

March 6, 2024

The Manager - Listing

**BSE Limited**

Corporate Relationship Dept., 5<sup>th</sup> Floor, New Trading Ring,  
Rotunda Building, P J Towers, Dalal Street, Fort,  
Mumbai – 400 001

The Manager - Listing

**National Stock Exchange of India Limited**

Exchange plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block,  
Bandra – Kurla Complex, Bandra (E),  
Mumbai – 400 051

Dear Sir(s),

**Subject: Notice of Postal Ballot dated February 8, 2024**

We are enclosing herewith the Postal Ballot Notice dated February 8, 2024 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, March 1, 2024. The e-voting period commences on Thursday, March 7, 2024 (9:00 am IST) and ends on Friday, April 5, 2024 (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 available on the website of the Company i.e. [www.astrazeneca.com/india](http://www.astrazeneca.com/india).

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

**For AstraZeneca Pharma India Limited**

**Manasa. R**  
**Company Secretary**

Encl: As above.



**ASTRAZENECA PHARMA INDIA LIMITED**

**CIN: L24231KA1979PLC003563**

Registered Office: Block N1, 12<sup>th</sup> 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**

Bengaluru

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

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

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

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

Members are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. IST on **Friday, April 5, 2024**. The assent or dissent received after such date and time shall be treated as if reply from the member has not been received.

Members may note that e-voting shall commence at **9.00 A.M. IST** on **Thursday, March 7, 2024** and will remain open up to **5:00 P.M. IST** on **Friday, April 5, 2024**.

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

The Scrutinizer will submit his report to Chairman, or a person authorized by him in writing for declaration of the result of the remote e-voting on or before **Tuesday, April 9, 2024** on completion of the scrutiny of the votes cast through remote e-voting. The results of the remote e-voting and the Scrutinizer's report will be placed on the Company's website at [www.astrazeneca.com/india](http://www.astrazeneca.com/india), on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the Equity Shares of the Company are listed.

In accordance with Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date for the voting period i.e., **Friday, April 5, 2024**.

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

**SPECIAL BUSINESS:**

**ITEM NO. 1: Appointment of Ms. Bhavana Agrawal (DIN:10485441) as a Director and also as a Whole Time Director of the Company.**

To consider, and if thought fit, to pass, the following as Special 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), Ms. Bhavana Agrawal (DIN:10485441), who was appointed as an Additional Director of the Company with effect from February 8, 2024, pursuant to Section 161 of the Act and who holds office up to three months from the date of her appointment by the Board or the date of the next General Meeting, 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 other applicable provisions, if any, of the Companies Act, 2013,

("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Bhavana Agrawal (DIN: 10485441) as a Whole-time Director of the Company for a period of 3 (three) years from February 8, 2024 to February 7, 2027 (both days inclusive), 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 powers 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 Whole-time Director, to grant increments, subject to the applicable provisions of the Act and the Rules made thereunder.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Ms. Bhavana Agrawal as Whole-time Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or such remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

**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: February 8, 2024

**Manasa. R**  
Company Secretary

**Notes:**

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





- 8) As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Bengaluru (in vernacular language, i.e. Kannada).
- 9) The voting period will commence on **Thursday, March 7, 2024 at 9 A.M. IST** and will end on **Friday, April 5, 2024 at 5 P.M. IST**. The remote e-voting module shall be disabled by **Friday, April 5, 2024 at 5 P.M. IST** for voting thereafter.
- 10) Members whose names appear in the Company's Register of members / List of Beneficial Owners as on the close of business hours on **Friday, March 1, 2024** will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of the Shares registered in the names of the members as on **Friday, March 1, 2024**.
- 11) The Postal Ballot Notice is uploaded on the website of the Company at [www.astrazeneca.com/india](http://www.astrazeneca.com/india) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 12) The Special Resolution in the Notice, if approved, shall be deemed to have been passed on the last date of e-voting period i.e., **Friday, April 5, 2024**, if approved by the requisite majority.
- 13) Resolutions passed by the members through this Postal Ballot are deemed to have been passed as if it has been passed at a General Meeting of the members.
- 14) The instructions for the members for voting electronically (e-voting) are:

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR Code mentioned below for seamless voting experience</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 users to login Easi/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress, as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also be able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 websites.



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

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

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

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

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

- (iv) Your User ID details are given below

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- (a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (b) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/ folio number, your PAN, your name and your registered address.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (vii) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- (viii) Now, you will have to click on 'Login' button.
- (ix) After you click on the 'Login' button, Home page of e-Voting will open.

## **B. Step-2: Cast your vote electronically 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 is in active status.
- (ii) Select ‘EVEN’ of company for which you wish to cast your vote during the remote e-Voting period.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on ‘Submit’ and also ‘Confirm’ when prompted.
- (v) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

## **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 Scrutinizer through e-mail on vijaykt@vjkt.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution /Authority Letter” displayed under “e-Voting” tab in their login.
- (ii) It is strongly recommended that you do not share your new password and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password?’ or ‘Physical User Reset Password?’ option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- (iii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and remote E-voting User Manual for members available at the ‘Downloads’ section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Any query or grievance connected with the remote e-voting may be addressed to Mr. Soni Singh, Assistant Manager or Ms. Sarita Mote, Assistant Manager at 022 - 4886 7000/022 - 2499 7000.

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

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

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

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item No. 1 of the accompanying notice dated above and shall be taken as forming part of the Notice:

**Item No. 1. Appointment of Ms. Bhavana Agrawal (DIN: 10485441) as Director and also as a Whole Time Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, Ms. Bhavana Agrawal was appointed as an Additional Director by the Board of Directors with effect from February 8, 2024. As an Additional Director, Ms. Bhavana Agrawal holds office up to three months from the date of her appointment by the Board or the date of the next General Meeting, whichever is earlier. Further, she was also appointed as the Whole-time Director of the Company for a period of 3 (three) years w.e.f. February 8, 2024 till February 7, 2027, subject to the approval of the members and such other approvals, as may be necessary under the Companies Act, 2013.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the requisite deposit from a Member signifying his/its intention to propose the appointment of Ms. Bhavana Agrawal as Director of the Company.

The remuneration and other terms relating to Ms. Bhavana Agrawal's (Ms. Agrawal) appointment as the Whole-time Director of the Company are contained in the agreement dated March 1, 2024 between Ms. Agrawal and the Company (the 'Agreement'). The key terms of Ms. Agrawal's appointment are set out below:

- 1) Ms. Agrawal to be the Whole-time Director for a period of three (3) years from February 8, 2024, unless her employment is previously determined in pursuance of any of the provisions of the Agreement.
- 2) Ms. Agrawal shall, as Whole-time Director of the Company, exercise such powers and perform and discharge such duties, functions and responsibilities relating to finance. Ms. Agrawal shall report, and be answerable and responsible, to the Managing Director and promptly and faithfully obey and observe all directions that may from time to time be given to her by the Managing Director.
- 3) Ms. Agrawal shall, so long as she holds the office of Whole-time 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) Ms. Agrawal shall devote her entire time and attention during business hours to the business and affairs of the Company and shall exert her best endeavours to promote its interests and welfare.

- 5) In consideration of the faithful and proper performance by Ms. Agrawal of her duties and responsibilities as Whole-time Director, the Company shall pay to her:
- (i) (a) Basic Salary: A basic salary of ₹54,76,244/- (Rupees Fifty-Four Lakhs Seventy-Six Thousand and Two Hundred and Forty-Four only) per annum with such increments as the Board may in its absolute discretion determine;
  - (b) Employee 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 Employee Performance Bonus shall be based both on the Company's overall performance as well as the Whole-time Director's individual performance; it being expressly agreed and understood that there is no contractual entitlement to bonus.
  - (ii) In addition to the above, the Company will provide to Ms. Agrawal:
    - (a) House Rent Allowance– ₹21,90,498/- (Rupees Twenty-One Lakhs Ninety Thousand Four Hundred and Ninety-Eight only) per annum.
    - (b) Leave Travel Allowance– ₹4,38,100 (Rupees Four Lakhs Thirty-Eight Thousand One Hundred only) per annum.
    - (c) Personal Pay– ₹52,89,269 (Rupees Fifty-Two Lakhs Eighty-Nine Thousand Two Hundred and Sixty-Nine only) per annum.
    - (d) Car Allowance– ₹1,48,500 (Rupees One Lakh Forty- Eight Thousand Five Hundred only) per annum.
    - (e) Fuel Allowance– ₹1,48,000 (Rupees One Lakh Forty- Eight Thousand only) per annum.
  - (iii) In addition to the foregoing, Ms. Agrawal shall also be entitled to the following benefits:
    - (a) 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 Ms. Agrawal's salary as may be permitted from time to time under the Income Tax Rules, 1962 for the time being in force.
    - (b) gratuity as per prevalent policy of the Company.
    - (c) the benefit of a personal accident insurance, medical insurance, life insurance policy and employee deposit linked insurance in accordance with the Company's Scheme for the time being in force.
  - (iv) In line with the applicable rewards guidelines in force, Ms. Agrawal 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), (iii) and (iv) above shall be borne and paid by Ms. Agrawal.

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

The terms of appointment of Ms. Agrawal are more fully set out in the said Agreement which will be available for inspection by any member by writing to the Company Secretary at comp.secy@astrazeneca.com.

Further, Ms. Agrawal 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 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. Further, she possesses graduate level qualification with expertise and specialised knowledge in the field in which the Company operates.

This Explanatory Statement may also be considered as the requisite written Memorandum under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Ms. Agrawal as the Whole-time Director of the Company.

Ms. Bhavana Agrawal 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. Agrawal and her relatives, is concerned or interested in the above resolution. The Board recommends the Special Resolution as set out at Item No. 1 of this Postal Ballot Notice for the approval of the members.

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

Place: Bengaluru  
Date: February 8, 2024

**Manasa. R**  
Company Secretary



**Annexure – I to Notice**
**Additional information on director(s) recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:**

Particulars	Ms. Bhavana Agrawal (DIN: 10485441)
Age	45 years
Date of Appointment/Effective date	February 8, 2024
Qualification(s)	Bachelor’s degree in business studies from Delhi University and Fellow Member of Institute of Chartered Accountants of India.
Brief profile and nature of her expertise in specific functional areas	<p>Ms. Bhavana Agrawal is currently the Chief Financial Officer of AstraZeneca Pharma India Limited.</p> <p>She has over two decades of finance experience and has worked across multiple geographies &amp; businesses. She played various roles with GE prior to joining AstraZeneca and her last responsibility was based out of Dubai as a CFO - Services business at GE Healthcare for Middle East, Africa &amp; Russia where she provided Finance leadership to \$300M revenue business across 30+ countries.</p> <p>With her expertise around Commercial Finance, P&amp;L Management, financial planning /Analysis, Cash flow management, Accounting &amp; Controls, she was a strategic finance partner for businesses with consistent performance in maximising revenue, margin and cash. She carries strong leadership with proven record in creating positive team culture and growth. Prior to CFO role, she had undertaken multiple roles across finance domain between 2003 to 2015 in Dubai and India for GE.</p> <p>Ms. Bhavana Agrawal is an All-India rank holder as a Chartered Accountant.</p>
Terms and conditions of appointment	As set out in Item No. 1 of the Postal Ballot Notice read with the Explanatory Statement.
Remuneration last drawn	₹12,17,597/- (Rupees Twelve Lakhs Seventeen Thousand Five Hundred and Ninety-Seven only) per month.

Number of meetings of Board attended during the year as a Director	1
Remuneration proposed to be paid	As set out in Item No. 1 of the accompanying Postal Ballot Notice read with the Explanatory Statement.
Directorships held in other listed companies	Nil
Membership / Chairmanships of Committees of other listed companies	Nil
Shareholding in the Company (No. of shares)	Nil
Relationship between Directors/KMP inter-se	None

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

Place: Bengaluru  
Date: February 8, 2024

**Manasa. R**  
Company Secretary