



**ASTRAZENECA PHARMA INDIA LIMITED**

**CIN: L24231KA1979PLC003563**

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**POSTAL BALLOT NOTICE**

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

To

The Members

**AstraZeneca Pharma India Limited**

Bengaluru

Notice is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (cumulatively "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest one being 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the Ordinary Resolutions as set out in this Notice are proposed for consideration by the members of the Company and if thought fit, passing by means of Postal Ballot by voting through electronic means only (remote e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The proposed Ordinary Resolutions together with the explanatory statement setting out the material facts and reasons for passing of the Ordinary Resolutions are being sent to you for your consideration.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited (NSDL) and extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The instructions for remote e-voting are appended to this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. IST on **Sunday, June 30, 2024**. The assent or dissent received after such date and time shall be treated as if reply from the member has not been received.

Members may note that e-voting shall commence at **9.00 A.M. IST** on **Saturday, June 1, 2024** and will remain open up to **5:00 P.M. IST** on **Sunday, June 30, 2024**.

The Board of Directors of the Company has appointed Mr. Vijayakrishna K.T, Practising Company Secretary, Bangalore, C.P. No. 980, Membership No. FCS: 1788, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot through e-voting process, in a fair and transparent manner.

The Scrutinizer will submit his report to Chairman, or a person authorized by him in writing for declaration of the result of the remote e-voting on or before **Tuesday, July 2, 2024** on completion of the scrutiny of the votes cast through remote e-voting. The results of the remote e-voting and the Scrutinizer's report will be placed on the Company's website at [www.astrazeneca.com/india](http://www.astrazeneca.com/india), on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the Equity Shares of the Company are listed.

In accordance with Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date for the voting period i.e., **Sunday, June 30, 2024**.

**The Ordinary Resolutions proposed to be passed through Postal Ballot through e-voting together with the Explanatory Statements setting out the material facts are as follows:**

**SPECIAL BUSINESS:**

**ITEM NO. 1: Approval of Material Related Party Transactions to be entered into, by the Company with AstraZeneca UK Limited**

**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, including any statutory modification(s) or amendments or re-enactment(s) thereof, approval of the Members be and is hereby accorded, 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 ₹800 crore for the period from the date of approval of this resolution till March 31, 2025.

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

**ITEM NO. 2: Approval of Material Related Party Transactions to be entered into, by the Company with AstraZeneca AB, Sweden**

**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, including any statutory modification(s) or amendments or re-enactment(s) thereof, approval of the Members be and is hereby accorded, to enter into contracts/ arrangements/ transactions with AstraZeneca AB, Sweden, 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 AB, Sweden, for an amount not exceeding in aggregate ₹450 crore for the period from the date of approval of this resolution till March 31, 2025.

**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 finalize 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 27, 2024

**Manasa. R**  
Company Secretary

**Notes:**

- 1) The explanatory statements pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposal, are annexed to the Postal Ballot Notice.
- 2) In terms of the applicable MCA Circulars, the Company is sending this Postal Ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for the Postal Ballot in accordance with the requirements specified under the relevant MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
- 3) This Notice is being sent to the members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited ('Depositories') as at the close of business hours on Friday, May 24, 2024 ('cut-off date'). Members as on the cut-off date would be entitled to vote by way of remote e-voting and a person who is not a member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all members whose e-mail addresses are registered with Integrated Registry Management Services Private Limited, Company's Registrar and Share Transfer Agents ('RTA'), or the Depositories.
- 4) For members whose e-mail addresses are not registered but mobile numbers are registered with RTA/Depositories, the weblink for downloading the Notice is being sent through SMS.
- 5) Members who have not registered their email address and in consequence could not receive the Notice may get their email address registered with the RTA, by clicking the link: <https://www.integratedindia.in/emailupdtation.aspx> and following the registration process as guided thereafter. Post successful registration of the email address, the member will receive soft copy of the Notice and the procedure for remote e-voting along with the User ID and the Password to enable remote e-voting for this Notice. In case of any queries, member may write to [giri@integratedindia.in](mailto:giri@integratedindia.in).
- 6) Members are also requested to register their email address, in respect of electronic holdings with the Depositories /Depository Participant and in respect of physical holdings with the RTA.
- 7) With regard to the process of registration of email address with the RTA, members may get their email address registered with the RTA, by clicking the link: <https://www.integratedindia.in/emailupdtation.aspx> and following the registration process as guided thereafter. Otherwise, members are requested to send a request / communication between 9.00 am and 5.00 pm on all working days (except Saturday and Sunday) till 48 hours prior to the closure of the voting period to the following email address of the Company or RTA, by quoting the Folio No. / Demat account No. The email address of the Company and the contact details are [comp.secy@astrazeneca.com](mailto:comp.secy@astrazeneca.com)/080 67748000 and RTA's email address and the contact details are [giri@integratedindia.in](mailto:giri@integratedindia.in) / 080 23460815-18.

- 8) As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Bengaluru (in vernacular language, i.e. Kannada).
- 9) The voting period will commence on **Saturday, June 1, 2024 at 9 A.M. IST** and will end on **Sunday, June 30, 2024 at 5 P.M. IST**. The remote e-voting module shall be disabled by **Sunday, June 30, 2024 at 5 P.M. IST** for voting thereafter.
- 10) Members whose names appear in the Company's Register of members / List of Beneficial Owners as on the close of business hours on **Friday, May 24, 2024** will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the members as on **Friday, May 24, 2024**.
- 11) The Postal Ballot Notice is uploaded on the website of the Company at [www.astrazeneca.com/india](http://www.astrazeneca.com/india) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 12) The Ordinary Resolutions in the Notice, if approved, shall be deemed to have been passed on the last date of e-voting period i.e., **June 30, 2024**, if approved by the requisite majority.
- 13) Resolutions passed by the members through this Postal Ballot are deemed to have been passed as if it has been passed at a General Meeting of the members.
- 14) The instructions for the members for voting electronically (e-voting) are:

#### **Step 1: Access to NSDL e-Voting system**

##### **A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR Code mentioned below for seamless voting experience</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |

| Type of shareholders                                                                                   | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| <b>Login type</b>                                                  | <b>Helpdesk details</b>                                                                                                                                                                                           |
|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022 - 4886 7000 or 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33      |

**B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

- (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

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>                                                                                                                                    |
|-----------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (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 email id is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- (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](http://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](http://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.

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

- (i) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- (ii) Select ‘EVEN’ of company for which you wish to cast your vote during the remote e-Voting period.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) 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.
- (v) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

### **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 Scrutinizer through e-mail on vijaykt@vjkt.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution /Authority Letter” displayed under “e-Voting” tab in their login.
- (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](http://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](http://www.evoting.nsdl.com) or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Any query or grievance connected with the remote e-voting may be addressed to Mr. Soni Singh, Assistant Manager or Ms. Sarita Mote, Assistant Manager at 022 - 4886 7000/022 - 2499 7000.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to comp.secy@astrazeneca.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to comp.secy@astrazeneca.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The following Explanatory Statements sets out all material facts relating to the Special Business mentioned at Item Nos. 1 and 2 of the accompanying notice dated above and shall be taken as forming part of the Notice:

**Item No. 1: Approval of Material Related Party Transactions to be entered into, by the Company with AstraZeneca UK Limited**

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 into 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 maximize its growth and performance. The aggregate value of these transactions in a year have been exceeding 10% of the Company's turnover. Being "material" in nature, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had taken approval of members at the 44<sup>th</sup> Annual General Meeting of the Company for entering into transactions with AstraZeneca UK Limited for a period from 44<sup>th</sup> Annual General Meeting till the 45<sup>th</sup> Annual General Meeting for an aggregate value of an amount not exceeding ₹600 crore.

Further, to meet the requirement of growing business, it is proposed to seek members' approval pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by way of Ordinary Resolution, for the material Related Party Transactions to be entered into by the Company with AstraZeneca UK Limited for an aggregate value of an amount not exceeding ₹800 crore for purchase, transfer or receipt of products, goods, materials, services, reimbursements, recovery costs, reimbursement on account of transfer price or other obligations for the period from the date of approval of the aforementioned resolution till March 31, 2025.

The purchases of materials and traded goods by the Company were based on agreement executed by the Company with AstraZeneca UK Limited and that the transactions were fair and at arms' length basis and are being done in the course of normal business of selling imported products in the Indian market and other expense reimbursements are charged as per the agreed contract respectively. There is no special or unusual benefits, rights or privileges which are extended or given by the Company to the related party.

None of the Directors or Key Managerial Personnel (KMP) of the Company and their relatives except Mr. Ankush Nandra, Ms. Sylvia Varela and Ms. Hooi Bien Chuah, 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 as set out at Item No. 1 of this Notice for the 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 are related                                  | Mr. Ankush Nandra<br>Ms. Sylvia Varela<br>Ms. Hooi Bien Chuah<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 ₹800 crore for the period from the date of approval of the aforementioned resolution till March 31, 2025. The limit represents 60% of the annual turnover of the Company for the financial year 2023-24. |
| 5       | Any other information relevant or important for the members                | All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.                                                                                                                                                                                                                        |

**Item No. 2: Approval of Material Related Party Transactions to be entered into, by the Company with AstraZeneca AB, Sweden**

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 into 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 AB, Sweden.

The above activities have been essential for the Company to carry out its business operations and maximize its growth and performance. The aggregate value of these transactions in a year have been exceeding 10% of the Company's turnover. Being "material" in nature, pursuant to Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had taken approval of members at the 44<sup>th</sup> Annual General Meeting of the Company for entering into transactions with AstraZeneca AB, Sweden for a period from 44<sup>th</sup> Annual General Meeting till the 45<sup>th</sup> Annual General Meeting for an aggregate value of an amount not exceeding ₹250 crore.

Further, to meet the requirement of growing business, it is proposed to seek members' approval pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by way of Ordinary Resolution, for the material Related Party Transactions to be entered into by the Company with AstraZeneca AB, Sweden for an aggregate value of an amount not exceeding ₹450 crore for purchase, transfer or receipt of products, goods, materials, services, reimbursements, recovery costs, reimbursement on account of transfer price or other obligations for the period from the date of approval of the aforementioned resolution till March 31, 2025.

The purchases of materials and traded goods by the Company are based on agreement executed by the Company with AstraZeneca AB, Sweden and that the transactions are fair and at arms' length basis and are being done in the course of normal business of selling imported products in the Indian market and other expense reimbursements are charged as per the agreed contract respectively. There is no special or unusual benefits, rights or privileges which are extended or given by the Company to the related party.

None of the Directors or Key Managerial Personnel (KMP) of the Company and their except Mr. Ankush Nandra, except Ms. Sylvia Varela and Ms. Hooi Bien Chuah, 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 as set out at Item No. 2 of this Notice for the 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 AB, Sweden                                                                                                                                                                                                                                                                                                                                                                                              |
| 2       | Names of Directors or KMP who are related                                  | Mr. Ankush Nandra<br>Ms. Sylvia Varela<br>Ms. Hooi Bien Chuah<br>(being representatives of AstraZeneca Group on the Board of the Company)                                                                                                                                                                                                                                                                           |
| 3       | Nature of Relationship                                                     | AstraZeneca AB, Sweden is the Holding Company of AstraZeneca Pharmaceuticals AB, Sweden, 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 ₹450 crore for the period from the date of approval of the aforementioned resolution till March 31, 2025. The limit represents 34% of the annual turnover of the Company for the financial year 2023-24. |
| 5       | Any other information relevant or important for the members                | All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.                                                                                                                                                                                                                        |

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

Place: Bengaluru  
Date: May 27, 2024

**Manasa. R**  
Company Secretary