



# health

A photograph of two women, one older with grey hair and one younger with dark hair, both smiling and looking towards the left. The older woman is wearing a dark purple textured top, and the younger woman is wearing a yellow and white patterned top. A dark purple horizontal band is overlaid across the middle of the image, containing the text 'connectsusall'.

# connectsusall

Improving health is one of the toughest challenges facing the world today. As a global biopharmaceutical company, AstraZeneca has a key contribution to make by providing innovative medicines for some of the world's most serious diseases.

We know that if we are to deliver medicines that people really need and value, we cannot do it in isolation. We work closely with all our stakeholders to understand their needs and challenges. We are committed to acting with integrity and high ethical standards in everything we do and our goal is always to improve health for patients and bring benefit for our stakeholders, our business and society.



Our activities touch many people's lives and we are committed to working in a spirit of collaboration to achieve our goal of better health for patients:

- For patients and physicians, we provide medicines for some of the world's most serious diseases.
- For the people who pay for healthcare, we work to make sure that our medicines offer real value for money.

## Our Business

AstraZeneca is a global, innovation-driven biopharmaceutical business. Our primary focus is the discovery, development and commercialisation of prescription medicines for six important areas of healthcare: Cardiovascular, Gastrointestinal, Infection, Neuroscience, Oncology and Respiratory & Inflammation.



AstraZeneca PLC operates in over 100 countries and our innovative medicines are used by millions of patients worldwide.

We want AstraZeneca to be valued as a source of great medicines and trusted as a company that delivers business success responsibly. Our global Responsible Business Plan provides the framework for ensuring that we operate with integrity and high ethical standards across all our activities.

- For our employees, we provide a culture in which they can feel appreciated, energised and rewarded for their contribution.
- For our shareholders, we aim to deliver value through our continued focus on innovation and running our business efficiently.
- For the wider community, we want to be valued for the contribution our medicines make to society and trusted for the way in which we do business.

We work closely with all our stakeholders to understand their challenges and how we can combine our skills and resources to achieve a common goal: improved health.



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# AstraZeneca Pharma India Limited

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## Board of Directors

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Mr. D. E. Udwadia, Chairman  
Mr. K. S. Shah  
Mr. Ian Brimicombe  
Mr. Luigi Felice La Corte  
Mr. Anandh Balasundaram, Managing Director  
Ms. Ruby Lau, Whole Time Director  
(Effective November 10, 2011)

## 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

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## Committees of Directors

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### Audit Committee

Mr. K. S. Shah, Chairman  
Mr. D. E. Udwadia  
Mr. Luigi Felice La Corte

### Shareholders'/Investors' Grievance Committee

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

### Chief Financial Officer

Mr. Himanshu Agarwal

### VP Legal & Secretarial and Company Secretary

Mr. Pawan Singhal (Effective May 7, 2012)

### Annual General Meeting

at 3.00 PM. on Wednesday, July 18, 2012  
at Vivanta by Taj, MG Road, Bangalore 560 001

## NOTICE

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of AstraZeneca Pharma India Limited will be held at 3 PM on Wednesday, July 18, 2012 at Vivanta by Taj Hotel, M G Road, Bangalore - 560 001, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2012 and the Profit and Loss Account for the Financial 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. K S Shah, who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Luigi Felice La Corte, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint Messrs. BSR & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:  
“RESOLVED THAT Ms. Ruby Lau, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 read with Article 116 of the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing has been received by the Company from a member under Section 257 of the said Act, signifying his/its intention to propose Ms. Ruby Lau as a candidate for the office of Director, be and is hereby appointed as Director, liable to retire by rotation.”
7. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:  
“RESOLVED THAT pursuant to Sections 198, 269, 309 and 311 of the Companies Act, 1956 read

with Schedule XIII thereto, and other applicable provisions, if any, of the said Act, the consent be and is hereby granted to the re-appointment of Mr. Anandh Balasundaram as Managing Director of the Company for a period of 3 (three) years from August 1, 2011 at the remuneration including perquisites and upon and subject to the terms and provisions contained in the Agreement dated September 14, 2011 between the Company and Mr. Balasundaram.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereto and subject to the approval of the Central Government and such conditions, if any, that may be imposed by the Central Government while granting approval and which the Board of Directors is hereby authorized to accept, the consent be and is hereby granted to the appointment of Ms Ruby Lau, not being a resident of India as envisaged in Part I of Schedule XIII to the said Act, as Whole Time Director of the Company for a period of 2 (two) years from November 10, 2011 at the remuneration including perquisites and upon and subject to the terms and provisions contained in the Agreement dated March 7, 2012 between the Company and Ms. Ruby Lau.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 198, 309(4) and all other applicable provisions, if any, of the Companies Act, 1956 (‘the Act’), or any statutory modification or re-enactment thereof, so long as the Company has a Whole-time and/or Managing Director, such sum by way of commission, in no case exceeding in the aggregate 1% of the net profits of the Company computed in the manner laid down in Section 198 of the Act, for each of the 5 (five) Financial Years



of the Company commencing on and from April 1, 2012, as may be determined by the Board of Directors be paid to and distributed amongst the Directors of the Company (including Alternate Directors but excluding Whole-time and/or Managing Director), the proportion and manner of such payment and distribution to be as the Board may from time to time decide.

FURTHER RESOLVED THAT if at any time during the aforesaid period of 5 (five) years, the Company does not have a Whole-time and/or Managing Director, such sum by way of commission in no case exceeding in the aggregate 3% of the net profits of the Company, computed in the manner laid down in Section 198 of the Act, as may be determined by the Board, be paid to and distributed amongst the Directors of the Company (including Alternate Directors), for the then residual unexpired part of the aforesaid period of 5 (five) years, the proportion and manner of such payment and distribution to be as the Board may from time to time decide.

FURTHER RESOLVED THAT the aforesaid commission shall be exclusive of the sitting fees payable to such Directors for the meetings of the Board or Committees of the Board attended by such Directors.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary, desirable or expedient to give effect to this Resolution.”

## 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/herself and such proxy need not be a member of the Company. Proxies in order to be effective, must be received at the registered office of the Company at least 48 hours before the meeting.**
2. The Explanatory Statement in terms of Section 173 (2) of the Companies Act, 1956 in respect of Special Business under Item Nos. 6, 7, 8 and 9 is annexed herewith.
3. The relevant details as required by the Clause 49 of the Listing Agreement executed with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item Nos. 3, 4, 6, 7 and 8 are contained in the Annexure to the Explanatory Statement.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, July 11, 2012 to Wednesday, July 18, 2012 (both days inclusive).
5. The Dividend, if any, that may be declared at the Meeting will be paid on or before Friday, August 17, 2012 to those Members entitled thereto, whose names appear in the Register of Members of the Company at the close of business hours on Tuesday, July 10, 2012 and for those holding the Shares in demat mode, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services(India) Limited (CDSL) as beneficial owners on that date and the bank particulars registered with the respective Depository Accounts will be used for this purpose.
6. Members are requested to immediately notify change of address, if any, to the Company's Registrar & Share Transfer Agents, Integrated Enterprises (India) Limited (earlier known as Alpha Systems Pvt. Ltd.), 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560003 (Telephone Nos. 080-23460815/6/7/8, Fax No. 080-23460819).
7. For the convenience of Members and for the proper conduct of the meeting, entry to the place of meeting will be regulated by Attendance Slip, which is annexed to the Proxy Form. Members/ Proxies attending the meeting are kindly requested to complete the Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
8. Members holding more than one Share Certificate in different folios are requested to kindly apply for consolidation of shares folios and send the relative share certificates to the Company's Registrar and Share Transfer Agents. Members are requested to quote the Folio numbers/ Client IDs/ Depository Participant (DP) IDs in all correspondence.
9. Members are advised to avail of the Electronic Clearing Service (ECS) 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 ECS 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 CSDL, as the case may be, through their respective DP.



- 10.(a) Members may please note that the unpaid or unclaimed Dividends in respect of the Financial Year upto 1993-94 have been transferred to the credit of the Government 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 as per Sections 205A (5) and 205C of the Companies Act, 1956, all amounts transferred to the Unpaid Dividend Account of the Company for the years 1994-95 to 2004 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 (IEPF) established by the Central Government.

11. 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 dematerialized form only. Hence, Members who are yet to dematerialize their shares are advised to do so. The Company has entered into Agreements with NSDL and CSDL for demat facilities.
12. Corporate Members desiring to depute their authorized representatives to attend and vote at the meeting are requested to send a certified true copy of the relevant Board Resolution, authorizing their representatives to attend and vote on their behalf at the Meeting, to the Company.

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

**Pawan Singhal**  
Vice President-Legal & Secretarial

Place: Bangalore  
Dated: June 1, 2012

Registered Office:  
'Avishkar', Off Bellary Road  
Hebbal, Bangalore-560024

## Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956

### Item No. 7

At the meeting of the Board held on September 14, 2011, Mr. Anandh Balasundaram was re-appointed as the Managing Director of the Company, subject to the approval of the Members in General Meeting, for a period of 3 (three) years effective August 1, 2011.

An Agreement dated September 14, 2011 ('the Agreement') has been entered into between the Company and Mr. Anandh setting out the terms and conditions of his re-appointment as Managing Director of the Company.

The terms of his re-appointment including his remuneration are set out in the Agreement referred to in the resolution at Item No. 7 of the Notice. An

abstract dated September 14, 2011 pursuant to Section 302 of the Act, setting out the material terms of Mr. Anandh's re-appointment and remuneration provided in the Agreement dated September 14, 2011, was sent to the Members.

The material terms of the Agreement are set out below:

1. Subject to the consent of the Company in General Meeting, Mr. Anandh be appointed as Managing Director of the Company for a period of 3 (three) years effective August 1, 2011 unless his employment is previously determined in pursuance of any of the provisions of the Agreement.

2. Mr. Anandh, as Managing Director of the Company, to have general control of the business of the Company and be vested with the management of the day to day affairs of the Company and to have power to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in ordinary course of such business he may consider necessary or proper or in the best interest of the Company, subject to the superintendence, control and direction of the Board and subject to such restrictions or limitations on his powers and authorities as the Board may in its discretion determine from time to time.
3. Mr. Anandh to devote his whole time and attention during business hours to the business and affairs of the Company and shall exert his best endeavours to promote its interests and welfare.
4. Mr. Anandh to undertake such travelling in and outside India as may be necessary in the interests of the Company's business or as may from time to time be required or directed by the Board in connection with or in relation to the business of the Company.
5. The Company to pay to Mr. Anandh in consideration of the faithful and proper performance by him of his duties and functions as Managing Director:
  - I. a. Salary: A salary of ₹ 4,83,000/- (Rupees four lakh eighty three thousand only) per month with such annual increments as the Board may in its absolute discretion determine.
  - b. Personal Pay: An amount of ₹ 4,74,000/- (Rupees four lakh seventy four thousand only) per month with such annual increments as the Board may in its absolute discretion determine.
  - c. Performance Bonus: Such performance linked bonus, as the Board may in its absolute discretion determine.
  - II. Mr. Anandh to be entitled to the following benefits:
    - a. (i) House Rent Allowance @ 40% of Salary; and
    - (ii) use of one Computer, one Telephone and Broadband facility at Mr. Anandh's residence, the rent, call charges and other outgoings in respect thereof to be paid by the Company save and except for personal

long distance calls which to be billed by the Company to, and payable by, Mr. Anandh directly;

b. reimbursement of entertainment expenses reasonably incurred by Mr. Anandh exclusively for the purpose of the business of the Company.

c. utilisation of the club facilities of the Company, in accordance with the Rules of the Company for the time being in force, but excluding admission and life membership fees.

d. the benefit of a personal accident insurance policy in accordance with the Company's Scheme for the time being in force.

e. 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 not to exceed such percentage of Mr. Anandh's salary as may be permitted from time to time under the Income Tax Rules, 1962 for the time being in force.

f. the benefit of the Company's Superannuation 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 together with the Company's contribution to the Provident Fund not to exceed such percentage of Mr. Anandh's salary as is permitted from time to time under Income Tax Rules, 1962 for the time being in force.

g. gratuity at the rate of one month's salary for each completed year of service as Managing Director.

h. encashment of unavailed privilege leave at the end of his tenure of office as Managing Director of the Company in accordance with the Rules of the Company for the time being in force.

i. use of a Company owned or leased motor car with driver, all expenses for running of such motor car to be borne by the Company. The use of such motorcar by Mr. Anandh for private purpose to be billed by the Company to, and payable by, Mr. Anandh directly.

III. In addition to the foregoing, Mr. Anandh also to be entitled to medical benefits, leave travel concessions and expenses for providing Security guard at residence, in accordance with the Rules of the Company in force from time to time.