

VIJAYAKRISHNA K T

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Company Secretary

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SCRUTINIZER'S REPORT

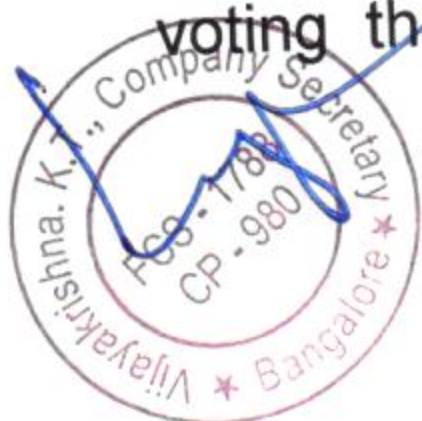
[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. Narayan K Seshadri
Chairman
AstraZeneca Pharma India Limited
Block N1, 12th Floor, Manyata Embassy Business Park
Rachenahalli, Outer Ring Road
Bangalore – 560 045

Dear Sir,

I, Vijayakrishna KT, Company Secretary in Whole-Time Practice (FCS No.1788, CP No. 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivnagar, Bangalore – 560 080 was duly appointed as Scrutinizer by AstraZeneca Pharma India Limited ('the Company) for the purpose of scrutinizing the voting through remote e-voting and through Polling Paper at the 38th Annual General Meeting of the Company held on 13th September, 2017 pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules made there under relating to voting through remote e-voting and through Polling Papers at the Annual General



Meeting venue for the resolutions proposed in the Notice of 38th Annual General Meeting. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" the resolutions proposed in the Notice convening the 38th Annual General Meeting of the Company, based on the report provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for four days from 9th September, 2017 (9.00 A.M. IST) till 12th September, 2017(5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 6th September, 2017 were entitled to vote on the resolutions proposed in the Notice convening the 38th Annual General Meeting.

The Ballot Register was prepared to record Equity Shareholders' Assent or Dissent received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by the Company's Registrar and Share Transfer Agent (RTA). The Polling Papers which were incomplete, unsigned and wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 12th September, 2017 (5.00 P.M. IST), the voting portal of NSDL was blocked forthwith.

The votes cast were unblocked on 13th September, 2017, in presence of Mr. Chinmaya Bhat and Mr. Vinay Kadam, who acted as witnesses as prescribed under sub-rule 3(xii)



of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting portal of NSDL i.e. www.evoting.nsdl.com and based on such reports

- a. 49 members have cast their votes through remote e-voting.
- b. 51 members have cast their votes through Polling Paper at the Annual General Meeting.

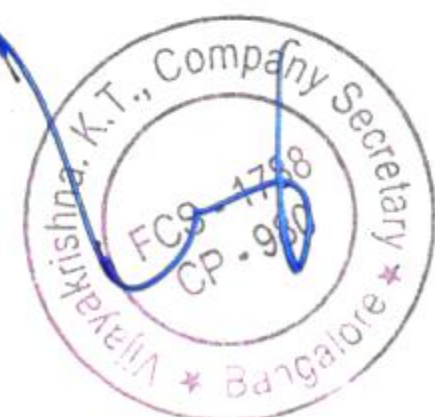
The brief analysis of the results of the remote e-voting and Polling Papers are as under:

ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors' thereon:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	46	20499601	39	11287	85	20510888	99.999
Dissent	2	22	0	0	2	22	0.001
Total	48	20499623	39	11287	87	20510910	100
Abstained/ Invalid	1	50	12	1015	13	1065	



Item No.2: Ratification of appointment of Messrs Price Waterhouse & Co. Chartered Accountants LLP as the Statutory Auditors of the Company and authorization to the Board of Directors to fix their remuneration:

Ordinary Resolution:

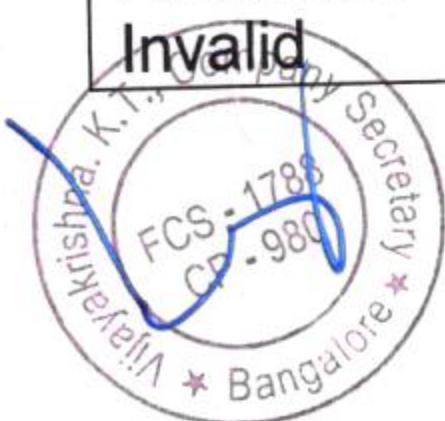
Particulars	No. of votes contained in						Percent age on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of membe rs voted	No. of Votes cast (shares)	No. of memb ers voted	No. of Votes cast (shares)	No. of member s voted	No. of Votes cast (shares)	
Assent	39	20493638	39	11287	78	20504925	99.971
Dissent	10	6035	0	0	10	6035	0.029
Total	49	20499673	39	11287	88	20510960	100
Abstained/ Invalid	0	0	12	1015	12	1015	

SPECIAL BUSINESS:

Item No.3: Ratification of Cost Auditor's remuneration:

Ordinary Resolution:

Particulars	No. of votes contained in						Percent age on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of membe rs voted	No. of Votes cast (shares)	No. of memb ers voted	No. of Votes cast (shares)	No. of membe rs voted	No. of Votes cast (shares)	
Assent	42	20498168	36	12263	78	20510431	99.994
Dissent	5	1285	4	24	9	1309	0.006
Total	47	20499453	40	12287	87	20511740	100
Abstained/ Invalid	2	220	11	15	13	235	



Item No. 4: Appointment of Mr. Ian John Parish (DIN: 00391534) as Non-Executive Director of the Company:

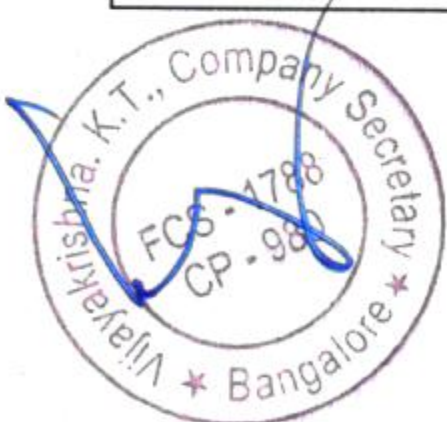
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	43	20499106	35	11264	78	20510370	99.997
Dissent	5	517	4	23	9	540	0.003
Total	48	20499623	39	11287	87	20510910	100
Abstained/ Invalid	1	50	12	1015	13	1065	

Item No.5: Appointment of Ms. Revathy Ashok (DIN: 00057539) as an Independent Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	41	20498081	37	12268	78	20510349	99.993
Dissent	6	1517	3	19	9	1536	0.007
Total	47	20499598	40	12287	87	20511885	100
Abstained/ Invalid	2	75	11	15	13	90	



Item No.6: Appointment of Ms. Kimsuka Narasimhan (DIN: 02102783) as an Independent Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	39	20497471	36	12263	75	20509734	99.992
Dissent	6	1517	4	24	10	1541	0.008
Total	45	20498988	40	12287	85	20511275	100
Abstained/ Invalid	4	685	11	15	15	700	

Item No.7: Appointment of Mr. Gregory David Emil Mueller (DIN: 07667074) as Non-Executive Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	42	20498856	35	11264	77	20510120	99.996
Dissent	6	767	4	23	10	790.	0.004
Total	48	20499623	39	11287	87	20510910	100
Abstained/ Invalid	1	50	12	1015	13	1065	



Item No.8: Appointment of Mr. Gagan Singh Bedi (DIN: 07844333) as the Director of the Company:

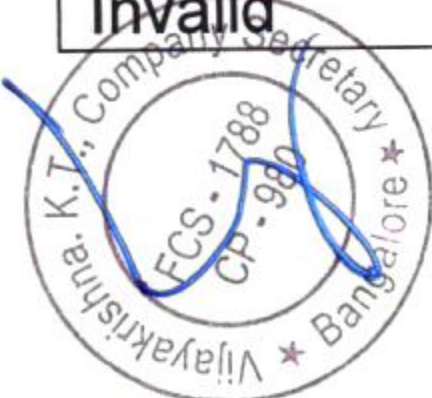
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	43	20499106	36	11268	79	20510374	99.997
Dissent	5	517	3	19	8	536	0.003
Total	48	20499623	39	11287	87	20510910	100
Abstained/ Invalid	1	50	12	1015	13	1065	

Item No.9: Appointment of, and Remuneration payable to, Mr. Gagan Singh Bedi (DIN: 07844333) as Managing Director of the Company:

Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	42	20498936	37	12268	79	20511204	99.997
Dissent	6	687	3	19	9	706	0.003
Total	48	20499623	40	12287	88	20511910	100
Abstained/Invalid	1	50	11	15	12	65	



Item No.10: Appointment of Mr. Rajesh Marwaha (DIN: 01458768) as the Director of the Company:

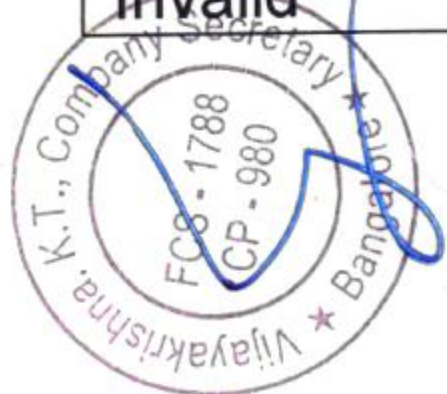
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	42	20498936	35	11263	77	20510199	99.997
Dissent	6	687	4	24	10	711	0.003
Total	48	20499623	39	11287	87	20510910	100
Abstained/ Invalid	1	50	12	1015	13	1065	

Item No.11: Appointment of, and Remuneration payable to, Mr. Rajesh Marwaha (DIN: 01458768) as a Whole-time Director of the Company:

Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	41	20498686	36	12263	77	20510949	99.995
Dissent	7	937	4	24	11	961	0.005
Total	48	20499623	40	12287	88	20511910	100
Abstained/ Invalid	1	50	11	15	12	65	



Item No.12: Approval of Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited during the financial year 2016-17:

Ordinary Resolution:

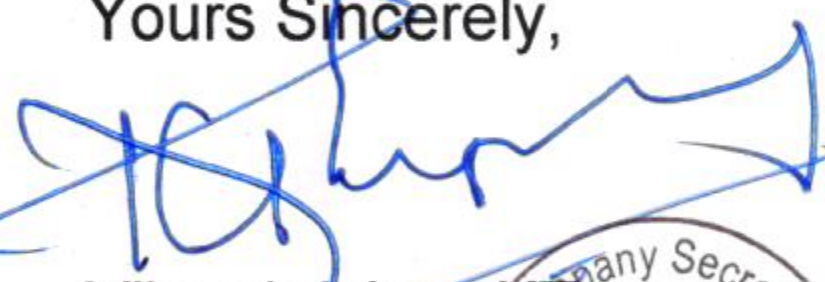
Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	36	1742406	36	11268	72	1753674	99.586
Dissent	12	7267	3	19	15	7286	0.414
Total	48	1749673	39	11287	87	1760960	100
Abstained/ Invalid	1	18750000	12	1015	13	18751015	

Based on the foregoing, the Resolution Nos. from 01 to 12 in respect of Notice of 38th Annual General Meeting maybe deemed to have been **passed by requisite majority**.

All the relevant records relating to remote e-voting and Polling Papers are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You


Yours Sincerely,


Vijayakrishna K
Practising Company Secretary
Membership No: F1788
C.P. No: 980

Date: 14.09.2017

Witnesses:


1. Chinmaya Bhat


2. Vinay Kadam