



ASTRAZENECA PHARMA INDIA LIMITED

Registered Office: 'Avishkar', Off Bellary Road, Hebbal, Bangalore 560 024
Corporate Identity Number : L24231KA1979PLC003563
Telephone Number: +91 80 67748000, Fax Number: +91 80 23622015

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended from time to time, for passing of the resolution appended below as a Special Resolution through postal ballot.

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

"RESOLVED THAT pursuant to and in accordance with Section 110 and other applicable provisions of the Companies Act, 2013, read with applicable provisions of the Companies (Management and Administration) Rules, 2014, and regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") and the request received by the Company from AstraZeneca Pharmaceuticals AB, Sweden, the promoter of the Company, vide its letter dated March 1, 2014, for delisting of the equity shares of the Company from the BSE Limited, the Bangalore Stock Exchange Limited and the National Stock Exchange of India Limited ("Stock Exchanges"), approval be and is hereby granted to the Company for delisting its equity shares from the Stock Exchanges.

RESOLVED FURTHER THAT the Managing Director and the Vice President-Legal & Company Secretary of the Company be and are hereby severally authorized to take all steps necessary or required in conformity with the Delisting Regulations, the Companies Act, 2013 and the Rules made there under, to give effect to this resolution."

By Order of the Board
For AstraZeneca Pharma India Limited

Date : May 5, 2014
Place : Bangalore

Pawan Singhal
Vice President-Legal & Company Secretary

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed Special Resolution is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear on the Register of Members/Record of Depositories as on May 9, 2014.
3. The Company is pleased to provide e-voting facility to the Members, as an alternate to voting by dispatching the Postal Ballot Form to the Company, to enable them to cast their votes by electronic means. For this purpose, the Company has engaged the services of the National Securities Depository Limited (NSDL) to provide e-voting facility for the Members. E-voting is optional for members.
4. 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". For Members who have not registered their email ids: please refer to User ID and password printed on the Postal Ballot Form.
- ii. Please note that the password is an initial password.
- iii. Open internet browser by typing the URL: <https://www.evoting.nsdl.com/>.
- iv. Click on "Shareholder" - "Login".

- v. Type in your User ID and password as initial password as mentioned in step (i) above and click Login.
- vi. Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof.
- vii. 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.
- viii. Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
- ix. Select "EVEN" of AstraZeneca Pharma India Limited for casting your vote.
- x. You are now ready for "e-voting" as "Cast Vote" page opens. The e-voting period commences on May 18, 2014 at 00:00hrs and ends on June 16, 2014 at 17:00hrs.
- xi. 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.
- xii. 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 with a copy marked to evoting@nsdl.co.in.

(B) In case of Members receiving Postal Ballot Form by Post:

- i. Initial password is provided as below/at the bottom of the Postal Ballot Form.

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

- ii. Please follow all the steps from Sl. No. (iii) to (xii) in 4(A) above, to cast vote.

(C) 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 or contact NSDL at 022-2499 4600.

(D) In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.

(E) 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).

5. Members who have registered their e-mail ID are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <http://www.evoting.nsdl.com> or seek duplicate Postal Ballot Form from the Company's Registrar and Share Transfer Agents namely, Integrated Enterprises (India) Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore-560003, fill in the details and send the same to the Scrutinizer.
6. Members can opt for only one mode of voting i.e. either by Physical Ballot or E-voting. However, in case a Member has voted both through physical as well as E-voting, then voting done through valid Physical Ballot shall prevail and voting done by E-voting will be treated as invalid.
7. The Board of Directors of the Company has appointed Mr. K. T. Vijayakrishna, Practicing Company Secretary as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner. Mr. Vijayakrishna has conveyed to the Company his willingness to act as such.
8. For the purpose of voting through Physical Postal Ballot, you are requested to carefully read the instructions printed on the back of the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed, self addressed pre-paid envelope, so as to reach the Scrutinizer at the Company's Registered Office, printed on the said envelope on or before 17:00 hours on June 16, 2014. The Postal Ballot Forms received by the Scrutinizer thereafter shall be treated as if no reply from the Member has been received.

9. In cases where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote should accompany the Postal Ballot Form.
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. May 9, 2014.
11. The Scrutinizer shall submit his report to the Chairman of the Company or in his absence to any other Director duly authorized by the Chairman in this behalf, after completion of scrutiny of the Postal Ballot Forms received by him in a fair and transparent manner no later than seven days after the last date of receipt of Postal Ballots. The results of the voting by postal ballot shall be declared by placing them, along with the Scrutinizer's report, on the Company's website. The results of the postal ballot will also be announced at the Registered Office of the Company at Avishkar, Off Bellary Road, Hebbal, Bangalore - 560 024 at 17:00 hours on June 20, 2014.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

AstraZeneca Pharmaceuticals AB, Sweden (AZP AB), the promoter of the Company, currently holds 75.00% of the Issued and Paid-up equity share capital of the Company.

The Company's equity shares are currently listed on the BSE Limited, National Stock Exchange of India Limited and Bangalore Stock Exchange Limited.

On March 1, 2014, the Company received by email a letter from AZP AB proposing to make a voluntary delisting offer to the public shareholders with a view to delist the Company's shares, from BSE Limited, Bangalore Stock Exchange Limited and National Stock Exchange of India Limited (**Delisting Proposal**), in accordance with applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Delisting Regulations**).

Regulation 5 of the Delisting Regulations permits the Company, subject to the provisions of the Delisting Regulations, to delist its equity shares from all the recognized Stock exchanges where they are listed provided that all public shareholders holding equity shares which are sought to be delisted are given an exit opportunity in accordance with Chapter IV of the Delisting Regulations.

In accordance with regulation 8(1)(a) of the Delisting Regulations, the Board of Directors of the Company (**Board**) at its meeting held on March 5, 2014 sought additional information from AZP AB and pending receipt and consideration of such additional information it deferred consideration of the Delisting Proposal.

Upon receipt of the additional information, the Board at its meeting held on March 15, 2014 considered and approved the Delisting Proposal.

On April 11, 2014, the Company received a further letter from AZP AB stating:

1. that the Floor Price of Rs. 854.10 per equity share of the Company (**Floor Price**) arrived at as per the Valuation Report dated April 11, 2014 of M/s Walker Chandio & Co LLP, Chartered Accountants. (**Valuation Report**).
2. that the Floor Price had been approved by AZP AB and ICICI Securities Ltd., Manager to the Delisting Proposal, appointed by AZP AB.
3. that the Floor Price was determined in accordance with Regulation 15(2)(c) of the Delisting Regulations. The equity shares of the Company are frequently traded on BSE Limited and the National Stock Exchange of India Limited but infrequently traded on the Bangalore Stock Exchange Limited, in accordance with the Explanation to Regulation 15(2) of the Delisting Regulations.
4. that the objectives of the Delisting Proposal are (i) to increase ownership of AZP AB in the Company, which will provide AZP AB greater operational flexibility to support the Company's business; and (ii) to provide an exit opportunity to the public shareholders of the Company.
5. that the price at which shares will be acquired is required to be determined in accordance with a reverse book building process set out in the Delisting Regulations, subject to the Floor Price. In terms of the Delisting Regulations and the reverse book building process, the minimum price payable by AZP AB for acquiring the Equity Shares in the Delisting Proposal shall be the price at which the maximum number of Equity Shares are tendered (**Discovered Price**) pursuant to the reverse book building process. The Discovered Price will not be lower than the Floor Price.

At its meeting held on April 15, 2014 the Board reviewed the said letter dated April 11, 2014 from AZP AB and the Valuation Report in the light of Regulations 5, 8 and other applicable Regulations in Chapter V of the Delisting Regulations, including without limitation, Regulation 15(2) and asked for clarifications and explanations in connection with the Valuation Report.

The Board at its meeting held on May 5, 2014 after considering the letter dated May 2, 2014 received from AZP AB, together with letters from M/s. Walker Chandiook & Co LLP and ICICI Securities Ltd., approved seeking prior approval of the Members by special resolution through postal ballot, for delisting of equity shares of the Company from the Stock Exchanges, as requested by AZP AB.

Accordingly, pursuant to regulation 8(1)(b) of the Delisting Regulations, prior approval of the Members is being sought by way of Special Resolution passed through postal ballot for delisting the equity shares of the Company from the aforesaid Stock Exchanges.

Attention of the Members is drawn to the following proviso to Regulation 8(1)(b) which states as follows:

Provided that the special resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against it.

If the special resolution set out in the Postal Ballot Notice is passed and can be acted upon in terms of the above proviso to Regulation 8(1)(b), the Company will be required to make an application to the Stock Exchanges for in-principle approval of the proposed delisting in the form prescribed by the Stock Exchanges. The Stock Exchanges are required to dispose of the application seeking their in principle approval for delisting within a period not exceeding 30 working days from the date of receipt by them of the application complete in all respects.

Mr. Ian Brimicombe, Mr. Justin Ooi, Mr. Sanjay Murdeshwar and Mr. Robert Haxton, Directors of the Company represent AstraZeneca Group of which AZP AB is a constituent and as such may be deemed to be concerned or interested in the proposed special resolution set out in the Notice.

None of the other 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 the aforesaid resolution except to the extent of their respective shareholding, if any, in the Company.

Copies of the following letters will be available for inspection by Members on any working day (except Saturday) between 11 a.m. and 1 p.m. from May 18, 2014 to June 16, 2014:

1. Letters dated March 1, April 11, and May 2, 2014 from AZP AB.
2. Letters dated April 11, 2014 and clarification letter dated April 30, 2014 from M/s Walker Chandiook & Co LLP.
3. Letters dated April 11, 2014 and May 2, 2014 from ICICI Securities Ltd.

By Order of the Board
For AstraZeneca Pharma India Limited

Pawan Singhal
Vice President-Legal & Company Secretary

Date : May 5, 2014
Place : Bangalore



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POSTAL BALLOT FORM

Sl. No.

Please read the instructions printed overleaf carefully before completing this form.

1. Name of the Member(s) (in block letters) (Including joint-holders, if any) :

2. Registered address of the Sole/
first named Member :

3. Registered Folio Number /
DP ID & Client ID * :
*(*Applicable to members holding
Shares in dematerialised form)*

4. Number of Equity Shares Held :

5. I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through
Postal Ballot for the business stated in the Notice by sending my / our assent or
dissent to the Special Resolution by placing a tick (✓) at the appropriate places in the box below:

| Description | Number of Equity Shares Held | I/We Assent to the Resolution | I/We Dissent to the Resolution |
|---|------------------------------------|-------------------------------------|--------------------------------------|
| Special Resolution for delisting of the Equity Shares of the Company from BSE Limited, Bangalore Stock Exchange Limited and National Stock Exchange of India Limited | | | |

Place:

Date:

(Signature of the Member)

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

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed pre-paid envelope. However, envelopes containing Postal Ballot Form, if submitted in person or sent by courier at the expense of the member will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country from which the Postal Ballot Form is despatched to the Scrutinizer.
2. Postal Ballot Form should be completed and signed by the member and not by a proxy. In case of joint holding, this Form should be completed and signed by the first named member and in his absence, by the next named member. The signatures on the Postal Ballot Form must tally with the specimen signature registered with the Company, failing which the Postal Ballot Form shall be treated as invalid.
3. Incomplete, unsigned, defaced, overwritten, torn Postal Ballot Form will be rejected.
4. In cases where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
5. Members may request for duplicate Postal Ballot Form, if so required.
6. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 17.00 hrs on June 16, 2014. Postal Ballot Form received after this date will be treated as if no reply from the Member has been received.
7. Members should not send any other paper along with the Postal Ballot Form in the enclosed self-addressed pre-paid envelope. Any extraneous paper in such envelope will be destroyed by the Scrutinizer.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. The Company is pleased to provide e-voting facility as an alternate, to all the members to enable them cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting as well as voting by postal ballot has been set out in note 4(A) and 4(B) respectively, in the Notes to the Postal Ballot Notice.