



Date: March 1, 2014

From:

AstraZeneca Pharmaceuticals AB
c/o AstraZeneca AB
Legal Department
151 85 Södertälje
Sweden

To:

The Board of Directors
AstraZeneca Pharma India Limited
Avishkar, Off Bellary Road, Hebbal
Bangalore 560 024

Dear Sirs,

Re.: Notice for proposed voluntary delisting of the equity shares (**Shares**) of AstraZeneca Pharma India Limited under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Delisting Regulations**)

As you are aware, AstraZeneca Pharmaceuticals AB (formerly Astra Pharmaceuticals AB), Sweden (**AZP AB**) is the promoter of, and holds 18,750,000 Shares representing 75.00% of the total issued and paid-up equity share capital of, AstraZeneca Pharma India Limited (**Company**).

AZP AB proposes to make a voluntary delisting offer (**the Delisting Offer**) to the public shareholders of the Company in accordance with the Delisting Regulations with a view to delist the Shares from BSE Limited (**BSE**), Bangalore Stock Exchange Limited (**BgSE**) and National Stock Exchange of India Limited (**NSE**) (collectively, **Stock Exchanges**), being the stock exchanges on which the Shares are currently listed (**the Delisting Proposal**). AZP AB's Board of Directors has, by its resolution dated March 1, 2014 considered and approved the Delisting Proposal.

Regulations 8(1)(a) and (b) of the Delisting Regulations requires that in case of a proposed voluntary delisting:

- (i) the prior approval of the board of directors of the Company in its meeting; and
- (ii) the prior approval of the shareholders of the Company by a special resolution passed through postal ballot

be obtained in the manner provided in the Delisting Regulations.

AZP AB therefore requests the Board of Directors of the Company (**Board**) to:

- (i) convene a meeting of the Board to consider and approve the Delisting Proposal, and upon the Board so approving, immediately inform the Stock Exchanges of such consideration and approval; and
- (ii) take requisite steps to obtain the prior approval of the shareholders of the Company to the Delisting Proposal by a special resolution passed through postal ballot as per the Delisting Regulations

Upon the abovementioned approvals being obtained, AZP AB will be entitled, at its discretion, to make a public announcement of the Delisting Proposal (**Public Announcement**) in accordance with the Delisting Regulations. Any acquisition of Shares by AZP AB will be conditional upon such terms and conditions, if any, as may be stated in the Public Announcement and/or the letter of offer proposed to be sent to the shareholders of the Company, including, but not limited to, any required statutory approvals being obtained. AZP AB reserves the right not to proceed with the Delisting Proposal in the event of change in the Delisting Regulations or other applicable laws or an order of a court or other authority or any other circumstance which in the opinion of AZP AB would prejudice AZP AB. Please also note that, in accordance with the Delisting Regulations, AZP AB is not obliged to accept the equity shares at the offer price determined by the book building process.

Please consider the above request at a Board meeting of the Company to be convened at the very earliest date.

Yours truly,

For **AstraZeneca Pharmaceuticals AB**



Name: Jan-Olof Jacke

Title: Director, Authorised Signatory