

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 42nd Annual General Meeting of the Members of AstraZeneca Pharma India Limited will be held on Monday, August 9, 2021 at 3 p.m. IST 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, 2021, the Audited Profit & Loss Account and the Cash Flow Statement of the Company and Explanatory note annexed thereto or forming part of the above documents, for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Item No. 2

To confirm the payment of interim dividend of ₹ 2/- per equity share for the financial year 2020-21.

Item No. 3

To appoint a Director in place of Mr. Ankush Nandra (DIN: 08737981) who retires by rotation, and being eligible, offers himself for re-appointment.

Item No. 4

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

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ('the Act'), M/s. Price Waterhouse and Co. Chartered Accountants LLP (Firm Registration No. 304026E/E-300009) be and are hereby appointed as the statutory auditors of the Company for a second term of 5 (five) years to hold office from the conclusion this 42nd Annual General Meeting, until the conclusion of 47th Annual General Meeting on such remuneration as may be approved by the Board of Directors of the Company.

SPECIAL BUSINESS

Item No. 5

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Revathy Ashok (DIN: 00057539), who was appointed as an Independent Director to hold office up to December 1, 2021 and being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold the office for a second term of 5 years i.e. from December 2, 2021 to December 1, 2026, not liable to retire by rotation.

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 ₹ 1,75,000 (Rupees One Lakh Seventy Five Thousand only) plus applicable tax and reimbursement of out-of-pocket expenses at actuals, to M/s. Rao, Murthy and 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, 2022, be and is hereby confirmed, approved and ratified.

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

Place: Bengaluru
Date: May 25, 2021

Pratap Rudra
Company Secretary and Legal Counsel

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as 'MCA Circulars') 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 and January 15, 2021, Notice of the AGM along with Annual Report 2020-21 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 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.integratedindia.in/emailupdtation.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 giri@integratedindia.in.
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.integratedindia.in/emailupdtation.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 giri@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 Act.
10. Since the AGM will be held through VC / OAVM, the route map is not annexed in 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (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 arrangement 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 2020-21 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 items 4 to 6 of the Notice, forms part of the Notice.
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 Companies Act, 2013 are available for inspection by the Members electronically during the 42nd AGM. Members seeking to inspect such documents can send e-mail to comp.secy@astrazeneca.com.
15. 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.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members

holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company. 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.

17. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund, established under Section 125 of the Companies Act, 2013. Further, as required under the said Act/Rules, the Shares that are unclaimed by members for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund Authority. The Members/claimants whose unclaimed dividends/shares have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee.

18. Details as required under the Listing Regulations and Secretarial Standards in respect of the Director seeking appointment/re-appointment at the AGM form an integral part of the Notice. The Directors have furnished requisite declarations for their appointment.
19. For any communication, the Members may also write to the Company's investor e-mail ID: comp.secy@astrazeneca.com.
20. Voting Through Electronic Means

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 and joining virtual meeting 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.	- 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 re-directed 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. - 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. - Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- 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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. - 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 as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 above-mentioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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

- Open internet browser by typing the URL: <https://www.evoting.nsdl.com/>
- Click on 'Shareholder/Member' - 'Login'.
- 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.

- 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***

- Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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
- 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, you may get your e-mail address registered with the RTA, by clicking the link: <https://www.integratedindia.in/emailupdtation.aspx> and follow the registration process as guided thereafter. Post successful registration of the e-mail address, you 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.

- (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 resolution, 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 Scrutiniser through e-mail on vijaykt@vjkt.in with a copy marked to evoting@nsdl.co.in.
- (ii) It is strongly recommended that you do not share your new password and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- (iii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and remote E-voting User Manual for Members available at the 'Downloads' Section of www.evoting.nsdl.com or contact NSDL on toll free no. 1800-222-990 or 1800-224-430, or send a request at evoting@nsdl.co.in.
- (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 5, 2021 (9.00 a.m. IST) and ends on August 8, 2021 (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 2, 2021 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 2, 2021.
- (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 2, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or giri@integratedindia.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/Password' option available on www.evoting.nsdl.com or contact NSDL at toll free no. 1800-222-990.
- (viii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through 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 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 has appointed Mr. K. T. Vijayakrishna, Practicing Company Secretary, (Membership No. FCS 1788) as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. Mr. Vijayakrishna has conveyed to the Company his willingness to act as such.
- (xi) The Scrutiniser shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two (2) days of conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the resolution of the voting, forthwith.
- (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 Chairman and communicated to the stock exchanges, where the equity shares of the Company are listed.
- (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, e-mail ID, mobile number at comp.secy@astrazeneca.com before 5 p.m. IST on August 3, 2021.
- 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 call at toll free no.: 18001020990 or 1800224430.

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

Item No. 4

M/s. Price Waterhouse & Co. Chartered Accountants LLP (ICAI Firm Registration No.304026E/E-300009) Bangalore, were appointed as Statutory Auditors of the Company for a term of 5 years in the 37th Annual General Meeting (AGM). The tenure of Statutory Auditors expires at the conclusion of the ensuing 42nd AGM. In accordance with the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, M/s. Price Waterhouse & Co. Chartered Accountants LLP can be appointed as Statutory Auditors of the Company for a further term of five consecutive years.

Based on recommendation of the Audit Committee, the Board of Directors have at their meeting held on May 25, 2021, approved the re-appointment of M/s. Price Waterhouse & Co. Chartered Accountants LLP as Statutory Auditors for a term of 5 years i.e., till the conclusion of the 47th AGM. The re-appointment is subject to approval of members of the Company.

M/s. Price Waterhouse & Co. Chartered Accountants LLP is registered with the Institute of Chartered Accountants of India, engaged with several corporate houses across sectors and have a strong presence in India. The 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 paid to the Statutory Auditors in FY 2020-21 was Rs. 53 lakhs including the out of pocket expenses. 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 at the recommendation of the Audit Committee during the tenure of the auditor's appointment.

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. 4 of this Notice for approval of the Members.

Item No. 5

Ms. Revathy Ashok was appointed as an Independent Director of the Company by the members at the 38th Annual General Meeting of the Company for a period of 5 years from December 2, 2016 to December 1, 2021.

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

Based on recommendation of the Nomination and Remuneration Committee and the approval of the Board at their meeting held on May 25, 2021 and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), Ms. Revathy Ashok, being eligible for re-appointment as an Independent Director and

offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 years from December 2, 2021 to December 1, 2026.

The Company has received declaration from Ms. Revathy Ashok stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations. She has also given her consent to continue to act as Director of the Company, if so appointed by the members. The Company has received notice in writing from a member under Section 160 of the Act proposing the appointment of Ms. Revathy Ashok as an Independent Director of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue the services of Ms. Revathy Ashok as an Independent Director. In the opinion of the Board, she fulfils the conditions of independence for re-appointment to the second term of 5 years.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Ms. Revathy Ashok as an Independent Director for another term of 5 years i.e., December 2, 2021 to December 1, 2026.

Ms. Revathy Ashok is not related to any Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives except Ms. Revathy Ashok and her relatives, are concerned or interested in the above resolution.

The Board recommends the Resolution as set out at Item No. 5 of this Notice for the 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 and 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, 2022. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

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

The Board recommends the Resolution set out at Item No. 6 of this Notice for the approval of the Members.

**Annexure – I to Notice****Additional information on director(s) 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**

Particulars	Mr. Ankush Nandra	Ms. Revathy Ashok
Age (years)	48	62
Date of Appointment/Re-appointment	May 18, 2020	December 2, 2016
Qualification(s)	MA (Oxon) – Chemistry from University of Oxford, ACA (Chartered Accountancy professional qualification) (Institute of Chartered Accountants in England and Wales)	Degree in Science and MBA
Brief profile and nature of their expertise in specific functional areas	Mr. Ankush Nandra in his current role is based in the UK. He leads the commercial finance organisation across the International Region. He is a member of both the International Leadership Team as well as the Global Finance Leadership Team. He joined AstraZeneca in 2015 as the European CFO before moving to his present role in 2018. Prior to joining AstraZeneca, he spent 16 years at GSK based in the UK, US and Australia for a variety of commercial and corporate roles. Before GSK he spent time in M&A with HSBC Investment Bank following qualification as an ACA with KPMG.	Ms. Revathy Ashok runs an Independent Consulting Practice, Iris Consulting working with mid and early stage companies, helping them build value and scale. She is an angel investor with investments in over 15 start-ups and works closely with her investee companies on various strategic matters. She has had successful leadership experience of over thirty-five years spanning variety of industries – Private Equity, software and IT enabled services, manufacturing and infrastructure in Senior Management positions handling a wide variety of portfolios, namely, Capital Raising, Business Development, Finance, Commercial and other strategic general management functions. Her immediate previous positions were Managing Director and Head Finance of Tishman Speyer in India and CFO of Syntel Inc, a Nasdaq listed IT major. She currently serves on the Boards of leading listed companies and multinationals in India and chairs some of the Audit Committees. She has previously headed the CII Finance and Taxation Committee for Southern Region and served on the Governing Council of TiE Bangalore. Her social and philanthropic commitments are manifold. In 2011, Ms. Revathy Ashok was nominated by CII as one of the top women achievers in Business in South India and in 2005, she was named as one of the 10 most powerful women in the Indian IT industry by Dataquest. She has a bachelor's degree in science from Mount Carmel College and is a gold medalist from the Indian Institute of Management, Bengaluru.
Terms and conditions of Appointment/Re-appointment	Appointment as Non-Executive Director, liable to retire by rotation.	As set out in Item No. 5 of the accompanying Notice read with the Explanatory Statement.
Remuneration last drawn	NIL	NIL*

Particulars	Mr. Ankush Nandra	Ms. Revathy Ashok
Number of meetings of Board attended during the year	5	5
Remuneration proposed to be paid	N.A.	N.A.*
Directorships held in other listed companies	NIL	- ADC India Communications Limited - Qess Corp Limited - Welspun Corp Limited
Membership/ Chairmanships of Committees of other listed companies	NIL	- ADC India Communications Limited (Audit Committee Chairperson) - Qess Corp Limited (Audit Committee Member)
Shareholding in the Company (No. of shares)	NIL	NIL
Relationship between Directors, inter-se	None	None

*Ms. Revathy Ashok is eligible for sitting fee for attending each meeting of the Board and Committees. For details of sitting fee paid in the financial year 2020-21, refer Corporate Governance Report.

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

Place: Bengaluru
Date: May 25, 2021

Pratap Rudra
Company Secretary and Legal Counsel