

## AstraZeneca Pharma India Limited

### Board of Directors

Mr. D. E. Udawadia, Chairman  
Mr. K. S. Shah  
Mr. Narayan K Seshadri  
Mr. Ian Brimicombe  
Mr. Justin Ooi  
Mr. Sanjay Murdeshwar, Managing Director  
Mr. Robert Ian Haxton, Whole Time Director

### Auditors

BSR & Co. LLP, Bangalore

### Legal Advisors

Udewadia 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

12<sup>th</sup> Mile on Bellary Road  
Kattigenahalli Village, Yelahanka  
Bangalore 560 063

### Sales Outlets

Ahmedabad, Bangalore, Chennai, Cuttack,  
Dehradun, Delhi\*, Guwahati, Hyderabad,  
Indore, Jaipur, Kochi, Kolkata, Lucknow,  
Mumbai, Patna, Ranchi, Chandigarh,  
Panchkula and Zirakhpur.  
\*Company outlets (only Delhi)

### Committees of Directors

#### Audit Committee

Mr. K. S. Shah, Chairman  
Mr. D. E. Udawadia  
Mr. Justin Ooi

#### Nomination & Remuneration Committee

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

#### Stakeholders' Relationship Committee

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

#### Corporate Social Responsibility Committee

Mr. Ian Brimicombe, Chairman  
Mr. D. E. Udawadia  
Mr. Sanjay Murdeshwar

#### Chief Financial Officer

Mr. Rajesh Marwaha (From Aug 4, 2014)

#### Legal Counsel & Company Secretary

Mr. Anantha Murthy N (From Aug 1, 2014)

**Annual General Meeting**  
at 3.00 p. m. on Tuesday, September 30, 2014  
at Vivanta by Taj, MG Road, Bangalore 560 001

## AstraZeneca Pharma India Limited

Registered Office: 'Avishkar', Off Bellary Road, Hebbal, Bangalore 560 024, Karnataka  
Tel: (080) 67748000, Fax: (080) 23622015, CIN: L24231KA1979PLC003563  
Email: comp.secy@astrazeneca.com Website: www.astrazeneca/india.com

## NOTICE

**NOTICE** is hereby given that the 35th Annual General Meeting of the Members of AstraZeneca Pharma India Limited will be held on Tuesday, September 30, 2014 at 3.00 p.m. at Vivanta by Taj Hotel, MG Road, Bangalore 560001, to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Audited Profit and Loss Account and the Cash Flow Statement of the Company for the Financial Year ended on that date and the Reports of the Directors and Auditors thereon.
- To appoint a Director in place of Mr. Justin Ooi (holding DIN 06567885) who retires by rotation, and being eligible, offers himself for re-appointment.
- To appoint Messrs. BSR & Co. LLP, Chartered Accountants, (ICAI Registration No.101248W) 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.

### SPECIAL BUSINESS

#### 4. Ratification of Cost Auditor's remuneration

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof,) the appointment of M/s. Rao, Murthy & Associates, Cost Accountants, Bangalore, as Cost Auditors of the Company for conducting the cost audit of the accounts for the financial year ending March 31, 2015 on a remuneration of ₹ 1,40,000/- (Rupees one lac forty thousand only) plus applicable service tax and reimbursement of out-of-pocket expenses, at actuals, be and is hereby ratified."

#### 5. Appointment of Mr. D. E. Udawadia as an Independent Director

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

"**RESOLVED THAT** the appointment of Mr. D. E. Udawadia (Director of the Company holding DIN 00009755), as a Non-Executive Independent Director for a term of 5 consecutive years from September 30, 2014 to September 29, 2019, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, be and is hereby approved."

#### 6. Appointment of Mr. K. S. Shah as an Independent Director

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

"**RESOLVED THAT** the appointment of Mr. K. S. Shah (Director of the Company holding DIN 00136952), as a Non-Executive Independent Director for a term of 5 consecutive years from September 30, 2014 to September 29, 2019, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, be and is hereby approved."

#### 7. Appointment of Mr. Narayan K.Seshadri as an Independent Director

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

"**RESOLVED THAT** the appointment of Mr. Narayan K. Seshadri, (Director of the Company holding

DIN 00053563), as a Non-Executive Independent Director for a term of 5 consecutive years from September 30, 2014 to September 29, 2019, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the

Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, be and is hereby approved."

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

**Sanjay Murdeshwar**  
Managing Director

Place: Bangalore  
Date: August 12, 2014

## 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 the proxy or proxies so appointed need not be a member or members, as the case may be, of the Company.

The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not later than 48 hours before the time fixed for holding the meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.

2. The Register of Members and Share Transfer Books of the Company will remain closed for 9 days i.e., from September 22, 2014 to September 30, 2014 (both days inclusive) in connection with the Annual General Meeting.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

4. 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.

5. 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.

6. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.

7. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.

8. Electronic copy of the Notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting

along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website [www.astrazeneca.com/india](http://www.astrazeneca.com/india) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Bangalore for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email ID: [comp.secy@astrazeneca.com](mailto:comp.secy@astrazeneca.com).

## 10. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Company is pleased to provide members facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

### A. In case of Members receiving e-mail from NSDL:

i. Open e-mail and the attached PDF file titled "AZPIL e-Voting.PDF" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.

ii. Open internet browser by typing the URL: <https://www.evoting.nsdl.com/>.

iii. Click on "Shareholder" - "Login".

iv. Type in your User ID and Password as initial password as mentioned in step (i) above and click Login.

v. Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof.

vi. Please note your new password. It is strongly recommended that you do not share your new password and take utmost care to keep your password confidential.

vii. Home page of "e-voting" opens. Click on "e-voting- Active Voting Cycles".

viii. Select "EVEN" of AstraZeneca Pharma India Limited for casting your vote.

ix. You are now ready for "e-voting" as "Cast Vote" page opens. The e-voting period commences on September 23, 2014 (9.00 a.m. IST) and ends on September 25, 2014 (6.00 p.m. IST).

x. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once voted on the resolution, you will not be allowed to modify your vote.

xi. 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 authorized to vote, to the Scrutinizer through email on [vijaykt@vjkt.in](mailto:vijaykt@vjkt.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:**

(i) Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:

| EVEN (E Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
|                              |         |              |

(ii) Please follow all steps from Sl. No. (i) to Sl. No. (xi) above, to cast vote.

#### C. Other instructions:

(i) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available at the "Downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at 022-2499 4600.

(ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

(iii) 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).

(iv) The e-voting period commences on September 23, 2014 (9.00 a.m. IST) and ends on September 25, 2014 (6.00 p.m. IST) for three days. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(v) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off

date (record date) of August 29, 2014.

(vi) The Board of Directors has appointed Mr. Vijayakrishna KT, Practicing Company Secretary, (Membership No. FCS 1788) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Mr. Vijayakrishna has conveyed to the Company his willingness to act as such.

(vii) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(viii) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.astrazeneca/india.com](http://www.astrazeneca/india.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchanges, where the equity shares of the Company are listed.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal hours (10.00 am to 12.00 noon) on all working days, up to and including the date of the Annual General Meeting of the Company.

## BRIEF RESUME AND OTHER INFORMATION IN RESPECT OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

### Item - 2

#### Appointment of Mr. Justin Ooi, Non-executive Director, retiring by rotation

Mr. Justin Ooi, holds B Econ degree – major in accounting and economics from Macquarie University. He is a Certified Public Accountant from ACPA. He also holds Masters Degree from MGSM / London Business School.

Mr. Ooi has two decades of rich experience in the pharmaceutical industry, comprehensive experience has been gained across both commercial and financial institution functions.

He is the member of the Audit Committee of the Board of the Company. He is not a Director / Member of any Committee of Board of Directors of

any other Company in India. He does not hold any shares in the Company and he is not related to any other Directors of the Company.

Mr. Ooi, being an appointee is concerned or interested in the resolution set out at Item No.2 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

This statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.4

#### Ratification of remuneration payable to the Cost Auditors

In terms of Section 148 of the Companies Act, 2013 ('Act') and the Rules made thereunder, the Company is required to maintain Cost Audit records and to have the same audited by a Cost Auditor. Further, Rule 14 of Companies (Audit and Auditors) Rules 2014, requires that the remuneration payable to the Cost Auditor shall be ratified by the shareholders.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on Aug 12, 2014, has appointed M/s. Rao, Murthy & Associates, as Cost Auditor, for conducting the Cost Audit for the year 2014-15 on a remuneration of ₹ 1,40,000/- plus reimbursement of out of pocket expenses at actuals.

The Company has received a Certificate from the Cost Auditor confirming its independence and arm's length relationship with the Company and their willingness to act as Cost Auditor of the Company.

The Board recommends the proposed resolution for approval by the shareholders.

None of the Directors, Key Managerial Personnel of the Company, and relatives of any of the Directors or Key Managerial Personnel of the Company may be deemed to be concerned or interested in resolution set out at Item No. 4.

#### Item No.5 – Appointment of Mr. D. E. Udhwadia as an Independent Director

Mr. D. E. Udhwadia is a Non-Executive Independent Director of the Company.

Mr. Udhwadia is a Post-graduate from the University of Bombay. He is an Advocate and Solicitor of the Bombay High Court. He is also a Solicitor of the Supreme Court of England.

Mr Udhwadia was a partner of Crawford Bayley & Co., Mumbai, one of the India's leading law firms

for more than two decades. He is a founder partner of Udwardia Udeshi & Argus Partners, Advocates and Solicitors, Mumbai. Consequent upon the reconstitution of the firm, its name was changed to Udwardia Udeshi & Argus Partners effective 1st April 2012. His firm and he are legal advisors to several Indian and multinational companies having a presence in India.

He has during his nearly 49 years of active law practice acquired significant knowledge, experience and expertise in the areas of corporate law, mergers, acquisitions and takeovers, corporate restructuring, foreign collaboration, joint ventures, project and infrastructure finance, intellectual property, international loans and finance related transactions and financial instruments, mutual funds, real estate and conveyancing.

He is the Chairman of the Board and Member of Audit Committee and a Member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Board of the Company. He does not hold any shares in the Company and is not related to any other Directors of the Company. Details of his directorship in other Public Companies and other membership / chairmanship of committees (i.e. Audit Committee / Stakeholders Relationship Committee) are given below.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Udwardia being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company, for a term of 5 consecutive years from September 30, 2014 to September 29,

2019.

Mr. Udwardia has given a declaration dated April 8, 2014 confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013. The Board of Directors, at its meeting held on August 12, 2014, opined that, Mr. Udwardia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft letter of appointment for Mr. Udwardia, as an Independent Director, would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours, on any working day, excluding Saturday.

The Board considers that his continued association would be of great benefit to the Company and it is desirable to continue to avail of the services of Mr. Udwardia, as an Independent Director. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director, for the approval by the shareholders of the Company.

Mr. Udwardia is concerned or interested in the resolution set out at Item No.5 of the Notice since it relates to his appointment. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the listing agreement with the stock exchanges.

| Sl. No. | Name of the Public Company                    | Name of the Committee                                  | Position held      |
|---------|---|--|--------------------|
| 1       | ABB India Limited                             | Audit Committee<br>Stakeholders Grievance Committee    | Member<br>Chairman |
| 2       | The Bombay Burmah Trading Corporation Limited | Audit Committee  | Member             |
| 3       | Concast (India) Limited                       | Audit Committee  | Member             |
| 4       | ITD Cementation India Limited                 | Audit Committee  | Member             |
| 5       | JM Financial Limited                          |  |                    |
| 6       | JM Financial Products Limited                 |  |                    |
| 7       | MPS Limited                                   | Audit Committee  | Member             |
| 8       | WABCO India Limited                           | Audit Committee<br>Stakeholders Relationship Committee | Member<br>Chairman |
| 9       | Wyeth Limited                                 | Audit Committee  | Member             |

#### Item No.6 – Appointment of Mr. K. S. Shah as an Independent Director

Mr. K. S. Shah is a Non-Executive Independent Director of the Company.

Mr. Shah is a Graduate in Commerce and Fellow Member of the Institute of Chartered Accountants of India and a Fellow Member of the Institute of Company Secretaries of India.

Mr. Shah has wide experience in the Industry including finance, general management & administration. Formerly, he was the Managing Director of AstraZeneca Pharma India Limited.

He is the Chairman of the Audit Committee and Stakeholders Relationship Committee and also Member of Nomination & Remuneration Committee of the Board. He does not hold any shares in the Company and is not related to any other Directors of the Company. He does not hold directorship in other Public Companies.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Shah being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company, for a term of 5 consecutive years from September 30, 2014 to September 29, 2019.

Mr. Shah has given a declaration dated April 8, 2014 confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013. The Board of Directors, at its meeting held on August 12, 2014, opined that, Mr. Shah fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft letter of appointment for Mr. Shah, as an Independent Director, would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours, on any working day, excluding Saturday.

The Board considers that his continued association

would be of great benefit to the Company and it is desirable to continue to avail of the services of Mr. Shah, as an Independent Director. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director, for the approval by the shareholders of the Company.

Mr. Shah, is concerned or interested in the resolution set out at Item No.6 of the Notice since it relates to his appointment. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the listing agreement with the stock exchanges.

#### Item No.7 – Appointment of Mr. Narayan K Seshadri as an Independent Director

Mr. Narayan K Seshadri is a Non-Executive Independent Director of the Company.

Mr. Narayan K Seshadri is a graduate of Science from the University of Bangalore and a Chartered Accountant with vast professional experience.

He was the founder of Halcyon Group and now Chairman of Tranzmute Capital and Management (P) Limited, an Investment and Management Services organization.

Prior to establishing Halcyon, Mr. Narayan K Seshadri was the Managing Director at KPMG's Business Advisory Service Practice. Besides the industry sectors that he currently works with, Mr. Narayan Seshadri has advised the Power, Banking and Financial Services, Agribusiness, Pharmaceutical, Healthcare, IT and ITES Sectors at different levels from policy formulation to corporate strategy, restructuring and organization transformation.

He is the Chairman of the Nomination & Remuneration Committee of the Board of the Company. He does not hold any shares in the Company and is not related to any other Directors of the Company. Details of his directorship in other Public Companies and other membership/ chairmanship of committees (i.e., Audit Committee/ Stakeholders Relationship Committee) are given below:

| Sl. No. | Name of the Public Company        | Name of the Committee | Position held |
|---------|-----------------------------------|-----------------------|---------------|
| 1       | P I Industries Ltd.               | Audit Committee       | Member        |
| 2       | Magma Fincorp Ltd.                | Audit Committee       | Chairman      |
| 3       | Kaipataru Power Transmission Ltd. | Audit Committee       | Member        |
| 4       | SBI Capital Markets Ltd.          | Audit Committee       | Member        |

| Sl. No. | Name of the Public Company  | Name of the Committee | Position held |
|---------|-----------------------------|-----------------------|---------------|
| 5       | IRIS Business Services Ltd. | Audit Committee       | Member        |
| 6       | Sundaram Investment Ltd.    |                       |               |
| 7       | WABCO India Limited         | Audit Committee       | Chairman      |

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Seshadri being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company, for a term of 5 consecutive years from September 30, 2014 to September 29, 2019.

Mr. Seshadri has given a declaration dated April 8, 2014 confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013. The Board of Directors, at its meeting held on August 12, 2014, opined that, Mr. Seshadri fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft letter of appointment for Mr. Seshadri, as an Independent Director, would be available for inspection without any fee by the

Members at the Registered Office of the Company during normal business hours, on any working day, excluding Saturday.

The Board considers that his continued association would be of great benefit to the Company and it is desirable to continue to avail of the services of Mr. Seshadri, as an Independent Director. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director, for the approval by the shareholders of the Company.

Mr. Seshadri is concerned or interested in the resolution set out at Item No.7 of the Notice since it relates to his appointment. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the listing agreement with the stock exchanges.

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

Place: Bangalore  
Date: August 12, 2014

**Sanjay Murdeshwar**  
Managing Director

## DIRECTORS' REPORT

Your Directors present the 35th Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2014.

### FINANCIALS

(₹ in Million)

| Particulars                                    | 2013-14 | 2012-13 |
|--|---------|---------|
| Sales and Other Income                         | 4,832   | 4,009   |
| Profit/ (Loss) Before Tax                      | -       | (703)   |
| Provision for Taxation                         |         |         |
| - Income Tax                                   | 5       | 15      |
| - Adjustment for Deferred Tax                  | -       | 178     |
| Total Tax                                      | 5       | 193     |
| Profit/ (Loss) after Taxation                  | (5)     | (895)   |
| Surplus brought forward from the previous year | 416     | 1,312   |
| Total amount available for appropriation       | 411     | 416     |
| Appropriation made by Directors                |         |         |
| Transfer to General Reserve                    | -       | -       |
| Appropriation recommended by Directors         |         |         |
| Dividend                                       | -       | -       |
| Tax on proposed Dividend                       | -       | -       |
| Surplus carried over                           | 411     | 416     |

### Distribution of Total Revenue (%)

