

July 15, 2022

The Manager - Listing  
**National Stock Exchange of India Ltd.**  
Exchange plaza, 5<sup>th</sup> Floor, Plot No.C/1, G Block  
Bandra-Kurla Complex, Bandra (E),  
Mumbai 400051

The Manager - Listing  
**BSE Limited**  
Corporate Relationship Dept., 1<sup>st</sup> Floor, New Trading Ring  
Rotunda Buiding, P J Towers, Dalal Street, Fort,  
Mumbai 400001

Dear Sir,

**Sub: Notice of 43<sup>rd</sup> Annual General Meeting**  
**Ref: Scrip Code - BSE: 506820 / NSE: ASTRAZEN**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 43<sup>rd</sup> Annual General Meeting of the Company scheduled to be held on Monday, August 8, 2022 at 3.00 p.m. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

The Notice is being sent to the members of the Company through electronic mode.

The said Notice and the Annual Report for the financial year ended March 31, 2022 is available on the website of the Company at [www.astrazeneca.com/india](http://www.astrazeneca.com/india).

This is for your kind information and records.

Thanking you,

For AstraZeneca Pharma India Limited

Pratap Rudra  
Company Secretary & Legal Counsel

Encl: as above

## AstraZeneca Pharma India Limited

Registered Office: Block N1, 12<sup>th</sup> Floor, Manyata Embassy Business Park,  
Rachenahalli, Outer Ring Road, Bengaluru - 560 045  
CIN: L24231KA1979PLC003563, Web: www.astrazeneca.com/india  
E-mail: comp.secy@astrazeneca.com, Tel: +91 80 6774 8000, Fax: +91 80 6774 8557

## Notice

**NOTICE is hereby given that the 43<sup>rd</sup> Annual General Meeting of the Members of AstraZeneca Pharma India Limited will be held on Monday, August 8, 2022 at 3 p.m. 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, 2022, the Statement of Profit and Loss and the Statement of Cash Flows of the Company and Explanatory note annexed thereto or forming part of the above documents, for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

#### Item No. 2

To confirm the payment of interim dividend of ₹ 2/- per equity share for the financial year 2021-22 and to declare Final Dividend of ₹ 8/- per share on equity shares for the financial year 2021-22.

#### Item No. 3

To appoint a Director in place of Mr. Rajesh Marwaha (DIN: 01458768) who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### Item No. 4

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. Shilpa Shridhar Divekar (DIN: 06619353), who was appointed as an Additional Director of the Company w.e.f. December 29, 2021, who holds office up to the date of Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five consecutive years i.e. from December 29, 2021 to December 28, 2026, not liable to retire by rotation.

#### Item No. 5

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

**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, including any statutory modification(s) or amendments or re-enactment(s) thereof, approval of the Members be and is hereby accorded, to enter into contracts/ arrangements/ transactions with AstraZeneca UK Limited, a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations for purchase, transfer or receipt of products, goods, materials, services, reimbursement/ recovery costs, reimbursement on account of transfer price or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and AstraZeneca UK Limited, for an amount not exceeding in aggregate ₹ 400 crore for the period from the 43<sup>rd</sup> Annual General Meeting until the 44<sup>th</sup> Annual General Meeting.

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

#### Item No. 6

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

**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, including any statutory modification(s) or amendments or re-enactment(s) thereof, approval of the Members be and is hereby accorded, to enter into contracts/ arrangements/ transactions with AstraZeneca AB, Sweden, a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations for purchase, transfer or receipt of products, goods, materials, services, reimbursement/ recovery costs, reimbursement on account of transfer price or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and AstraZeneca AB, Sweden, for an amount not exceeding in aggregate ₹ 120 crore for the period from the 43<sup>rd</sup> Annual General Meeting until the 44<sup>th</sup> Annual General Meeting.

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

#### Item No. 7

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 & 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, 2023, be and is hereby confirmed, approved and ratified.

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

Place: Bengaluru  
Date: May 26, 2022

**Pratap Rudra**  
Company Secretary & Legal Counsel

### NOTES:

- 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 08, 2020, April 13, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 (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.
- 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 Circular dated May 12, 2020, January 15, 2021 and May 13, 2022, Notice of the AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants.
- 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.
- 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/emailupdate.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](mailto:giri@integratedindia.in).
- 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.
- 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/emailupdate.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](mailto:comp.secy@astrazeneca.com)/080 67748000 and RTA's e-mail address and the contact details are [giri@integratedindia.in](mailto:giri@integratedindia.in)/080 23460815-18.
- 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.
- 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.
- 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.
- Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.
- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & 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 agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as on the date of the AGM will be provided by NSDL.

12. In line with the MCA Circulars, the Notice calling the AGM and the Annual Report for 2021-22 has been uploaded on the website of the Company at [www.astrazeneca.com/india](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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 7 of the Notice, being Special Business, is annexed hereto.
14. Relevant documents referred to in the accompanying Notice calling the AGM, Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act are available for inspection by the Members electronically during the 43<sup>rd</sup> AGM. Members seeking to inspect such documents can send e-mail to [comp.secy@astrazeneca.com](mailto:comp.secy@astrazeneca.com).
15. Payment of dividend as recommended by the Board of Directors, if approved at the meeting, will be made to those members whose names are on the Company's Register of Members on July 8, 2022 (record date) and those whose names appear as Beneficial Owners as at the close of business hours on July 8, 2022 as per the details furnished by the Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
16. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. A separate e-mail will be sent at the registered e-mail ID of the members describing about the detailed process to submit the documents/declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the members who are desiring to claim beneficial tax treatment.
17. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories viz. NSDL and CDSL. Member holding shares in certificate form are requested to update bank details with the Company's Registrar and Transfer Agents.
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in

dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Members are requested to contact Integrated Registry Management Services Private Limited at [giri@integratedindia.in](mailto:giri@integratedindia.in) for the same.

19. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Integrated Registry Management Services Private Limited, for assistance in this regard.
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. 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.
22. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred under Section 124 of the Act, to the Investor Education and Protection Fund, established under Section 125 of the Act. Further, as required under the said Act/Rules, the Shares that are unclaimed by members for seven consecutive years or more shall be transferred to the 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](http://www.iepf.gov.in)) along with requisite fee.
23. 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, as applicable.
24. For any communication, the Members may also write to the Company's investor e-mail ID: [comp.secy@astrazeneca.com](mailto:comp.secy@astrazeneca.com).

## 25. Voting Through Electronic Means

In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ('remote e-voting') will be provided by NSDL.

The instructions for e-voting are as under:

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

#### A. Login method for e-Voting 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.	<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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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 or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility for seamless voting experience.</li> </ol>
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 URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</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; e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> 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.

(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***

- 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/emailupdate.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.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - 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).
  - 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).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

- Now, you will have to click on 'Login' button.
- 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**

- 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.
- 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".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Other instructions:**

- 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](mailto:vijaykt@vjkt.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 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.
- 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 contact NSDL on toll free no. 1800-1020-990/1800 224 430 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 1080-1020-990/1800-224-430, or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- 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).
  - The remote e-voting period commences on August 4, 2022 (9.00 a.m. IST) and ends on August 7, 2022 (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 1, 2022 may cast their vote through remote e-voting.
  - 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 1, 2022.
  - 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 1, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [giri@integratedindia.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at toll free no. 1800-1020-990/1800-224-430.
  - 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:-**
- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - Only those Members/shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  - 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.
  - 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.
- The Board of Directors has appointed Mr. K. T. Vijaykrishna, Practicing Company Secretary, (Membership No. FCS 1788) as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. Mr. Vijaykrishna 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](http://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.nsd.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](mailto:comp.secy@astrazeneca.com) before 5 p.m. IST on August 2, 2022.
- (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 times 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](mailto:evoting@nsdl.co.in) or contact Mr. Soni Singh, Assistant Manager or Ms. Sarita Mote, Assistant Manager at 1800-1020-990/1800-224-430.

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

### Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), Ms. Shilpa Shridhar Divekar who was appointed as an Additional Director (Independent) on the Board of the Company with effect from December 29, 2021 to hold office till the date of the ensuing Annual General Meeting, is proposed to be appointed as an Independent Director for a term of five consecutive years from December 29, 2021 to December 28, 2026, not liable to retire by rotation.

The Company has received declaration from Ms. Shilpa Shridhar Divekar 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 act as Director of the Company. The Company has received notice in writing from a member under Section 160 of the Act proposing the appointment of Ms. Shilpa Shridhar Divekar 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 avail services of Ms. Shilpa Shridhar Divekar as an Independent Director. In the opinion of the Board, she fulfils the conditions of independence for appointment as an Independent Director and is independent of the Management. Her appointment factors her diverse skills, leadership capabilities, understanding of Indian market, strategic outlook, operational experience, government affairs, financial and general management expertise etc., as being key requirement for this role.

Ms. Shilpa Shridhar Divekar 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. Shilpa Shridhar Divekar and her relatives, are concerned or interested in the above resolution.

The Board recommends the Resolution as set out at Item No. 4 of this Notice for the approval of the Members.

### Item No. 5

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 maximise 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 through postal ballot on March 29, 2022 for entering into transactions with AstraZeneca UK Limited for a period of 3 years i.e. April 1, 2022 to March 31, 2025, up to an amount not exceeding in aggregate ₹ 600 crore for each financial year.

However, in accordance with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 and SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 the validity of the Related Party Transactions which has been approved by the members in meetings other than in AGM shall not exceed one year.

In view of the same, the Company is seeking the approval of members for the Related Party Transactions to be entered into by the Company with AstraZeneca UK Limited.

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 transitions, 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 ₹ 400 crore for purchase, transfer or receipt of products, goods, materials, services, reimbursements, recovery costs, reimbursement on account of transfer price or other obligations, for the period from the 43<sup>rd</sup> Annual General Meeting till the 44<sup>th</sup> Annual General Meeting.

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

None of the Directors or Key Managerial Personnel 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 at Item No. 5 of this Notice for the approval of the Members.

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

Sl. No.	Particulars	Information
1.	Name of the Related Party	AstraZeneca UK Limited
2.	Names of Directors or KMP who 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 ₹ 400 crore for the period from of the 43 <sup>rd</sup> Annual General Meeting till the 44 <sup>th</sup> Annual General Meeting. The limit represents 49% of the annual turnover of the Company for the financial year 2021-22.
5.	Any other information relevant or important for the members	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

#### Item No. 6

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

The above activities have been essential for the Company to carry out its business operations and maximise its growth and performance. The aggregate value of these transactions in a year might exceed 10% of the Company's turnover. Being "material" in nature, pursuant to Regulation 23 of the Listing Regulations, the Company is seeking the approval of members for the related party transactions to be entered into by the Company with AstraZeneca AB, Sweden by way of an ordinary resolution for an aggregate value of an amount not exceeding ₹ 120 crore for purchase, transfer or receipt of products, goods, materials, services, reimbursements, recovery costs, reimbursement on account of transfer price or other obligations, for the period from the 43<sup>rd</sup> Annual General Meeting till the 44<sup>th</sup> Annual General Meeting.

The purchases of materials and traded goods by the Company are based on agreement executed by the Company with AstraZeneca AB, Sweden and that the transactions are fair and at arms' length basis and are being done in the course of normal business of selling imported products in the Indian market and other expense

reimbursements are charged as per the agreed contract respectively. There is no special or unusual benefits, rights or privileges which are extended or given by the Company to the related party.

None of the Directors or Key Managerial Personnel 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 at Item No. 6 of this Notice for the approval of the Members.

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

Sl. No.	Particulars	Information
1.	Name of the Related Party	AstraZeneca AB, Sweden
2.	Names of Directors or KMP who 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 AB, Sweden is the Holding Company of AstraZeneca Pharmaceuticals AB, Sweden, which in turn is the Holding Company of AstraZeneca Pharma India Limited.
4.	Nature, material terms, monetary value and particulars of the transactions	Purchase, transfer or receipt of products, goods, materials, services, reimbursement/ recovery costs, reimbursement on account of transfer price or other obligations on arm's length basis, not exceeding ₹ 120 crore for the period from the 43 <sup>rd</sup> Annual General Meeting till the 44 <sup>th</sup> Annual General Meeting. The limit represents 15% of the annual turnover of the Company for the financial year 2021-22.
5.	Any other information relevant or important for the members	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

#### Item No. 7

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 000065) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023. 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. 7 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	Ms. Shilpa Shridhar Divekar	Mr. Rajesh Marwaha
Age (years)	48	59
Date of Appointment/ Re-appointment	December 29, 2021	December 2, 2019
Qualification(s)	Master of Business Administration, Chartered Accountant, Cost & Works Accountant, Post Graduate Degree in Commerce	Degree in Commerce and Member of Institute of Chartered Accountants of India
Brief profile and nature of their expertise in specific functional areas	Ms. Shilpa Shridhar Divekar has over two decades of rich experience across consulting and food & agriculture sectors. As part of her leadership journey, she led Regional Business Strategy for Asia Pacific and co-led Global Smallholder Strategy at Bayer CropScience. She served as the Chief Executive Officer of Monsanto India from 2014 to 2018 and was also responsible as Managing Director of the publicly listed entity in India. Prior to her 12 years stint at Bayer and Monsanto, she was the Head of Strategy & Business Development for Bunge India, a US headquartered multinational involved in oilseeds, commodity trading & foods.  She started her career journey in 1996 at Arthur Andersen and KPMG, and gained significant experience serving clients in diverse industry sectors. Since April 2020, she has chosen to be a mentor to businesses seeking to turnaround, grow or start-up. In 2017, she was recognised among the Top 50 Most Powerful Women Leaders by Fortune India.	Mr. Rajesh Marwaha has been the Chief Financial Officer of the Company since August 2014.  He has over two decades of Indian and International working experience. His experience includes varied roles in FMCG, Home Appliances, Pharmaceutical and Retail Mall sector. During his past work tenure, his main experience has been to set up new subsidiaries in different countries which has developed a strong business enabling approach in him.  He is a member of the Institute of Chartered Accountants of India.  Prior to joining AstraZeneca, he had worked with PepsiCo for seven years. He joined Groupe SEB SA, a French company in home appliances business in 1996. There, he worked in different functions; finance in India, Global internal audit at headquarter in France, Regional Controller Sales & Commercial in Dubai. Post a successful stint, he came back to India to join MSD pharmaceuticals in India in 2008 and worked there for 6 years.
Terms and conditions of Appointment/ Reappointment	As set out in item no. 4 of the accompanying Notice read with the Explanatory Statement. The draft terms and conditions for appointment of independent directors are set out in the Company's website at <a href="https://www.astrazeneca.in/content/dam/az-in/pdf/files/Terms-and-Conditions-of-Appointment-of-Independent-Director.pdf">https://www.astrazeneca.in/content/dam/az-in/pdf/files/Terms-and-Conditions-of-Appointment-of-Independent-Director.pdf</a>	As per the resolution passed by the shareholder at the Annual General Meeting held on August 10, 2020, Mr. Rajesh Marwaha was appointed as a Whole-time Director, liable to retire by rotation.
Remuneration last drawn	NIL*	As disclosed in the Corporate Governance Report
Number of meetings of Board attended during the year	1	5
Remuneration proposed to be paid	NA*	As per existing terms and conditions as approved by shareholders in the Annual General Meeting of the Company held on August 10, 2020
Directorships held in other listed companies	NIL	NIL
Membership/ Chairmanships of Committees of other listed companies	NIL	NIL
Shareholding in the Company (No. of shares)	NIL	NIL
Relationship between Directors, inter-se	None	None

\* Ms. Shilpa Shridhar Divekar is eligible for sitting fee for attending each meeting of the Board and Committee. For details of sitting fee paid in the financial year 2021-22, refer Corporate Governance Report.

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

**Pratap Rudra**  
Company Secretary & Legal Counsel

Place: Bengaluru  
Date: May 26, 2022