



Delivering value through innovation

AstraZeneca 



We are a global, innovation driven biopharmaceutical business

Innovation is at the core of everything we do at AstraZeneca – from our research into effective new medicines to how we run our business. Our goal is to improve health for patients, bring benefits for stakeholders and deliver long-term shareholder value through continued successful innovation.

AstraZeneca is committed to delivering product quality that underpins the safety and efficacy of our medicines

- Our strategy is to balance innovative and efficient in-house manufacturing capabilities with external manufacturing resources to give us product integrity and quality assurance while affording us cost efficiency and volume flexibility
- We have a comprehensive quality management system in place designed to assure the quality of our products in compliance with relevant regulations



Our global compliance function has been established to drive and embed a culture of ethics and integrity within our organization

- AstraZeneca maintains a high ethical standard of business practice, promoting its products in a customer focused and value-adding manner, through scientific dissemination of information to the medical fraternity
- Our Code of Conduct is at the core of our Compliance Programme, it provides clear direction as to how our commitment to honesty and integrity is to be realised in consistent actions across all areas of the business

AstraZeneca is committed to delivering great medicines to patients through innovative science and excellence in development and commercialization

- AstraZeneca globally is committed to applying innovative science and technology to invent, acquire, produce and distribute prescription medicines that make a meaningful difference to people's health
- AstraZeneca globally continues to prioritise resources and focus discovery activities on those diseases within our existing Therapy Areas where we believe there is the greatest potential to meet patient need through the application of novel science





Innovation means better health outcomes for patients

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.

Our primary focus is the discovery, development and commercialization of prescription medicines for six important areas of healthcare: Cardiovascular, Gastrointestinal, Infection, Neuroscience, Oncology and Respiratory & Inflammation.

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AstraZeneca Pharma India Limited

Board of Directors

Mr. D. E. Udwadia, Chairman
Mr. K. S. Shah
Mr. Ian Brimicombe
Mr. Narayan K Seshadri (From Dec 6, 2012)
Mr. Robert Ian Haxton, Whole Time Director (From Feb 6, 2013)
Mr. Justin Ooi (From May 2, 2013)
Mr. Sanjay Murdeshwar, Managing Director (From May 2, 2013)

Auditors

BSR & Co., Bangalore

Legal Advisors

Udwadia Udeshi & Argus Partners, 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. Justin Ooi

Remuneration Committee

Mr. D. E. Udwadia, Chairman
Mr. K. S. Shah
Mr. Narayan K Seshadri
Mr. Ian Brimicombe

Shareholders'/Investors' Grievance Committee

Mr. K. S. Shah, Chairman
Mr. Sanjay Murdeshwar

Chief Financial Officer

Mr. Himanshu Agarwal

VP - Legal & Company Secretary

Mr. Pawan Singhal

Annual General Meeting
At 3.00 pm on Tuesday, August 20, 2013
at Vivanta by Taj, MG Road, Bangalore 560 001

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of AstraZeneca Pharma India Limited will be held on Tuesday, 20th August, 2013, at 3.00 p.m. at Vivanta by Taj Hotel, MG Road, Bangalore 560001, to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013 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 appoint a Director in place of Mr. Ian Brimicombe, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Messrs. BSR & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Meeting up to the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.
4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Narayan K Seshadri, 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 intention to propose Mr. Seshadri as a candidate for the office of Director, be and is hereby appointed as Director, liable to retire by rotation.”

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

“RESOLVED THAT Mr. Robert Ian Haxton, 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 intention to propose Mr. Haxton as a candidate for the office of Director, be and is hereby appointed as Director, liable to retire by rotation.”

6. 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, 269, 309 and other applicable provisions of the Companies Act, 1956 (“the Act”) read with the applicable provisions of Schedule XIII thereto and subject to the approval of Central Government and such conditions, if any, as may be stipulated by it while granting approval which the Board of Directors of the Company (“Board”) is hereby authorized to accept, consent be and is hereby granted (a) to the appointment of Mr. Robert Ian Haxton, a person not resident in India as envisaged in Part I of Schedule XIII to the Act, as Whole Time Director of the Company for a period of 2 (two) years from February 06, 2013, and (b) to the remuneration (including perquisites) agreed to be paid to him as a Whole Time Director set out in the Agreement dated May 15, 2013 between the Company and Mr. Haxton, such remuneration, in view of the absence of profits in the financial year ended March 31, 2013, having been approved by the Remuneration Committee of the Board pursuant to the applicable provisions of Part II of Schedule XIII to the Act;

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

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

“RESOLVED THAT Mr. Sanjay Murdeshwar, 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 intention to propose Mr. Murdeshwar as a candidate for the office of Director, be and is

hereby appointed as Director, liable to retire by rotation.”

8. 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, 269, 309 and other applicable provisions of the Companies Act, 1956 (“the Act”) read with the applicable provisions of Schedule XIII thereto and subject to the approval of Central Government and such conditions, if any, as may be stipulated by it while granting approval which the Board of Directors of the Company (“Board”) is hereby authorized to accept, consent be and is hereby granted (a) to the appointment of Mr. Sanjay Murdeshwar, a person not resident in India as envisaged in Part I of Schedule XIII to the Act, as Managing Director of the Company for a period of 3 (three) years from May 2, 2013, and (b) to the remuneration (including perquisites) agreed to be paid to him as a Managing Director set out in the Agreement dated May 15, 2013 between the Company and Mr. Murdeshwar, such remuneration, in view of the absence of profits in the financial year ended March 31, 2013, having been approved by the Remuneration Committee of the Board pursuant to the applicable provisions of Part II of Schedule XIII to the Act;

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and 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 the applicable provisions of Part II of Schedule XIII to the Companies Act, 1956 (“the Act”) the payment made by the Company of remuneration aggregating to ₹ 11,874,867/- to Mr. Anandh

Balasundaram for the period April 1, 2012 to August 31, 2012 (when he was the Managing Director) under and in accordance with the Agreement dated September 14, 2011 between the Company and Mr. Balasundaram approved by the Members at the 33rd AGM held on July 18, 2012; which payment was because of absence of profits in the financial year ended March 31, 2013 approved by the Remuneration Committee of the Board as required by the applicable provisions of the said Part II of Schedule XIII to the Act, be and the same is hereby confirmed, approved and ratified;

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

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

“RESOLVED THAT pursuant to the applicable provisions of Part II of Schedule XIII to the Companies Act, 1956 (“the Act”) the payment made by the Company of remuneration aggregating to ₹ 6,670,492/- to Ms. Ruby Lau for the period April 1, 2012 to February 27, 2013 (when she was a Whole Time Director) under and in accordance with the Agreement dated March 7, 2012 between the Company and Ms. Lau approved by the Members at the 33rd Annual General Meeting of the Company held on July 18, 2012; which payment was because of the absence of profits in the financial year ended March 31, 2013 approved by the Remuneration Committee of the Board as required by the applicable provisions of the said Part II of Schedule XIII to the Act, be and the same is hereby confirmed, approved and ratified.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and 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. The instrument of proxy

in order to be valid must be received at the Registered Office of the Company at least 48 hours before the time of commencement of the meeting.

2. The Explanatory Statement in terms of Section 173(2) of the Companies Act, 1956 relating to Items 4 to 10 is annexed hereto.

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

Place: Bangalore
Date: June 24, 2013

Pawan Singhal
Vice President-Legal & Company Secretary

Registered Office:
"Avishkar", Off Bellary Road
Hebbal, Bangalore - 560 024

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

Item 4

At the meeting of the Board held on December 6, 2012, Mr. Narayan K. Seshadri was inducted as Additional Director of the Company. Pursuant to Section 260 of the Companies Act, 1956 ("the Act") he will hold office up to the date of the ensuing Annual General Meeting. Notice has been received from a Member signifying his intention to propose him as a Director at the ensuing Annual General Meeting along with a deposit of ₹ 500/- (Rupees five hundred only) which amount shall be refunded to the Member if he is elected as a Director.

Mr. Seshadri is interested in the resolution at Item 4 of the Notice since it relates to his appointment as a Director of the Company.

Items 5 and 6

At the meeting of the Board held on February 6, 2013, Mr. Robert Ian Haxton was inducted as an Additional Director of the Company. Pursuant to Section 260 of the Act, Mr. Haxton will hold office only up to the date of the ensuing Annual General Meeting. Notice has been received from a member signifying his intention to propose him as a Director at the forthcoming Annual General Meeting along

with a deposit of ₹ 500/- (Rupees five hundred only) which amount shall be refunded to the Member if he is elected as a Director.

At the above meeting of the Board on February 6, 2013, Mr. Haxton was also appointed as a Whole Time Director of the Company for a period of 2 (two) years from February 6, 2013. Mr. Haxton, being a foreign national, his appointment as Whole Time Director is subject to the approval of the Central Government pursuant to the applicable provisions of Part I of Schedule XIII to the Act and of the Members in general meeting. An application seeking approval has been submitted to the Central Government by the Company.

In view of the absence of profits of the Company for the financial year ended March 31, 2013, the remuneration agreed to be paid by the Company to Mr. Haxton as Whole Time Director is required, having regard to the applicable provisions of Part II of Schedule XIII of the Act, to be approved by a resolution passed by the Remuneration Committee constituted by the Board and by the Members of the Company by a Special Resolution in general meeting.

The material terms of the Agreement dated May 15,

2013 between the Company and Mr. Haxton referred to in the text of the Special Resolution at Item No.6 of the Notice are as follows:

1. Mr. Haxton to be Whole Time Director for a period of two years from February 6, 2013 unless his employment is previously determined pursuant to any provisions in the Agreement. His appointment is subject to the approval of the Central Government pursuant to the applicable provisions of the Act. The remuneration agreed to be paid by the Company to Mr. Haxton as approved by the Remuneration Committee of the Board is subject to approval by the Members by a special resolution to be passed in general meeting.
2. As Whole Time Director, Mr. Haxton to exercise such powers and perform and discharge such duties and responsibilities as the Board shall from time to time determine and entrust to him. Subject to superintendence, control and direction of the Board, Mr. Haxton to be entrusted with the management of the day-to-day operations of the Factory of the Company. Mr. Haxton to be a Director liable to retire by rotation.
3. Mr. Haxton to devote his whole time and attention during business hours to the operations of the Factory and related business activities.
4. In consideration of the faithful and proper performance by Mr. Haxton of his duties as Whole Time Director, Mr. Haxton to be paid:
 - (a) (i) A salary of ₹ 1,062,508/- (Rupees ten lakhs, sixty-two thousand, five hundred and eight only) per month (including base salary and allowances) with such increments as the Board may in its absolute discretion determine.
 - (ii) A Variable 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. Payment of such Variable Performance Bonus shall however be based upon both the Company's overall performance as well as Mr. Haxton's individual performance.
 - (b) The Company to provide to Mr. Haxton:
 - (i) Housing Assistance-Company Leased Accommodation in Bangalore with a rental

limit of upto ₹ 3,600,000/- (Rupees thirty-six lakhs only) per annum.

- (ii) Education Assistance-Reimbursement of international school fees for three children in Bangalore.
- (c) Mr. Haxton to be also entitled to the following benefits:
 - (i) Use of a telephone and one internet facility at his residence.
 - (ii) Reimbursement of entertainment expenses reasonable incurred by him exclusively for the purpose of the business of the Company.
 - (iii) Utilization of the club facilities of the Company but excluding admission and membership fees.
 - (iv) Use of a Company owned and maintained or leased motor car with driver, the expenses for running such motor car to be paid by the Company. The use of the motor car for private purpose to be billed by the Company to, and paid by, Mr. Haxton.
 - (v) Benefit of the Company's Provident Fund Scheme in accordance with the Rules of the Scheme.
- (d) Income tax on or in respect of the aforesaid remuneration shall be borne by Mr. Haxton.
- (e) The total remuneration of Mr. Haxton as Whole Time Director including salary, the variable performance bonus and perquisites not to exceed 5% of the net profits of the Company in any financial year.
- (f) If in any financial year during the continuance of his employment as Whole Time Director the Company has no profits or inadequate profits, Mr. Haxton shall be entitled to the aforesaid remuneration subject to the limits of minimum remuneration prescribed in Schedule XIII to the Act and subject to compliance with the applicable provisions therein contained.
5. Mr. Haxton not to directly or indirectly engage in any trade, other business, occupation or employment whatsoever.