 31,

2019, 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.

- (ix) 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.
  - (x) The Board of Directors has 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.
  - (xi) 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 scrutiniser, 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.
  - (xii) The Scrutiniser 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 two (2) days of conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in favor 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.
  - (xiii) The Results declared along with the Scrutiniser's Report shall be placed on the Company's website www.astrazeneca.com/india 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.
11. 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 (10.00 am to 12.00 noon) on all working days, up to and including the date of the Annual General Meeting of the Company.
  12. 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

Based on the recommendation of the Nomination and Remuneration Committee, Ms. Weiyang Sarah Wang was appointed as Non-Executive Director on the Board of the Company with effect from March 13, 2019. As an Additional Director, Ms. Wang holds office till the date of the Annual General Meeting and is eligible for being appointed as a Director. Considering her vast experience, her presence on the Board will be of immense value to the Company. The Company has received notice in writing from a member under Section 160 of the Act proposing the appointment of Ms. Wang as a Non-Executive Director of the Company.

Ms. Wang is not related to any Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives except Ms. Wang and her relatives, are concerned or interested in the above resolution. The Board recommends the Resolution as set out at Item No. 3 of this Notice for the approval of the Members.

### Item No. 4

Mr. Narayan K Seshadri was appointed as a Non-Executive Independent Director of the Company by the members at the 35<sup>th</sup> Annual General Meeting of the Company for a period of 5 years from September 30, 2014 to September 29, 2019.

As per Section 149 of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of up to 5 consecutive years on the Board of a Company but is eligible for re-appointment on passing a special resolution by the Company for another term of up to 5 consecutive years on the Board of the Company.

Based on recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), Mr. Narayan K Seshadri, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 consecutive years from September 30, 2019 to September 29, 2024.

The Company has received declaration from Mr. Narayan K Seshadri stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. The Company has received notice in writing from a member under Section 160 of the Act proposing the appointment of Mr. Narayan Seshadri as an Independent Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Narayan K Seshadri as an Independent Director. In the opinion of the Board, he fulfils the conditions of independence for reappointment to the second term of 5 years.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Narayan K Seshadri as an Independent Director for another term of 5 consecutive years with effect September 30, 2019 to September 29, 2024, for the approval by the shareholders of the Company.

Mr. Narayan K Seshadri is not related to any Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives except Mr. Seshadri and his relatives, are concerned or interested in the above resolution. The Board recommends the Resolution as set out at Item No. 4 of this Notice for the approval of the Members.

### Item No. 5

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, 2020. 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 Resolution set out at Item No. 5 for the approval of the Members.

### Item No. 6

The Company is 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. 6 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, related party during the financial year 2018-19 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. 6 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. Ian John Parish<br>Ms. Weiying Sarah Wang<br>(being representatives of AstraZeneca Group on the Board of the Company)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 4       | Nature, material terms, monetary value and particulars of the transactions | <p><b>Nature of the Transactions:</b><br/>Formulation, packaging and resale by the Company of the Related Party's products as defined therein pursuant to the Formulation, Packaging and Distribution Agreement dated June 20, 2005 entered into by the Company with AZ UK.</p> <p><b>Material Terms:</b> Credit period: 120 days. Transactions to take place at agreed transfer pricing. Termination of Agreement by 6 months written Notice by either party.</p> <p>Monetary Value of the transactions during 2018-19 is ₹ 185.89 crore.</p> <p><b>Other Particulars</b></p> <p>(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.</p> <p>(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.</p> <p>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 ₹ 1.47 crore as indicated in the text of the resolution at Item no. 6 of the Notice.</p> <p>The aggregate value of all of the material transactions with AZ UK shown in the text of the resolution at Item No. 6 of the Notice during the financial year 2018-19 was ₹ 187.36 crore.</p> |
| 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 <sup>th</sup> Annual General Meeting held on September 2, 2015.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Ian John Parish and Ms. Weiying Sarah Wang, 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. 6 of the Notice for approval of the Members.

#### Item No. 7

The Company is engaged in the business of manufacturing and marketing of pharmaceutical products. The Company in its ordinary course of business and on arms' length basis, enters contracts/ agreements/ arrangements for purchase, transfer or receipt of products, goods, materials, services, reimbursement/recovery costs, reimbursement on account of transfer price or other obligations with AstraZeneca UK Limited.

The above activities have been essential for the Company to carry out its business operations and maximise its growth and performance. Since the aggregate value of these transactions in a year has been exceeding 10% of the Company's turnover, the Company has been seeking Shareholders' approval at the end

of the financial year by way of a resolution for ratification of the transactions entered into during the year, pursuant to Regulation 23 of the Listing Regulations.

AstraZeneca UK Limited is a 'Related Party' within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (zc) of the Listing Regulations.

The Company estimates that the transactions of above nature will be recurrent in each year in the future course of Company's business and are estimated to exceed the materiality threshold of 10% of turnover in the future, pursuant to Regulation 23 (1) of the Listing Regulations. Considering the historical levels of such transactions, anticipated business transactions and business environment, it is proposed to seek shareholders' approval by way of an ordinary resolution for related party transactions for an aggregate value of an amount not exceeding ₹ 500 crore for purchase, transfer or receipt of products, goods, materials, services, reimbursements, recovery costs, reimbursement on account of transfer price or other obligations, for each financial year, during 3 financial years (being April 1, 2019 to March 31, 2022).

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Ian John Parish and Ms. Weiying Sarah

Wang, 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. 7 of the Notice for approval of the Members.

The particulars of the contracts/arrangements/transactions are as under:-

| Sl. No. | Particulars                                                                | Information                                                                                                                                                                                                                                                                                                       |
|---------|----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Name of the Related Party                                                  | AstraZeneca UK Limited                                                                                                                                                                                                                                                                                            |
| 2.      | Names of Directors or KMP who is related                                   | Mr. Ian John Parish<br>Ms. Weiyang Sarah Wang<br>(being representatives of AstraZeneca Group on the Board of the Company)                                                                                                                                                                                         |
| 3.      | Nature of Relationship                                                     | AstraZeneca UK Limited 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 |
| 4.      | Nature, material terms, monetary value and particulars of the transactions | Purchase, transfer or receipt of products, goods, materials, services, reimbursement/ recovery costs, reimbursement on account of transfer price or other obligations on arm's length basis, not exceeding ₹ 500 crore in each financial year, during 3 financial years (being April 1, 2019 to March 31, 2022)   |
| 5.      | Any other information relevant or important for the members                | None                                                                                                                                                                                                                                                                                                              |

## Annexure to Notice

Additional information on director(s) recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings

| Particulars                                                              | Mr. Narayan K Seshadri                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Ms. Weiying Sarah Wang                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Mr. Gagandeep Singh Bedi                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|--------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Birth                                                            | April 13, 1957                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | December 17, 1975                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | December 26, 1971                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Date of Appointment / Re-appointment                                     | September 30, 2014                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | March 13, 2019                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | July 1, 2017                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Qualification(s)                                                         | Graduate of Science and a Chartered Accountant                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | LL.B, LL.M and J.D                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Degree in Economics                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Brief profile and nature of their expertise in specific functional areas | <p>Mr. Narayan K Seshadri was the founder of Halcyon Group and now CEO of Tranzmute Capital and Management Private Limited, an Investment and Management Services organization. Prior to establishing Halcyon, Mr. Narayan K Seshadri was the Managing Director at KPMG's Business Advisory Service Practice. Besides the industry sectors that he currently works with, Mr. Narayan K Seshadri has advised the Power, Banking and Financial Services, Agribusiness, Pharmaceutical, Healthcare, IT and ITES Sectors at different levels from policy formulation to corporate strategy, restructuring and organization transformation.</p> <p>Mr. Narayan K Seshadri chairs the boards of several listed entities in diverse businesses and is also an independent director on the boards of several other listed and unlisted entities.</p> | <p>Ms. Weiying Sarah Wang is the Deputy General Counsel, International &amp; Japan for AstraZeneca global and has the responsibility for managing legal matters with a focus on major risk control, litigation, external investigation, business transactions and IP matters. Her geographic responsibility includes Asia area, Mid-east Africa, LATAM, Russia/Eurasia, China, Australia and Japan. Prior to her current role, Ms. Wang was the Vice President (Legal) for AstraZeneca Greater China region and prior to that was the Vice President (Legal) for Essilor Greater China region.</p> <p>She holds a LL.B from East China University of Politics and Law, Shanghai, China and an LL.M and a J.D in legal studies from Northwestern University School of Law, Chicago, Illinois.</p> | <p>Mr. Gagandeep Singh Bedi joined the Company in February 2006. He held various roles as a Business Director and later as Director Strategic Planning. He also held the position of Vice President-Sales &amp; Marketing – Cardiac and Diabetes. In 2012, he was appointed as the Country President for AstraZeneca Philippines. Post a successful stint in this role, he moved to the United Kingdom as Global Head of Established Brands and Global Medical Lead – Gastrointestinal / Cardio Vascular. Prior to joining AstraZeneca, he had worked with Baxter India and Eli Lilly.</p> |
| Terms and conditions of Appointment / Reappointment                      | As set out in item no. 4 of the accompanying Notice read with Explanatory Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | As set out in item no. 3 of the accompanying Notice read with Explanatory Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | As per the resolution passed by the shareholders at the Annual General Meeting held on September 13, 2017, Mr. Gagandeep Singh was appointed as a Managing Director, liable to retire by rotation.                                                                                                                                                                                                                                                                                                                                                                                         |
| Remuneration last drawn                                                  | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | As disclosed in the Corporate Governance Report.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Number of meetings of Board attended during the year                     | As disclosed in the Corporate Governance Report.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Remuneration proposed to be paid                                         | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 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                             | <ul style="list-style-type: none"> <li>- PI Industries Limited</li> <li>- Kalpataru Power Transmission Limited</li> <li>- Wabco India Limited</li> <li>- Magma Fincorp Limited</li> <li>- CG Power and Industrial Solutions Limited</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

| Particulars                                                                | Mr. Narayan K Seshadri                                                                                                                                                                                                                                                                                              | Ms. Weiying Sarah Wang | Mr. Gagandeep Singh Bedi |
|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|--------------------------|
| Membership/<br>Chairmanships of<br>Committees of other<br>listed companies | <ul style="list-style-type: none"> <li>- PI Industries Limited (as Audit Committee -Chairman)</li> <li>- Kalpataru Power Transmission Limited (as Audit Committee- Member)</li> <li>- Wabco India Limited (as Audit Committee- Chairman)</li> <li>- Magma Fincorp Limited (as Audit Committee- Chairman)</li> </ul> | NIL                    | NIL                      |
| Shareholding in the<br>Company (No. of shares)                             | NIL                                                                                                                                                                                                                                                                                                                 | NIL                    | NIL                      |
| Relationship between<br>Directors, inter-se                                | None                                                                                                                                                                                                                                                                                                                | None                   | None                     |

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

Place: Bengaluru  
Date: May 24, 2019

**Pratap Rudra**  
Company Secretary & Legal Counsel

Route Map - AGM Venue (Conrad Bengaluru)

