

November 22, 2024

The Manager - Listing
BSE Limited

Corporate Relationship Dept., 5th Floor, New Trading Ring,
Rotunda Building, P J Towers, Dalal Street, Fort,
Mumbai – 400 001

The Manager - Listing

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sir(s),

Subject: Notice of Postal Ballot dated November 13, 2024

We are enclosing herewith the Postal Ballot Notice dated November 13, 2024, being sent to the members of the Company to their registered email address, seeking approval of the members for the special business as set out therein.

The Notice is being sent to the members whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being Friday, November 15, 2024. The e-voting period commences on Saturday, November 23, 2024 (9:00 am IST) and ends on Sunday, December 22, 2024 (05:00 pm IST).

The Company has engaged the services of National Securities Depository Limited for facilitating e-voting in a secure manner.

The said information is also available on the website of the Company i.e., www.astrazeneca.com/india.

We request you to kindly take the same on record.

For AstraZeneca Pharma India Limited

Manasa. R
Company Secretary

Encl: As above.



ASTRAZENECA PHARMA INDIA LIMITED
CIN: L24231KA1979PLC003563

Registered Office: Block N1, 12th Floor, Manyata Embassy Business Park, Rachenahalli,
Outer Ring Road, Bengaluru - 560045

Email: comp.secy@astrazeneca.com, Tel: +91 80 6774 8000, Fax: +91 80 6774 8557

Web: www.astrazeneca.com/india

POSTAL BALLOT NOTICE
NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To

The Members

AstraZeneca Pharma India Limited

Bengaluru

Notice is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (cumulatively "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and the subsequent circulars issued in this regard, the latest one being 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice is proposed for consideration by the members of the Company and if thought fit, passing by means of Postal Ballot by voting through electronic means only (remote e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The proposed Resolutions together with the explanatory statement setting out the material facts and reasons for passing of the Resolutions are being sent to you for your consideration.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited (NSDL) and extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The instructions for remote e-voting are appended to this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5.00 P.M. IST on Sunday, December 22, 2024.**

Members may note that e-voting shall commence at **9.00 A.M. IST on Saturday, November 23, 2024** and will remain open up to **5:00 P.M. IST on Sunday, December 22, 2024.**

The Board of Directors of the Company have appointed Mr. Vijayakrishna K.T, Practising Company Secretary, Bangalore, C.P. No. 980, Membership No. FCS: 1788, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot through e-voting process, in a fair and transparent manner.

The Scrutinizer will submit his report to Chairperson, or a person authorized by her in writing for declaration of the result of the remote e-voting on or before **Tuesday, December 24, 2024** on completion of the scrutiny of the votes cast through remote e-voting. The results of the remote e-voting and the Scrutinizer's report will be placed on the Company's website at www.astrazeneca.com/india, on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the Equity Shares of the Company are listed.

In accordance with Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date for the voting period i.e., **Sunday, December 22, 2024.**

The Resolutions proposed to be passed through Postal Ballot through e-voting together with the Explanatory Statements setting out the material facts are as follows:

SPECIAL BUSINESS:

ITEM NO. 1: Approval for appointment of Ms. Monica Widhani (DIN:07674403) as Director (Non-Executive and Independent) of the Company

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Monica Widhani (DIN: 07674403), who was appointed as an Additional Director of the Company w.e.f. September 25, 2024, who holds office up to three months from the date of appointment by the Board or the date of next General Meeting, whichever is earlier, be and is hereby appointed as a Director (Non-executive Independent) of the Company to hold the office for a term of five consecutive years i.e. from September 25, 2024 to September 24, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do or cause to be done all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.

ITEM NO. 2: Approval for appointment of Mr. Jesus Javier Diaz Ropero Estesos (DIN: 10835384) as Director (Non-Executive) of the Company

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. Jesus Javier Diaz Ropero Estesos (DIN: 10835384), who was appointed on November 13, 2024 as an Additional Director (Non-Executive) of the Company and who, in terms of Section 161 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modifications/amendments thereof, holds office up to three months from the date of his appointment by the Board or the date of the next General Meeting, whichever is earlier, be and is hereby appointed as a Director of the Company (Non-Executive), liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do or cause to be done all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.

By order of the Board of Directors
For **AstraZeneca Pharma India Limited**

Place: Bengaluru
Date: November 13, 2024

Manasa. R
Company Secretary

Notes:

- 1) The explanatory statements pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposal, are annexed to the Postal Ballot Notice.
- 2) In terms of the applicable MCA Circulars, the Company is sending this Postal Ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for the Postal Ballot in accordance with the requirements specified under the relevant MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
- 3) This Notice is being sent to the members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited ('Depositories') as at the close of business hours on Friday, November 15, 2024 ('cut-off date'). Members as on the cut-off date would be entitled to vote by way of remote e-voting and a person who is not a member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all members whose e-mail addresses are registered with Integrated Registry Management Services Private Limited, Company's Registrar and Share Transfer Agents ('RTA'), or the Depositories.
- 4) For members whose e-mail addresses are not registered but mobile numbers are registered with RTA/Depositories, the weblink for downloading the Notice is being sent through SMS.
- 5) Members, who hold shares in physical mode and who have not registered their email address and in consequence could not receive the Notice may get their email address registered with the RTA, by clicking the link: <https://www.integratedregistry.in/KYCRegister.aspx> and sending the forms to the RTA's office. Members holding shares in electronic mode may approach their Depository Participant (DP). In case of any queries, members may write to giri@integratedindia.in.
- 6) Members, who hold shares in physical mode and are also requested to register their email address, in respect of electronic holdings with the Depositories /Depository Participant and in respect of physical holdings with the RTA.
- 7) With regard to the process of registration of email address with the RTA, members holding shares in electronic mode may approach their Depository Participant (DP) and those members holding shares in physical mode may get their email address registered with the RTA, by clicking the link: <https://www.integratedregistry.in/KYCRegister.aspx> and sending the forms to the RTA's office. Otherwise, members are requested to send a request / communication between 9.00 am and 5.00 pm on all working days (except Saturday and Sunday) till 48 hours prior to the closure of the voting period to the following email address of the Company or RTA, by quoting the Folio No. / Demat account No. The email address of the Company and the contact details are

comp.secy@astrazeneca.com/080 67748000 and RTA's email address and the contact details are giri@integratedindia.in / 080 23460815-18.





- 8) As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Bengaluru (in vernacular language, i.e. Kannada).
- 9) The voting period will commence on **Saturday, November 23, 2024** at **9 A.M. IST** and will end on **Sunday, December 22, 2024** at **5 P.M. IST**. The remote e-voting module shall be disabled by **Sunday, December 22, 2024** at **5 P.M. IST** for voting thereafter.
- 10) Members whose names appear in the Company's Register of members / List of Beneficial Owners as on the close of business hours on **Friday, November 15, 2024** will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the members as on **Friday, November 15, 2024**.
- 11) The Postal Ballot Notice is uploaded on the website of the Company at www.astrazeneca.com/india and on the website of NSDL at www.evoting.nsdl.com.
- 12) The Resolutions in the Notice shall be deemed to be passed on the last date of e-voting period i.e., **Sunday, December 22, 2024**, if approved by the requisite majority.
- 13) Resolutions passed by the members through this Postal Ballot are deemed to have been passed as if it has been passed at a General Meeting of the members.
- 14) The instructions for the members for voting electronically (e-voting) are:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR Code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.. 2. After successful login of Easi/Easiest the user will be also able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and email id as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000 or 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 1800 22 55 33

B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

- (i) Open internet browser by typing the URL: <https://www.evoting.nsdl.com/>
- (ii) Click on 'Shareholder / Member' - 'Login'.
- (iii) Type in your User ID, your Password/OTP and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (iv) Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (v) Your password details are given below:
- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'?
 - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your e-mail id is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.
- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- (a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (vii) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- (viii) Now, you will have to click on 'Login' button.
- (ix) After you click on the 'Login' button, Home page of e-Voting will open.

Step-2: Cast your vote electronically on NSDL e-Voting System

- (i) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- (ii) Select ‘EVEN’ of Company for which you wish to cast your vote during the remote e-Voting period.
- (iii) Now you are ready for e-Voting as the voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on ‘Submit’ and also ‘Confirm’ when prompted.
- (v) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

C. Other instructions:

- (i) 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 authorised to vote, to the Scrutiniser through e-mail on vijaykt@vjkt.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on ‘Upload Board Resolution/Authority Letter’ displayed under ‘e-Voting’ tab in their login.
- (ii) It is strongly recommended that you do not share your new password and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password?’ or ‘Physical User Reset Password?’ option available on www.evoting.nsdl.com to reset the password.
- (iii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and remote e-Voting User Manual for members available at the ‘Downloads’ section of www.evoting.nsdl.com or send a request at evoting@nsdl.com. Any query or grievance connected with the remote e-voting may be addressed to Mr. Soni Singh, Assistant Manager or Ms. Sarita Mote, Assistant Manager at 022 - 4886 7000/022 - 2499 7000.
- (iv) 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).

- (v) **Process for those shareholders whose e-mail ids are not registered** with the depositories for procuring user id and password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:
- (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to comp.secy@astrazeneca.com.
 - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to comp.secy@astrazeneca.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
 - (c) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned at Item Nos. 1 and 2 of the accompanying notice dated above and shall be taken as forming part of the Notice:

Item No. 1: Approval for appointment of Ms. Monica Widhani (DIN:07674403) as Director (Non-Executive and Independent) of the Company

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), Ms. Monica Widhani who was appointed as an Additional Director (Independent) on the Board of the Company with effect from September 25, 2024 to hold office up to three months from the date of appointment by the Board or the date of next General Meeting, whichever is earlier, is proposed to be appointed as a Director (Non-executive Independent) for a term of five consecutive years from September 25, 2024 to September 24, 2029, not liable to retire by rotation.

The Company has received declaration from Ms. Monica Widhani stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations. She has also given her consent to act as Director of the Company. The Company has received notice in writing from a member under Section 160 of the Act proposing the appointment of Ms. Monica Widhani as an Independent Director of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Monica Widhani as an Independent Director. In the opinion of the Board, she fulfils the conditions of independence for appointment as an Independent Director and is independent of the Management. Considering her vast experience, her presence on the Board will be of immense value to the Company. Brief profile of Ms. Monica Widhani forms part of Annexure – I to the Notice.

Ms. Monica Widhani is not related to any Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives except Ms. Monica Widhani and her relatives, are concerned or interested in the above resolution.

The Board recommends the resolution as set out at Item No. 1 of this Notice for the approval of the members.

Item No. 2: Approval for appointment of Mr. Jesus Javier Diaz Ropero Estesos (DIN: 10835384) as Director (Non-Executive) of the Company

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Jesus Javier Diaz Ropero Estesos was appointed as an Additional Director (Non-Executive) on the Board of the Company with effect from November 13, 2024. As an Additional Director, Mr. Jesus Javier Diaz Ropero Estesos holds office up to three months from the date of his appointment by the Board or the date of the next General Meeting, whichever is earlier and is eligible for being appointed as a Director. Considering his vast experience, his presence on the Board will be of immense value to the Company. Brief profile of Mr. Jesus forms part of Annexure - I to the Notice.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the appointment of Mr. Jesus Javier Ropero Estesos as a Director of the Company.

Mr. Jesus Javier Diaz Ropero Estesos is not related to any Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives except Mr. Jesus Javier Diaz Ropero Estesos and his relatives, are concerned or interested in the above resolution.

The Board recommends the resolution as set out at Item No. 2 of this Notice for the approval of the members

By order of the Board of Directors
For **AstraZeneca Pharma India Limited**

Place: Bengaluru
Date: November 13, 2024

Manasa. R
Company Secretary

Annexure – I to Notice

Additional information on director(s) recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:

Particulars	Ms. Monica Widhani	Mr. Jesus Javier Diaz Ropero Esteso
Age	66 years	52 years
Date of Appointment/ Effective date	September 25, 2024	November 13, 2024
Qualification(s)	Ms. Monica Widhani is a Science Hons. Graduate and a qualified Chartered Accountant.	Mr. Jesus Javier Diaz Ropero Esteso has a Bachelor's Degree in Business Administration from Colegio Universitario de Estudios Financieros and MBA from IESE Business School – University of Navarra.
Brief profile and nature of their expertise in specific functional areas	Ms. Monica Widhani has worked with Bharat Petroleum Corporation Limited (BPCL), India's second largest oil marketing company. During her tenure of over 34 years with BPCL she has held various leadership positions in Aviation, Coordination, Retail Marketing, Retail Strategy, and Finance. These includes positions of Head of Retail Sales for North India, Head of Urban Retailing Strategy, Executive Director Coordination, and then as SBU Head of Aviation. Ms. Widhani has also held Board positions representing BPCL in its various Aviation Joint Ventures. She is currently also an Independent Director on the Board of ABB India Limited, Gujarat Pipavav Port Limited, HG Engineering Infra Limited, and Dreamfolks Services Limited.	Mr. Jesus Javier Diaz Ropero Esteso is a seasoned senior finance professional with a robust background in international enterprise environments. His career spans over two decades, during which he has held key leadership roles at AstraZeneca, including VP Finance and CFO for International Markets, CFO for LATAM, and COO for Global Finance Services. He has demonstrated a strong focus on continuous improvement, strategic business planning, and finance transformation, aligning core finance processes with profit and growth goals. His expertise also includes commercial finance, budget analysis, and business development, contributing significantly to bottom-line success and effective financial decision-making.

Particulars	Ms. Monica Widhani	Mr. Jesus Javier Diaz Ropero Estes
	She is the first woman Chartered Accountant in the state of Rajasthan and first woman Business Head for BPCL.	In addition to his roles at AstraZeneca, Jesus has extensive experience at The Coca-Cola Company, PWC Consulting, and EY Auditors. Jesus has proven his ability to lead diverse teams across multiple countries, driving financial performance and ensuring compliance with local and global obligations.
Terms and conditions of Appointment	As set out in Item No. 1 of the accompanying Notice read with the Explanatory Statement.	As set out in Item No. 2 of the accompanying Notice read with the Explanatory Statement.
Remuneration last drawn	Not Applicable	Not Applicable
Number of meetings of Board attended during the year	1	1
Remuneration proposed to be paid	NIL	NIL
Directorships held in other listed companies	4	NIL
Membership/ Chairmanships of Committees of other listed companies	Membership of Committees: 6 Chairmanships: 1	NIL
Shareholding in the Company (No. of shares)	50	NIL
Relationship between Directors, <i>inter-se</i>	None	None

By order of the Board of Directors
For **AstraZeneca Pharma India Limited**

Place: Bengaluru
Date: November 13, 2024

Manasa. R
Company Secretary