



AstraZeneca Pharma India Limited

Registered Office: Block N1, 12th Floor, Manyata Embassy Business Park,
Rachenahalli, Outer Ring Road, Bengaluru – 560 045

CIN: L24231KA1979PLC003563, **Web:** www.astrazeneca.com/india

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Notice

NOTICE is hereby given that the 46th Annual General Meeting of the Members of AstraZeneca Pharma India Limited will be held on Thursday, August 14, 2025 at 3:00 PM through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') 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, 2025, the Statement of Profit & Loss Account and the Statement of Cash Flows 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 declare Dividend of ₹ 32/- per share on equity shares for the financial year 2024-25.

Item No. 3

To appoint a Director in place of Ms. Hooi Bien Chuah (DIN: 10381891) who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

Item No. 4:

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

RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, 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), Mr. Praveen Rao Akkinapally (DIN: 11137771), who was appointed as an Additional Director of the Company with effect from July 1, 2025 pursuant to Section 161 of the Act and who holds office up to three months from the date of his appointment by the Board or the date of the next General Meeting of the Company, whichever is earlier, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to the requisite approval of the Central government, as may be necessary, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Praveen Rao Akkinapally as a Managing Director of the Company, for a period of 3 (three) years with effect from July 1, 2025, liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty and power to the Board of Directors (including the Nomination and Remuneration Committee), to alter and vary from time to time the terms and conditions of the appointment of the Managing Director, to grant increments, subject to the applicable provisions of the Companies Act, 2013 and subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013, as may be applicable, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure as the Managing Director, Mr. Praveen Rao Akkinapally be paid the aforesaid remuneration as minimum remuneration for that year as specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do or cause to be done all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.

Item No. 5

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

RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time ('the Act'), Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Makarand M. Joshi & Co. (Firm Registration No. P2009MH007000) be and are hereby appointed as the secretarial auditors of the Company for a term of 5 (five) years from the financial year 2025-26 to financial year 2029-30 at such remuneration, plus applicable taxes and other out-of-pocket expenses as stated in the explanatory statement annexed herewith.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do or cause to be done all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.

Item No. 6

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 ₹ 1,00,000/- (Rupees One lakh only) plus applicable 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, 2026, be and is hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do or cause to be done all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.

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

Place: Bengaluru
Date: June 9, 2025

Manasa. R
Company Secretary
Membership No.- A42348

Notes:

- 1) Pursuant to the Ministry of Corporate Affairs ('MCA') circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, and subsequent circulars issued in this regard, the latest one bearing circular no. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars") (collectively referred to as 'MCA Circulars'), MCA has permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
 - 2) 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'). In compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, September 25, 2023 and October 3, 2024, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participants.
 - 3) For members whose e-mail addresses are not registered but mobile numbers are registered with Integrated Registry Management Services Private Limited ('RTA')/Depositories, the weblink for downloading the Notice is being sent through SMS.
 - 4) Members who have not registered their e-mail address and in consequence could not receive the Notice may get their e-mail address registered with the RTA, by clicking the link: <https://www.integratedregistry.in/KYCRegister.aspx> and following the registration process as guided thereafter. Post successful registration of the e-mail 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 irg@integratedindia.in.
- Further, a letter providing the web-link, including the exact path, where complete details of the Annual



Report 2024-25 are available, is being sent to those shareholder(s) who have not so registered their email address(es).

- 5) Members are also requested to register their e-mail address, in respect of electronic holdings with the Depositories/Depository Participant and in respect of physical holdings with the RTA.
- 6) With regard to the process of registration of e-mail address with the RTA, members may get their e-mail address registered with the RTA, by clicking the link: <https://www.integratedregistry.in/KYCRRegister.aspx> and following the registration process as guided thereafter. Otherwise, members are requested to send a request / communication till 48 hours prior to the closure of the voting period to the following e-mail address of the Company or RTA, by quoting the Folio no. / Demat account No. The e-mail address of the Company and the contact details are comp.secy@astrazeneca.com/080 67748000 and RTA's e-mail address and the contact details are irg@integratedindia.in / 080 23460815-18.
- 7) Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 8) The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 9) The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 10) Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
- 11) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as on the date of the AGM will be provided by NSDL.
- 12) In line with the MCA Circulars, the Notice calling the AGM and the Annual Report for 2024-25 has been uploaded on the website of the Company at www.astrazeneca.com/india. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com.
- 13) The Statement pursuant to Section 102 of the Act/ the Listing Regulations, setting out the material facts concerning item no. 4 to 6 of the Notice, being Special Business, is annexed hereto.
- 14) Relevant documents referred to in the accompanying Notice calling the AGM, Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act are available for inspection by the members electronically during the 46th AGM. Members seeking to inspect such documents can send e-mail to comp.secy@astrazeneca.com.
- 15) Payment of dividend as recommended by the Board of Directors, if approved at the meeting, will be made to those members whose names are on the Company's Register of Members on July 18, 2025 (record date) and those whose names appear as Beneficial Owners as at the close of business hours on July 18, 2025 as per the details furnished by the Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
- 16) In accordance with the provisions of the Income Tax Act, 1961 as amended and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. A separate e-mail will be sent at the registered e-mail ID of the members describing about the detailed process to submit the documents/declarations along with the formats in respect of deduction of tax at source on

the dividend payout. Sufficient time will be provided for submitting the documents/ declarations by the members who are desiring to claim beneficial tax treatment.

- 17) Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz. NSDL and CDSL. Members holding shares in certificate form are requested to update bank details with the Company's Registrar and Transfer Agents.
- 18) Members may please note that the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; subdivision of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Members are requested to contact the RTA at irg@integratedindia.in for the same.
- 19) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or the RTA, for assistance in this regard.
- 20) 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.
- 21) 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. Further, the Non-Resident Indian Members are requested to inform to the RTA on change in their residential status on return to India for permanent settlement and particulars of their bank account maintained in India with complete name,

branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

- 22) 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 Act, to the Investor Education and Protection Fund (IEPF), established under Section 125 of the Act. 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 IEPF. 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) along with requisite fee.
- 23) Details as required under the Listing Regulations and Secretarial Standards on General Meetings (SS-2), in respect of the Director(s) seeking appointment/ re-appointment at the AGM forms an integral part of the Notice. The Directors have furnished requisite declarations for appointment/re-appointment as applicable.
- 24) For any communication, the members may also write to the Company's investor e-mail ID: comp.secy@astrazeneca.com.
- 25) Voting Through Electronic Means

In compliance with the provisions of Section 108 of the Act, 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 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 ('remote e-voting') will be provided by NSDL.

The instructions for e-voting are as under:

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 e-mail 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	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 or joining virtual meeting and voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 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. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 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 or joining virtual meeting and voting during the meeting. - Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR Code mentioned below for seamless voting experience NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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 www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my easi username and password. - 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 the 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. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail id 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.

Type of shareholders	Login Method
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 or joining virtual meeting and voting during the meeting.

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.

Login type	Helpdesk details
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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

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) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password/OTP 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 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 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. 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, please follow steps mentioned below in process for those shareholders whose e-mail 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.
- (b) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on 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 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 and join General Meeting 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 and General Meeting is in active status.
- (ii) Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "JOIN GENERAL MEETING".
- (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 participate at the AGM and/or vote through e-voting, 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 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 send a request at evoting@nsdl.com. 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.
- (iv) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- (v) The remote e-Voting period commences on August 10, 2025 (9.00 a.m. IST) and ends on August 13, 2025 (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 August 8, 2025 may cast their vote through remote e-Voting.
- (vi) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of August 8, 2025.
- (vii) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 8, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or irg@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. 022 - 4886 7000/022 - 2499 7000.
- (viii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote

e-voting as well as voting at the AGM through e-voting. For the purpose of e-voting, a person who is not a member as on cut-off date should treat this Notice for information purpose only.

(ix) **The instructions for members for e-voting on the day of the AGM are as under:-**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - b. Only those members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 - c. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.
- (x) The Board of Directors have appointed Mr. Vijayakrishna K.T., Practising Company Secretary, (Membership No. FCS 1788) as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. Mr. Vijayakrishna K.T. has conveyed to the Company his willingness to act as such.
- (xi) 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) working days of conclusion of the meeting, a consolidated Scrutiniser’s Report of the total votes cast in favor or against, if any, to Chairperson or a person authorised by him in writing, who shall countersign the same and declare the resolution of the voting, forthwith.
- (xii) The results declared 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 Company and communicated to the stock exchanges, where the equity shares of the Company are listed, and shall also be displayed on the notice board at the registered office of the Company.



(xiii) **Instructions for members for attending the AGM through VC/OAVM are as under:**

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for members on first cum first served basis.
- c. Members are encouraged to join the Meeting through Laptops for better experience.
- d. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- e. Please note that participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- f. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/folio number, email id, mobile number at comp.secy@astrazeneca.com before 5 p.m. IST on August 8, 2025.
- g. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Members are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

- h. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- i. Members who need assistance before or during the AGM, can contact NSDL at evoting@nsdl.co.in or contact Mr. Soni Singh, Assistant Manager or Ms. Sarita Mote, Assistant Manager at call at 1800-1020-990 / 1800-224-430.

(xiv) **Process for those shareholders whose e-mail ids are not registered** with the depositories for procuring user id and password and registration of e mail 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 e-mail 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 e-mail ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Praveen Rao Akkinipally was appointed as an Additional Director by the Board of the Company with effect from July 1, 2025 to hold office up to three months from the date of his appointment by the Board or the date of the next Annual General Meeting, whichever is earlier. He was also appointed as the Managing Director of the Company with effect from July 1, 2025, subject to the approval of the members.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from a member signifying the intention to propose the appointment of Mr. Praveen Rao Akkinipally as Director of the Company. Further, Mr. Praveen Rao Akkinipally satisfies all the conditions stated in the Part I of the Schedule V to the Companies Act, 2013. Mr. Praveen Rao Akkinipally has provided his consent to act as a Director of the Company and has also confirmed that he is not disqualified from being appointed as a Director pursuant to Section 164 of the Act. Mr. Akkinipally is not debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority.

The remuneration and other terms relating to Mr. Praveen Rao Akkinipally's (Mr. Akkinipally) appointment as a Managing Director of the Company are contained in the agreement dated July 3, 2025 between Mr. Akkinipally and the Company (the 'Agreement'). The key terms of Mr. Akkinipally's appointment are set out below:

1. Mr. Akkinipally to be the Managing Director for a period of three (3) years from July 1, 2025, unless his employment is previously determined in pursuance of any of the provisions of the Agreement.
2. Mr. Akkinipally shall, as Managing Director of the Company, exercise such powers and perform and discharge such duties, functions and responsibilities as the Board shall from time to time in its absolute discretion determine and entrust to him. Mr. Akkinipally shall report, and be answerable and responsible, to the Board and promptly and faithfully obey and observe all directions that may from time to time be given to him by the Board.
3. Mr. Akkinipally shall, so long as he holds the office of Managing Director, be a Director liable to retire by rotation in accordance with the applicable provisions of the Act, or any statutory modification or re-enactment thereof for the time being in force and the Company's Articles of Association.
4. Mr. Akkinipally shall exert his best endeavours to promote the interests and welfare of the Company.
5. Mr. Akkinipally shall undertake such travelling in and outside India as may be necessary in the interest of the Company's business or as may from time to time be required or directed by the Board in connection with or in relation to the business of the Company.
6. In consideration of the faithful and proper performance by Mr. Akkinipally of his duties and responsibilities as Managing Director, the Company shall pay to him:
 - (i) (a) Salary: A salary of ₹ 9,844,282/- (Rupees Ninety eight lakhs forty four thousand two hundred and eighty two only) per annum with such annual increments as the Board may in its absolute discretion determine;
 - (b) Personal Pay: An amount of ₹ 14,766,422/- (Rupees One Crore forty seven lakhs sixty six thousand four hundred and twenty two only) per annum with such annual increments as the Board may in its absolute discretion determine;
 - (c) Housing Assistance: Company leased house with a rental limit of upto ₹ 600,000/- (Rupees Six lakhs only) per month subject to such annual rental increments as may be agreed with the Lessor and approved by CFO or Country Director – HR or HRA including maintenance upto the equivalent amount to be paid at actuals, if the house is self-leased;
 - (d) Variable Performance Bonus as per the Company's Bonus Scheme for the time being and from time to time in force, as the Board may in its absolute discretion determine. The payment of Variable Performance Bonus shall be based both on the Company's overall performance as well as the Managing Director's individual performance; it being expressly agreed and understood that there is no contractual entitlement to bonus.

The Company's Bonus Scheme currently has an on target figure of 25% of Annual Base Pay (which includes Basic Salary, Personal Pay, and Leave Travel Assistance), based on the



Company's overall performance as well as the Managing Director's individual performance.

(ii) In addition to the foregoing, Mr. Akkinapally shall also be entitled to the following benefits:

- (a) the use of a telephone and one internet facility at the Managing Director's residence, the rent, call charges and other outgoings in respect thereof being paid by the Company;
- (b) reimbursement of entertainment expenses actually incurred by Mr. Akkinapally exclusively for the purpose of the Company's business;
- (c) utilisation of a club facility, in accordance with the policy of the Company for the time being in force;
- (d) use of a Company owned and maintained or leased motor car with driver, all expenses for running and maintenance of such motor car to be borne and paid by the Company;
- (e) the benefit of a personal accident insurance, medical insurance and life insurance policy in accordance with the Company's Scheme for the time being in force;
- (f) the benefit of the Company's Provident Fund Scheme in accordance with the Rules of the Scheme for the time being in force, subject to the condition that the Company's contribution thereto shall not exceed such percentage of Mr. Akkinapally's salary as may be permitted from time to time under the Income Tax Rules, 1962 for the time being in force;
- (g) gratuity as per prevalent policy of the Company;
- (h) relocation support, if any, will be provided to Mr. Akkinapally as per the policy of the Company;
- (i) encashment of unavailed privilege leave at the end of his tenure of office as Managing Director of the Company in accordance with the Rules of the Company for the time being in force;

iii. In line with the applicable rewards guidelines in force, Mr. Akkinapally shall be entitled to ESOPs / RSUs and such other equity linked benefits by the Company or by the parent/ group company.

Income Tax, if any, on or in respect of all of the remuneration described in Clauses 5 (i), (ii) and (iii) above shall be borne and paid by Mr. Akkinapally.

7. It is expressly agreed and understood that if in any financial year of the Company during the continuance of the employment of Mr. Akkinapally as Managing Director, the Company has no profits or its profits are inadequate, Mr. Akkinapally shall be entitled to remuneration as aforesaid subject to the limits prescribed in Schedule V to the Act.
8. Either party to be entitled to terminate the Agreement at any time by giving to the other not less than three (3) months prior notice in writing without assigning any reason therefor. However, the Company is entitled to terminate Mr. Akkinapally's employment at any time by payment to him of 3 (three) months' salary in lieu of notice.

The terms of appointment of Mr. Akkinapally are more fully set out in the said Agreement dated July 3, 2025 which will be available for inspection by any member of the Company at the Registered Office of the Company between 10 am to 12 noon on all working days.

Mr. Akkinapally is not related to any other Director and Key Managerial personnel of the Company.

Further, Mr. Akkinapally does not have any interest in the capital of the Company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and does not have having any direct or indirect interest and not related to the directors or promoters of the Company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and he possesses graduate level qualification with expertise and specialized knowledge in the field in which the Company operates.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Akkinapally and his relatives, are concerned or interested in the resolution.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Praveen Rao Akkinapally as the Managing Director of the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for the approval of members.

Item No. 5

M/s. Makarand M. Joshi & Co., (Firm Registration No. P2009MH007000) Mumbai, are considered to be appointed as Secretarial Auditors of the Company for a term of 5 years from the financial year 2025-26 to financial year 2029-30.

Based on recommendation of the Audit Committee, the Board of Directors at its meeting held on May 30, 2025, recommended the appointment of M/s. Makarand M. Joshi & Co. as Secretarial Auditors for a term of 5 years till financial year 2029-30.

M/s. Makarand M Joshi & Co. is registered with the Institute of Company Secretaries of India, engaged with several corporate houses across sectors and have a strong presence in India. The proposed appointment is based on their auditing experience, technical knowledge, independence and capacity to handle the audit of the financial statements of the Company etc.

The remuneration proposed to be paid to M/s. Makarand M. Joshi & Co. for the financial year 2025-26 is ₹ 3,50,000/- (Three lakhs and fifty thousand only) plus applicable tax and reimbursement of out of expenses at actuals. The remuneration is proposed to be retained at the same level, with powers to the Board of Directors to determine and revise the remuneration as may be deemed appropriate based on the recommendation of the Audit Committee in consultation with the Secretarial Auditors during the tenure of the auditor's appointment. Beside the secretarial audit services, the Company may also obtain certifications and other permissible non-secretarial services as required, from time to time, for which they will be remunerated separately on mutually agreed terms.

The proposed remuneration is consistent with those charged to comparable clients, taking into consideration,

the scope and complexity of the work as well as the specific compliance requirements. Further, the enhanced regulatory horizon and obligations have been considered while arriving at the said remuneration. The remuneration paid to Mr. Vijayakrishna K.T. (outgoing auditor) for secretarial audit was ₹ 2,70,000 (Two lakhs and seventy thousand only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses at actuals for the financial year 2024-25.

None of the Director 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 of this Notice for approval of the members.

Item No. 6

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, 2026. 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.

M/s. Rao, Murthy & Associates, Cost Accountants, have confirmed that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959 and are free from any disqualifications specified under the provisions of the Act.

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. 6 of this Notice for the approval of the members.



Annexure – I to Notice

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

Name of the Director	Ms. Hooi Bien Chuah	Mr. Praveen Rao Akkinapally
Age (years)	50	50
Date of Appointment / Re-appointment	November 9, 2023	July 1, 2025
Qualification(s)	MBA from the University of Strathclyde and an LLB (Honours) from the University of Leicester.	Mr. Praveen Rao Akkinapally holds an MBA from The University of Michigan, Ross School of Business and an Master in Public Health from Johns Hopkins University, Bloomberg School of Public Health.
Brief Profile	Ms. Hooi Bien is Asia Area Legal Director for AstraZeneca since April 2021. She has over two decades of legal experience spanning across pharmaceutical, consumer health, technology, and oil and gas industries. Prior to AstraZeneca, she was with Lazada, an ecommerce marketplace platform and logistics company under the Alibaba Group, as SVP Head of Legal (Malaysia) and Litigation Centre of Excellence lead (Southeast Asia). Hooi Bien was also the Legal Director and Ethics & Compliance Officer for GSK Malaysia & Brunei, and had served Shell Malaysia and UCB Asia Pacific in legal and company secretary roles, after starting out her career in private practice with M/s. K.B. Chua & Co in 1998. Hooi Bien holds an MBA from the University of Strathclyde and an LLB (Honours) from the University of Leicester, and was called to the English Bar and Malaysian Bar in 1997 and 1998 respectively. She also held a Leading Professional in Ethics & Compliance certification. In recognition of various achievements, Hooi Bien and her teams had received multiple Asian Legal Business awards, including In-House Lawyer of the Year 2016 (Southeast Asia), Pharmaceutical & Healthcare Team of the Year 2022 (Southeast Asia), Technology, Media & Telecommunications Team of the Year 2021 (Malaysia) and Innovative Team of the Year 2020 (Malaysia).	Mr. Praveen Rao Akkinapally is a seasoned commercial leader with over 20 years of experience spanning the US, global markets, and India in Oncology and Biopharmaceuticals. He has a proven track record of driving transformative business growth at AstraZeneca, including leading the launch of multiple brands and pioneering global commercialization strategies. Recognized with several AstraZeneca Excellence and CEO Awards. He is also committed to building high-performing, inclusive teams—championing gender diversity and employee engagement. As an Oncology Business Unit Head for India, he has overseen rapid growth, advanced AstraZeneca's market position, and set new standards for oncology launches, while actively advocating for improved cancer care policy in India. Further, he has served on the Cancer Round Tables for the Federation of Indian Chambers of Commerce and Industry (FICCI) where he has championed key policy priorities to improve cancer care in the country. Mr. Praveen Rao Akkinapally holds an MBA from The University of Michigan, Ross School of Business and Master in Public Health from Johns Hopkins University, Bloomberg School of Public Health.
Terms and conditions of Appointment/ Reappointment	As per the resolution passed by the shareholders through Postal Ballot on February 6, 2024, Ms. Hooi Bien Chuah was appointed as Director, liable to retire by rotation.	As set out in Item No. 4 of the accompanying Notice read with the Explanatory Statement.
Remuneration last drawn	Nil	₹ 3,41,94,463/- as on March 31, 2025

Name of the Director	Ms. Hooi Bien Chuah	Mr. Praveen Rao Akkinapally
Number of Meetings of Board attended during the financial year 2024-25	8	Not Applicable
Remuneration proposed to be paid	Nil	As set out in Item No. 4 of the accompanying Notice read with the Explanatory Statement.
Directorships held in other listed companies	Nil	Nil
Membership/Chairmanships of Committees of other listed companies	Nil	Nil
Shareholding in the Company (No. of shares)	Nil	Nil
Listed companies from which the person has resigned in the past three years	Nil	Nil
Relationship between Directors, inter-se	None	None

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

Place: Bengaluru
Date: June 9, 2025

Manasa. R
Company Secretary
Membership No.- A42348