

February 23, 2022

The Manager- Listing

BSE Limited

Corporate Relationship Dept., 5th Floor, New Trading Ring
Rotunda Building, P J Towers, Dalal Street, Fort,
Mumbai - 400001

The Manager- Listing

National Stock Exchange of India Limited

Exchange plaza, 5th Floor, Plot No. C/1, G Block
Bandra –Kurla Complex, Bandra (E),
Mumbai - 400051

Dear Sir(s),

We are enclosing herewith the Postal Ballot Notice dated February 8, 2022 being sent to the Members of the Company to their registered email address, seeking approval of the members for the special business as set out therein.

The Notice is being sent to the Members whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being Friday, February 18, 2022. The e-voting period commences on Monday, February 28, 2022 (9:00 am IST) and ends on Tuesday, March 29, 2022 (05:00 pm IST).

The Company has engaged the National Securities Depository Limited for facilitating e-voting in a secure manner.

The said information is also being made available on the website of the Company i.e. www.astrazeneca.com/india.

We request you to kindly take the same on record.

For **AstraZeneca Pharma India Limited**

Pratap Rudra

Company Secretary & Legal Counsel

Encl: As above.



ASTRAZENECA PHARMA INDIA LIMITED

CIN: L24231KA1979PLC003563

Registered Office: Block N1, 12th Floor, Manyata Embassy Business Park, Rachenahalli,
Outer Ring Road, Bengaluru - 560045

Email: comp.secy@astrazeneca.com, Tel: +91 80 6774 8000, Fax: +91 80 6774 8557

Web: www.astrazeneca.com/india

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To
The Members,
AstraZeneca Pharma India Limited

Notice is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (cumulatively "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the Ordinary Resolution as set out in this Notice is proposed for consideration by the Members of the Company and if thought fit, passing by means of Postal Ballot through remote e-voting.

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

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

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

Members are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. IST on March 29, 2022. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

Members may note that e-voting shall commence at 9.00 a.m. IST on Monday, February 28, 2022 and will remain open up to 5:00 p.m. IST on Tuesday, March 29, 2022.

The Board of Directors of the Company at its Meeting held on February 8, 2022 has appointed Mr. Vijayakrishna K.T, Practising Company Secretary, Bangalore, C.P. No. 980, Membership No. FCS: 1788, as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot through e-voting process, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or a person authorized by him in writing for declaration of the result of the remote e-voting on or before Thursday, March 31, 2022 on completion of the scrutiny of the votes cast through remote e-voting. The results of the remote e-voting and the Scrutinizer’s report will be placed on the Company’s website at www.astrazeneca.com/india, on the website of NSDL at www.evoting.nsdl.com and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the Equity Shares of the Company are listed.

In accordance with Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolution shall be deemed to have been passed on the last date for the voting period i.e., Tuesday, March 29, 2022.

The Resolution proposed to be passed through Postal Ballot through e-voting together with the Explanatory Statement setting out the material facts is as follows:

SPECIAL BUSINESS:

Approval of Material Related Party Transactions to be entered into by the Company with AstraZeneca UK Limited

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendments or re-enactment(s) thereof, approval of the Members be and is hereby accorded, to enter into contracts/ arrangements/ transactions with AstraZeneca UK Limited, a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations for purchase, transfer or receipt of products, goods, materials, services, reimbursement/recovery costs, reimbursement on account of transfer price or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and AstraZeneca UK Limited, for an amount not exceeding in aggregate ₹ 600 Crores for each year, during three (3) financial years (being April 1, 2022 to March 31, 2025).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to finalize the terms and conditions as may be considered necessary, expedient or desirable, in order to give effect to this resolution.”

By order of the Board
For AstraZeneca Pharma India Limited

Place: Bengaluru
Date: February 8, 2022

Pratap Rudra
Company Secretary & Legal Counsel
(Membership No.: A22297)

Notes:

- 1) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposal, is annexed to the Postal Ballot Notice.
- 2) In terms of the MCA Circulars, the Company is sending this Postal Ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
- 3) This Notice is being sent to the Members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited ('Depositories') as at the close of business hours on Friday, February 18, 2022 ('cut-off date'). Members as on the cut-off date would be entitled to vote by way of remote e-voting and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with Integrated Registry Management Services Private Limited, Company's Registrar and Share Transfer Agents ('RTA'), or the Depositories.
- 4) For Members whose e-mail addresses are not registered but mobile numbers are registered with RTA/Depositories, the weblink for downloading the Notice is being sent through SMS.
- 5) Members who have not registered their email address and in consequence could not receive the Notice may get their email address registered with the RTA, by clicking the link: <https://www.integratedindia.in/emailupdtation.aspx> and following the registration process as guided thereafter. Post successful registration of the email address, the Member will receive soft copy of the Notice and the procedure for remote e-voting along with the User ID and the Password to enable remote e-voting for this Notice. In case of any queries, Members may write to giri@integratedindia.in.
- 6) Members are also requested to register their email address, in respect of electronic holdings with the Depositories /Depository Participant and in respect of physical holdings with the RTA.
- 7) With regard to the process of registration of email address with the RTA, Members may get their email address registered with the RTA, by clicking the link: <https://www.integratedindia.in/emailupdtation.aspx> and following the registration process as guided thereafter. Otherwise, Members are requested to send a request / communication between 9.00 am and 5.00 pm on all working days (except Saturday and Sunday) till 48 hours prior to the closure of the voting period to the following email address of the Company or RTA, by quoting the Folio No. / Demat account No. The email address of the Company and the contact details are comp.secy@astrazeneca.com/080 67748000 and RTA's email address and the contact details are giri@integratedindia.in / 080 23460815-18.

- 8) As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Bengaluru (in vernacular language, i.e. Kannada).
- 9) The Communication of the assent / dissent to the Ordinary Resolution proposed in the Notice would take place only through remote e-voting.
- 10) The voting period will commence on Monday, February 28, 2022 at 9 a.m. IST and will end on Tuesday, March 29, 2022 at 5 p.m. IST. The remote e-voting module shall be disabled by Tuesday, March 29, 2022 at 5 p.m. IST for voting thereafter.
- 11) Members whose names appear in the Company's Register of Members / List of Beneficial Owners as on the close of business hours on Friday, February 18, 2022 will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of the Shares registered in the names of the Members as on Friday, February 18, 2022.
- 12) The Postal Ballot Notice is uploaded on the website of the Company at www.astrazeneca.com/india and on the website of NSDL at www.evoting.nsdl.com.
- 13) The Ordinary Resolution in the Notice shall be deemed to be passed on the last date of voting period i.e., Tuesday, March 29, 2022, if approved by the requisite majority.
- 14) The Notice and the Explanatory Statement will be available on the website of the Company www.astrazeneca.com/india.
- 15) Resolution passed by the Members through this Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
- 16) The instructions for the Members for voting electronically (e-voting) are:

Step 1: Access to NSDL e-voting system

- A. Login method for e-voting for Individual shareholders holding securities in demat mode:

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="614 526 1372 1008">1. 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. <li data-bbox="614 1030 1372 1176">2. 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 <li data-bbox="614 1198 1372 1758">3. 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. <li data-bbox="614 1780 1372 1848">4. Members can also download NSDL Mobile App “NSDL Speede” facility

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. 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.</p>
	<p>2. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 details 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 for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

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

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

(iv) Your User ID details are given below

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 email ID is not registered, you may get your email address registered with the RTA, by clicking the link: <https://www.integratedindia.in/emailupdation.aspx> and follow the registration process as guided thereafter. Post successful registration of the email 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 on NSDL e-voting System

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

C. Other instructions:

- (i) Institutional Members (other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc., together with an attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail on vijaykt@vjkt.in with a copy marked to evoting@nsdl.co.in.
- (ii) It is strongly recommended that you do not share your new password and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password?’ or ‘Physical User Reset Password?’ option available on www.evoting.nsdl.com to reset the password.
- (iii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and remote E-voting User Manual for Members available at the ‘Downloads’ section of www.evoting.nsdl.com or contact NSDL on toll free no. 1800 1020 990 /1800 224 430 or send a request at evoting@nsdl.co.in. Any query or grievance connected with the remote e-voting may be addressed to Mr. Soni Singh, Assistant Manager or Ms. Sarita Mote, Assistant Manager at 1800 1020 990 /1800 224 430 / evoting@nsdl.co.in.

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

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice and shall be taken as forming part of the notice.

Approval of Material Related Party Transactions to be entered into by the Company with AstraZeneca UK Limited

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

The above activities have been essential for the Company to carry out its business operations and maximize its growth and performance. The aggregate value of these transactions in a year has been exceeding 10% of the Company's turnover. Being "material" in nature, pursuant to Regulation 23 of the Listing Regulations, the Company had taken approval of members in the Annual General Meeting held on August 7, 2019 for entering into transactions with AstraZeneca UK Limited for a period of 3 years i.e., April 1, 2019 to March 31, 2022, up to an amount not exceeding in aggregate ₹ 500 Crores for each financial year.

The Company estimates that transactions of above nature will be recurrent in each year in the future course of Company's business and are estimated to exceed the materiality threshold of 10% of turnover in the future, pursuant to Regulation 23(1) of the Listing Regulations. Considering the historical levels of such transactions, anticipated business transactions and business environment, it is proposed to seek members' approval by way of an ordinary resolution for related party transactions for an aggregate value of an amount not exceeding ₹ 600 Crores for purchase, transfer or receipt of products, goods, materials, services, reimbursements, recovery costs, reimbursement on account of transfer price or other obligations, for each financial year, during three (3) financial years (being April 1, 2022 to March 31, 2025).

Purchases of materials and traded goods by the Company are based on agreement executed by the Company with AstraZeneca UK Limited. The transactions are fair and at arms' length basis and are being done in the course of normal business of selling imported products in the Indian market. Similarly, with regard to reimbursement of expenses towards salary, travel and other expenses, the same are at cost. There is no special or unusual benefits, rights or privileges which are extended or given by the Company to the related party.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Ankush Nandra and Ms. Weiyang Sarah Wang, being representatives of AstraZeneca group on the Board of the Company may be deemed to be concerned or interested in the resolution.

The Board recommends the Resolution as set out in the Notice for approval of the Members.

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

Sl. No.	Particulars	Information
1	Name of the Related Party	AstraZeneca UK Limited
2	Names of Directors or KMP who is related	Mr. Ankush Nandra Ms. Weiyang Sarah Wang (being representatives of AstraZeneca Group on the Board of the Company)
3	Nature of Relationship	AstraZeneca UK Limited is the Parent Company of AstraZeneca Treasury Limited, United Kingdom, which is the Holding Company of AstraZeneca AB, Sweden, which in turn is the Holding Company of AstraZeneca Pharmaceuticals AB, Sweden and which in turn is the Holding Company of AstraZeneca Pharma India Limited
4	Nature, material terms, monetary value and particulars of the transactions	Purchase, transfer or receipt of products, goods, materials, services, reimbursement/ recovery costs, reimbursement on account of transfer price or other obligations on arm's length basis, not exceeding ₹ 600 Crores in each financial year, during 3 financial years (being April 1, 2022 to March 31, 2025)
5	Any other information relevant or important for the members	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

By order of the Board

For AstraZeneca Pharma India Limited

Pratap Rudra

Company Secretary & Legal Counsel

(Membership No.: A22297)

Place: Bengaluru

Date: February 8, 2022