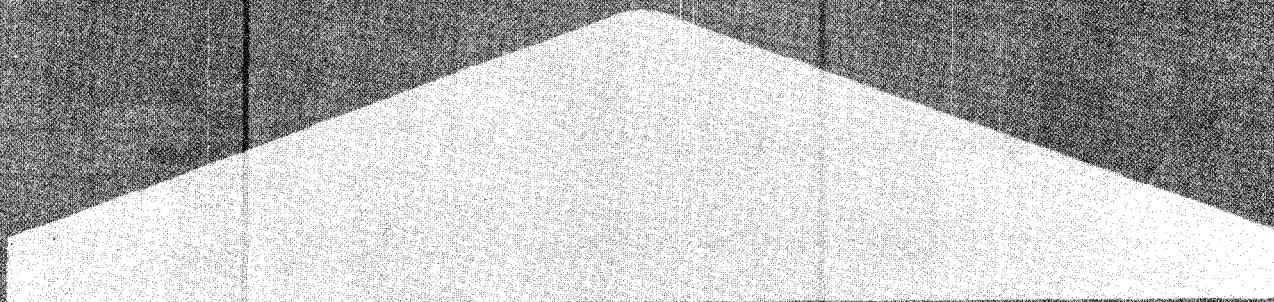


AstraZeneca Annual Report | 2009

Health in the real world



AstraZeneca

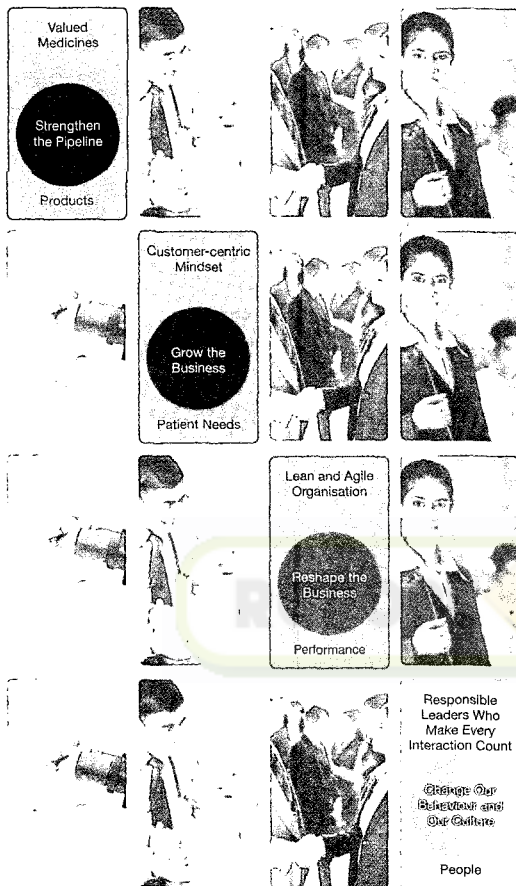


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Foreword

Making the most
meaningful difference to patient health
through great medicines



Core Values

INTEGRITY AND HIGH ETHICAL STANDARDS

RESPECT FOR THE INDIVIDUAL AND DIVERSITY

OPENNESS, HONESTY, TRUST AND SUPPORT FOR EACH OTHER

LEADERSHIP BY EXAMPLE AT ALL LEVELS

AstraZeneca (AZ) is a global, innovation-driven biopharmaceutical business. Our mission is to make the most meaningful difference to the health of patients through great medicines. We do this with a range of medicines designed to improve patients' health and quality of life around the world.

We are committed to developing each activity within our business in a responsible way. Our work is supported by our values and the conduct of employees in working with each other and our stakeholders.

We believe that our approach delivers lasting value for patients, society and our shareholders.

AZ India embarked on a strategy to significantly enhance its presence in the Indian Pharma market. As part of this strategy, we have launched eight products in the Indian market in 2009, including an international blockbuster drug – CRESTOR™.

We have also significantly expanded the field force size in the country to improve our presence in the market.

These initiatives have helped position the company to effectively compete in the market place vis a vis larger players in the Indian market, in terms of market presence and coverage. By increasing our market presence and coverage we expect to deliver medicines that will improve the health of a larger number of patients in India and thereby create value for our shareholders.

AstraZeneca Pharma India Limited

Board of Directors

Mr. D.E.Udwadia, *Chairman*
 Mr. K.S.Shah
 Mr. Ian Brimicombe
 Mr. Bhaskar V. Iyer (till February 23, 2010)
 Mr. Francis McNamara III
 Mr. Luigi Felice La Corte (w.e.f March 25, 2010)
 Mr. Anandh Balasundaram, *Managing Director*

Auditors

BSR & Co., Bangalore

Legal Advisors

Udwadia & Udeshi, Mumbai

Bankers

The Hongkong and Shanghai
 Banking Corporation Limited

Corporate and Registered Office

'Avishkar', Off Bellary Road
 Hebbal, Bangalore 560 024

Factory

12th Mile on Bellary Road
 Kattigenahalli Village, Yelahanka
 Bangalore 560 063

Sales Outlets

Ahmedabad, Bangalore*, Chennai, Cuttack,
 Dehradun, Delhi*, Ghaziabad, Guwahati,
 Secunderabad, Indore, Jaipur, Kochi, Kolkata
 Lucknow, Mumbai, Patna, Ranchi, Vijayawada,
 Chandigarh, Panchkula and Zirakhpur.

*Company outlets

Committees of Directors

Audit Committee

Mr. K.S.Shah, *Chairman*
 Mr. D.E.Udwadia
 Mr. Bhaskar V.Iyer (till February 23, 2010)
 Mr. Luigi Felice La Corte (w.e.f March 25, 2010)

Shareholders'/Investors' Grievance Committee

Mr. K.S.Shah, *Chairman*
 Mr. Anandh Balasundaram

Chief Financial Officer

Mr. S.J.V.Chelliah

Company Secretary

Mr. N.R.Srinivasan

Annual General Meeting

at 3:30 PM. on Thursday, May 20, 2010

at The Ball Room,
 The Taj West End Hotel, Race Course
 Road, Bangalore 560-001

Notice

Notice is hereby given that the 31st Annual General Meeting of the Members of AstraZeneca Pharma India Limited will be held at 3:30 P.M. on Thursday, May 20, 2010 at The Ball Room, The Taj West End Hotel, Race Course Road, Bangalore 560 001, to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at December 31, 2009 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon
2. To declare a Dividend
3. To appoint a Director in place of Mr. Francis McNamara III, who retires by rotation, and, being eligible, offers himself for re-appointment
4. To appoint a Director in place of Mr. Anandh Balasundaram, who retires by rotation, and, being eligible, offers himself for re-appointment
5. To appoint a Director in place of Mr. Luigi Felice La Corte who was appointed as an Additional Director by the Board of Directors with effect from March 25, 2010 under Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting, and, being eligible, offers himself for re-appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the said Act, signifying his intention to propose Mr. Luigi Felice La Corte's candidature for the office of Director
6. To appoint M/s. BSR & Co., Chartered Accountants, as Statutory Auditors to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The relevant details as required by Clause 49 of the Listing Agreement executed with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors under item nos. 3, 4 and 5 are annexed. An Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 ('the Act'), in respect of Item no. 5 is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, May 8, 2010 to Thursday, May 20, 2010 (both days inclusive).
4. The Dividend, if any, that may be declared at the Meeting will be paid on or before Saturday, June 19, 2010 to those members entitled thereto whose names appear in the Register of Members of the Company at the close of business hours on Friday, May 7, 2010.
5. Members are requested to immediately notify change of address, if any, to the Company's Registrar & Share Transfer Agents, M/s. Alpha Systems Private Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560 003 (Telephone No. 080-23460815 -18, Fax No. 080-23460819).
6. For the convenience of Members and for the proper conduct of the Meeting, entry to the place of Meeting will be regulated by an Attendance Slip, which is annexed to the Proxy Form. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
7. Members holding more than one Share Certificate in different folios are requested to kindly apply for consolidation of share folios and send the relative share certificates to the Company's Registrar & Share Transfer Agents. Members are requested to quote the Folio numbers / Client ID / DP ID in all correspondence.
8. Members are advised to avail of the National Electronic Clearing Service (NECS) facility for dividends that may be declared. To avail of this facility, those members holding shares in physical form, are requested to return

the duly filled in NECS form enclosed herewith to the Company's Registrar & Share Transfer Agents. Members holding shares in demat mode are requested to provide the details to NSDL and CDSL, as the case may be, through their respective Depository Participant (DP).

9. (a) Members may please note that unpaid or unclaimed Dividends in respect of the financial years upto 1993-94 have been transferred to the credit of the General Revenue Account of the Central Government in terms of Section 205A of the Companies Act, 1956. Members who have not encashed the dividend warrants for the aforesaid financial years are requested to claim the amount from the Registrar of Companies-Karnataka, Kendriya Sadan, 2nd Floor, 'E' Wing, Kormangala, Bangalore 560 034. Intimations have been sent to the Members concerned, pursuant to Rule 4A of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978.
- (b) Members may also please note that consequent to the amendment to Section 205A (5) of the Act and the introduction of Section 205C by the Companies (Amendment) Act, 1999, all amounts transferred to the Unpaid Dividend Account of the Company for the years 1994-95, 1995-96, 1996-97, 1997-98, 1998-99, 1999-00, 2000-01 and 2001(nine months) remaining unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer have been transferred to the Investor Education and Protection Fund.
10. Members are requested to note that as prescribed by the Securities and Exchange Board of India (SEBI), trading in securities of the Company is in dematerialised form only. Hence, Members who are yet to dematerialise their shares are advised to do so. The Company has entered into agreements with NSDL and CDSL for demat facilities.

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

N R Srinivasan
Company Secretary

Place: Mumbai
Dated: March 25, 2010

Registered Office:

'Avishkar', Off Bellary Road
Hebbal, Bangalore - 560 024

Explanatory Statement

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 5

Mr. Luigi Felice La Corte was appointed as an Additional Director by the Board with effect from March 25, 2010. In terms of Section 260 of the Act, read with Article 116 of the Articles of Association of the Company, Mr. La Corte holds office as an Additional Director only upto the date of this Annual General Meeting of the Company, but is eligible for re-appointment.

Notice in writing has been received from a Member under Section 257 of the Act, signifying his intention to propose Mr. La Corte as a candidate for the office of Director, along with a deposit of Rs. 500/- (Rupees Five Hundred Only), which shall be refunded to the Member, if Mr. La Corte is elected as a Director.

A brief resume of Mr. La Corte is given in the Annexure to the Notice. Relevant details concerning Mr. La Corte are contained in the last column of the Annexure to the Notice.

The Directors consider that the appointment of Mr. La Corte as a Director will be beneficial to the Company having regard to his knowledge and experience. The Directors accordingly recommend that he be appointed as a Director.

Mr. La Corte is interested in the resolution at Item no. 5 since it relates to his appointment as Director.

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

 **N R Srinivasan**
Company Secretary

Place: Mumbai
Dated: March 25, 2010

Registered Office:

'Avishkar', Off Bellary Road
Hebbal, Bangalore - 560 024

Annexure to Notice

Details of the Directors seeking appointment/re-appointment at the 31st Annual General Meeting

Particulars	Mr. Francis McNamara III	Mr. Anandh Balasundaram	Mr. Luigi Felice La Corte
Date of Birth	January 8, 1965	September 22, 1965	December 9, 1969
Nationality	American	Indian	Italian
Date of Appointment	February 18, 2009	June 1, 2007	March 25, 2010
Qualifications	<p>University of Pittsburgh School of Law, Pittsburgh, Pennsylvania Juris Doctor, Cum Laude, May 1990 Honors: University of Pittsburgh Law Review</p> <p>The Pennsylvania State University, University Park, Pennsylvania Bachelor of Arts in Political Science, May 1987</p>	<p>Post Graduate Diploma In Management (MBA) from Indian Institute of Management (IIM-Ahmedabad)</p> <p>Bachelor of Technology from Indian Institute of Technology, Delhi</p>	<p>Graduated with honours in 'Economia e Commercio' (Business & Economics) at LUISS University in Rome, Italy.</p> <p>Obtained a Research Scholarship for the final dissertation.</p> <p>Completed two terms at the Management School of Lancaster University (UK) within the Erasmus Scholarship/Exchange Program.</p> <p>Scientific Upper School Diploma ('Maturità Scientifica') in Rome.</p> <p>Studied four years in Williamsburg, Va., USA.</p>
Expertise in specific functional area	<p>Mr. McNamara has over 17 years of experience.</p> <p>He is Regional Compliance Director working in AsiaPac Region. Currently Mr. McNamara is a part of the AsiaPac Regional Compliance Committee and is responsible for all aspects of compliance in the Region.</p> <p>Compliance in the marketing companies is supported by Mr. McNamara, including initiating, overseeing and monitoring of audits, investigating policy breaches/non-compliant activities and conducting compliance training as necessary.</p>	<p>Mr. Balasundaram has over 20 years of experience.</p> <p>Mr. Balasundaram has joined the Company in the year 2005 as Vice President –Sales & Marketing. He took over the charge as the Managing Director from year 2007. Before joining the Company, he worked with Cadbury's and Unilever in various capacities in Sales and Marketing. He headed all India Sales in Cadbury's and E-business initiatives in Unilever.</p>	<p>Mr. La Corte has 17 years of experience.</p> <p>He is Regional Finance Director of AstraZeneca working in AsiaPac Region leading Finance, IS, Purchasing. Prior to this he was the CFO and member of the Board for AZ Italy for over 3 years.</p> <p>Before joining AstraZeneca, he has worked as a Director-Finance & Administration at Alliance Unichem Italy, Senior Consultant at Bain & Company, Italy, Manager International Corporate Finance at PepsiCo for Europe and Middle East Region, Group Manager Financial Planning & Analysis at P&G Nordic, Manager-Capital</p>

Particulars	Mr. Francis McNamara III	Mr. Anandh Balasundaram	Mr. Luigi Felice La Corte
	<p>Before taking up the role of Regional Compliance Director, he was Regional Legal Affairs Director leading licensing and business development transactions, providing commercial brand support, dealing with prescription drug law and marketing and sales matters, providing advise with respect to the arrangement with Merck & Co. Inc., and <i>counselling the clinical</i> development function.</p> <p>Prior to joining AstraZeneca, he was engaged in a diverse corporate and transactional private practice involving mergers and acquisitions, securities matters and general counselling of senior management.</p>		<p>Markets/ Treasury at P&G Europe and Financial Analysis & Planning at P&G Belgium.</p>
Directorships held in other Public Companies (excluding foreign companies)	NIL	Member of Organisation of Pharmaceutical Producers of India (OPPI)	NIL
Memberships/ Chairmanships of Committees of other public companies (included only Audit and Shareholders' Investors' Grievance Committee)	NIL	NIL	NIL
Shareholding in the Company (No. of shares)	NIL	NIL	NIL

Directors' Report

Your Directors have pleasure in presenting their 31st Report together with the Audited Accounts of the Company for the year ended December 31, 2009.

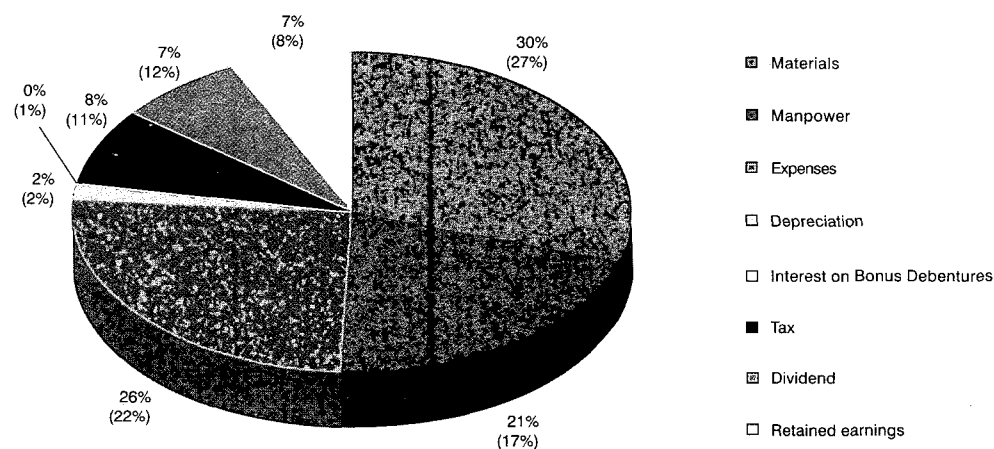
FINANCIAL RESULTS

Particulars	2009	2008
Sales and Other Income	4024	3681
Profit Before Tax	884	1144
Provision for Taxation		
- Income Tax	310	395
- Adjustment for Deferred Tax	(6)	(6)
- Fringe Benefit Tax	4	17
Profit after Taxation	576	738
Surplus brought forward from the previous year	409	496
Total amount available for appropriation	985	1234
Appropriation made by Directors		
Transfer to General Reserve	57	74
Transfer to Debenture Redemption Reserve	-	312
Transfer from Debenture Redemption Reserve	(312)	-
Appropriation recommended by Directors		
Dividend	250	375
Tax on proposed Dividend	42	64
Surplus carried over	948	409

Members are informed that at the Board meeting held on February 23, 2010, the Board approved the change in the accounting year of the Company from 'January-December' to 'April-March' and consequently, the accounting period would be a 15 months period i.e. from 'January 2010 to March 2011'.

DISTRIBUTION OF GROSS REVENUE

FY 2009



(Previous year figures in brackets)