

## Notice of Offer for Sale by the Promoter to the Stock Exchanges

Date: May 24, 2013

To,

The Managing Director,  
BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

The Managing Director,  
National Stock Exchange of India Limited,  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra East, Mumbai 400 051

**Subject: Proposed offer for sale of equity shares of face value of Rs. 2 each of AstraZeneca Pharma India Limited by AstraZeneca Pharmaceuticals AB Sweden through the stock exchange mechanism**

Dear Sir / Madam,

Pursuant to Clause 5(b) of circular number CIR/MRD/DP/18/2012 dated July 18, 2012, notified by the Securities and Exchange Board of India, as amended pursuant to the Circular CIR/MRD/DP/04/2013 dated January 25, 2013 (the “SEBI Circular”), AstraZeneca Pharmaceuticals AB Sweden (the “Seller”), proposes to sell an aggregate of 37,49,950 equity shares of face value of Rs. 2 each of AstraZeneca Pharma India Limited (the “Company”, and such equity shares referred to as “Sale Shares”), in compliance with the provision of Clause 40A(ii)(c) of the listing agreement on May 28, 2013, exclusively through the Seller’s broker named below through a sale on the separate window provided by the stock exchanges for this purpose under notice no. 20120222-34 dated February 22, 2012, notice no. 20120228-30 dated February 28, 2012, notice no. 20120727-26 dated July 27, 2012, and notice no 20130129-23 dated January 29, 2013, issued by the BSE Limited and circular ref. no. 2/2012 dated February 21, 2012, circular ref. no. 73/2012 dated February 24, 2012 and circular ref. no 52/2012 dated August 2, 2012, circular ref. no. 005/2013 dated January 30, 2013, and circular ref. no. 0037/2013 dated January 31, 2013, issued by the National Stock Exchange of India Limited (the “Sale”).

The details of the Sale being made in accordance with the SEBI Circular are set forth below in tabular form. Other important information in relation to the Sale is set out below under the heading “Important Information”, and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety.

1.	<b>Name of the Seller (Promoter/ Promoter Group)</b>	AstraZeneca Pharmaceuticals AB Sweden
2.	<b>Name of the company whose shares are proposed to be sold and ISIN</b>	AstraZeneca Pharma India Limited (BSE Code: 506820, NSE Code: ASTRAZEN)  ISIN- INE203A01020
3.	<b>Name of the stock exchanges where orders shall be placed</b>	BSE Limited (the “BSE”) and the National Stock Exchange of India Limited (the “NSE” and, together with the BSE, the “Stock Exchanges”).
4.	<b>Name of the designated stock exchange</b>	BSE Limited

5.	<b>Date and time of the opening and closing of the Sale</b>	The Sale shall take place at the separate window of the Stock Exchanges and shall commence on May 28, 2013 at 9:15 a.m. and shall close the same day at 3:30 p.m. Indian Standard Time (“ <b>Sale Date</b> ”).
6.	<b>Allocation methodology</b>	<p>The allocation shall be on the price priority method at multiple clearing prices in accordance with the SEBI Circular.</p> <p>A minimum of 25% of the total number of the Sale Shares being offered in the Sale shall be reserved for allocation to Mutual Funds (as defined below) and Insurance Companies (as defined below) subject to receipt of valid bids/orders at or above the Clearing Price. In the event of any under subscription from Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other Bidders.</p> <p>No single buyer other than mutual funds registered with the Securities and Exchange Board of India under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended (“<b>Mutual Funds</b>”), and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999, as amended (“<b>Insurance Companies</b>”), shall be allocated more than 25% of the size of the Sale.</p>
7.	<b>Total number of equity shares being offered in the Sale</b>	37,49,950 Equity Shares
9.	<b>Name of the broker(s) on behalf of the Seller (the “Seller’s Broker”)</b>	ICICI Securities Limited
10.	<b>Date and time of declaration of the Floor Price (the “Floor Price”)</b>	The Seller shall declare the Floor Price for the Sale on May 27, 2013 after the closure of trading hours of the Stock Exchanges.
11.	<b>Conditions for withdrawal of the Sale</b>	The Seller reserves the right to not proceed with the Sale at any time prior to opening of the Sale on the Sale Date. In such a case there will be a cooling off period of 10 trading days from the date of withdrawal before an offer is made again. The Stock Exchanges shall suitably disseminate details of such withdrawal.
12.	<b>Conditions for cancellation of the Sale</b>	<p>In the event the aggregate number of orders received in the Sale at or above the Floor Price is less than the total number of Sale Shares being offered for sale, the Seller reserves the right to either conclude the Sale to the extent of subscription or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.</p> <p>The Seller may also conclude the Sale or cancel the Sale in full, in case of defaults in settlement obligations.</p>
13.	<b>Key Conditions for participating in the Sale</b>	<ol style="list-style-type: none"> <li>1. Non-institutional investors shall deposit 100% margin in cash with the clearing corporation, at the time of bidding in the Sale. Institutional investors shall have the option of placing orders/bids without any upfront margin or with 100% margin.</li> <li>2. In case of institutional investors who place orders/bids with 100% upfront margin, confirmation from custodian shall be issued within trading hours. In case of institutional investors who place orders without upfront margin, confirmation from custodian shall be as</li> </ol>

		<p>per the existing rules for secondary market transactions.</p> <ol style="list-style-type: none"> <li>3. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments.</li> <li>4. Modification/cancellation of the orders with 100% upfront margin by institutional investors and non institutional investors will be allowed at any time during the trading hours on the Sale Date. Orders without paying upfront margin by institutional investors cannot be modified or cancelled, except for making upward revision in the price or quantity.</li> <li>5. In case of any permitted order / bid modification or cancellation by investors, such funds shall be released / collected on a real time basis by clearing corporation.</li> <li>6. Settlement shall take place on trade for trade basis. For non-institutional investors and institutional investors who place orders/bids with 100% upfront margin, settlement shall take place on T+1 (T being the Sale Date i.e. May 28, 2013, and T + 1 being May 29, 2013). In case of orders/bids of institutional investors without any upfront margin, settlement shall be as per the existing rules for secondary market transactions (i.e. on T+2 being May 30, 2013).</li> <li>7. Buyer shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including securities transaction tax, which shall be deducted from the primary settlement account of the buyer maintained with the clearing bank.</li> <li>8. In case of any default in pay-in by any investor, an amount equal to 10% of the order value shall be charged as penalty from such investor and collected from the broker. Such amount shall be credited to the Investor Protection Fund of the Stock Exchanges.</li> <li>9. Multiple orders from a single buyer shall be permitted.</li> </ol>
--	--	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

## Important Information

The Sale is personal to each prospective buyer (including individuals, funds or otherwise) who makes a bid and does not constitute an offer or invitation or solicitation of an offer to the public requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India.

The Sale is being carried out in reliance with the SEBI Circular and the subject to the circulars, rules and regulations of the Stock Exchanges. There will be no public offer of the Sale Shares in India or any other jurisdiction. Accordingly no documents have been or will be prepared as a “prospectus” or an “offer document” under the Companies Act, 1956, as amended and/or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and/or submitted to or registered with the Registrar of Companies in India, the Securities and Exchange Board of India (the “**SEBI**”), the Stock Exchanges or any other regulatory or listing authority in India or any other jurisdiction, or circulated or distributed to any person in India or any other jurisdiction.

The buyers’ commitments should be made solely on the basis of publicly available information and previously published information by the Company available with the SEBI or the Stock Exchanges, together with the information contained in this Notice, and shall be subject to the terms set forth in the contract note to be provided to the successful buyers. The Sale is personal to each prospective buyer (including individuals, funds or otherwise) who makes an order for the Sale Shares. This Notice does not constitute an offer or invitation or solicitation of an offer to the public or to any other person or class of persons within or outside India. Buyers should seek appropriate legal advice prior to participating in the Sale.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction (an “**Other Jurisdiction**”) in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction, including, without limitation, the United States of America, Canada, Australia and Japan. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in an Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such Other Jurisdiction.

This Notice is neither an offer to sell nor a solicitation for an offer to buy any Sale Shares in the United States of America. The Sale Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (“**Securities Act**”) or any state securities laws in the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Sale Shares will be offered and sold only outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. Purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with an exemption from the registration requirements under the United States of America’s securities laws.

By submitting a bid in connection with the Sale or receiving the Sale Shares, buyers will be deemed to have acknowledged that none of the Seller’s Broker, the Seller, the Company or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates, have provided the buyers with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Sale Shares, and that the buyers have obtained their own independent tax advice and evaluated the tax consequences in relation to the Sale Shares.

By submitting a bid in connection with the Sale or receiving the Sale Shares, buyers will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, (c) represented, acknowledged and agreed that such bidder is, and at the time the Sale

Shares are purchased will be, (i) the beneficial owner of such Sale Shares; (ii) located outside the United States (within the meaning of Regulation S), (iii) purchasing such Sale Shares in an offshore transaction pursuant to Regulation S, and (iv) not a promoter/promoter group of the Company, or an affiliate of the Company or a person acting on behalf of such an affiliate.

By submitting a Bid on behalf of a bidder in connection with the Sale, each broker shall also deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates or any person acting on its or their behalf (a) has offered or will offer and sell the Sale Shares in the United States, or (b) has engaged or will engage in any directed selling efforts with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer for sale of the Sale Shares.

Yours faithfully,

**For AstraZeneca Pharmaceuticals AB Sweden**



Name: Mr. Jan-Olof Jacke  
Designation: Director  
**Authorized Signatory**