



AstraZeneca Pharma India Limited

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

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of AstraZeneca Pharma India Limited will be held at 2.00 p.m. at Vijaynagar Hall, Hotel Taj Residency , 41/3, M G Road, Bangalore 560001, on Tuesday, 6th June, 2006 to transact the following business:

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

"RESOLVED THAT each of the 50,00,000 (Fifty Lakh) equity shares of Rs. 10/- each, comprising the Authorised Share Capital of the Company be sub-divided into 5 equity shares of Rs. 2/- each and accordingly the existing 50,00,000 (Fifty Lakh) equity shares of Rs. 10/- each comprising the Issued, Subscribed and Paid up equity share capital of the Company be divided into 2,50,00,000 (Two Crores Fifty Lakh) equity shares of Rs. 2/- each."

FURTHER RESOLVED that the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) be and are hereby authorized to issue new share certificates representing the sub-divided Equity Shares with new distinctive numbers, consequent upon sub-division of Shares as aforesaid and / or credit the shareholders' account maintained with the Depositories, subject to compliance with provisions contained in this regard, and the Articles of Association of the Company and to do all acts, deeds, matters and things required to be done in this regard and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof to give effect to the aforesaid Resolution.

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

"RESOLVED THAT the present clause V of the Memorandum of Association of the Company be and is hereby replaced by the following new clause V:

'V. The Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 2,50,00,000/- (Two Crores Fifty Lakh) Equity Shares of Rs. 2/- each.' "

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

"RESOLVED THAT the present Article 3 of the Articles of Association of the Company be and is hereby replaced by the following new Article 3:

'3. The Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 2,50,00,000/- (Two Crores Fifty Lakh) Equity Shares of Rs. 2/- each.' "

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

BHASKER V IYER
Managing Director

Registered Office:
"Avishkar"
Off Bellary Road
Hebbal
Bangalore - 560 024
Dated: 9th May, 2006

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 AND SUCH PROXY NEED NOT BE A MEMBER.
2. An Explanatory Statement as required under Section 173 (2) of the Companies Act, 1956 is annexed hereto.
3. For the convenience of Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by an Attendance Slip, which is annexed to the Proxy Form. Members/proxies attending the Meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
4. Members are requested to quote the Folio Numbers / Client Id / DP Id in all correspondence.

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

BHASKER V IYER
Managing Director

Registered Office:

"Avishkar", Off Bellary Road
Hebbal, Bangalore - 560 024
Dated: 9th May, 2006

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item Nos. 1, 2 and 3

The equity shares of the Company are listed on the Bangalore Stock Exchange Limited (BgSE), the National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE). The shares are actively traded on the NSE and BSE.

The market price of the shares of the Company has witnessed a significant spurt in the recent past. In order to improve the liquidity of the Company's shares in the stock market and to make it also affordable to the small investors, the Board of Directors of the Company at their meeting held on 9th May, 2006, considered it desirable to sub-divide each of the 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each comprising the Authorised Share Capital of the Company into 5 equity shares of Rs. 2/- each.

The approval of the Members of the Company is being sought to the above subdivision pursuant to Section 94 of the Companies Act, 1956 read with Article 9 of the Company's Articles of Association. Hence, the Resolution at item no. 1 of the Notice.

Upon the above subdivision being approved by the Members in terms of the Resolution at item no. 1 of the Notice, clause V of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company, both of which reflect the Authorised Share Capital of the Company, will require to be suitably altered.

The Resolutions at item nos. 2 and 3 of the Notice are hence of a consequential nature.

The Resolution at item no. 2 of the Notice relates to the alteration of clause V of the Memorandum of Association to reflect the subdivision of the equity share capital of the Company.

The Resolution at item no. 3 of the Notice relates to the alteration of Article 3 of the Articles of Association to reflect the subdivision of the equity share capital of the Company. The Resolution at item no. 3 of the Notice is proposed as a special resolution having regard to Section 31 of the Companies Act, 1956.

A copy of the Memorandum of Association and the Articles of Association of the Company will be available for inspection by the Members of the Company at the Registered Office of the Company between 10:30 a.m. and 5:30 p.m. on any working day of the Company.

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

BHASKER V IYER
Managing Director

Registered Office:

"Avishkar", Off Bellary Road
Hebbal, Bangalore - 560 024
Dated: 9th May, 2006

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PROXY

I/We _____ of _____ in the district of _____ being a Member/Members of AstraZeneca Pharma India Limited, hereby appoint _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ as my/our Proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on 6th June 2006, or at any adjournment thereof.

Signed this _____ day of _____ 2006.

Regd. Folio No. _____

Client ID / DP Id No. _____

No. of Shares held _____



Signature of Member

NOTE: The Proxy and the Power of Attorney (if any) under which it is signed or a notarially certified copy of that power must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Full Name of the Member attending _____

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the

I hereby record my presence at the Extraordinary Annual General Meeting of the Company held at the Vijayanagar Hall Hotel Taj Residency, 41/3, MG Road, Bangalore - 560 001 on 6th June 2006 at 2.00 p.m.

Ledger Folio No. _____ Client Id / DP Id No. _____ No. of Shares held _____

Signature of the Member/Proxy

(To be signed at the time of handing over this slip)

Book-Post

To

If undelivered please return to:

Companies Registrar & Share Transfer Agent

Alpha Systems Pvt. Ltd.

30, Ramana Residency, 4th Cross

Sampige Road, Malleswaram

Bangalore 560 003

Phone: 080 23460815/6/7/8