

September 14, 2017

The Manager- Listing
BSE Limited

Corporate Relationship Dept., 5th Floor, New Trading Ring
Rotunda Building, P J Towers, Dalal Street, Fort,
Mumbai - 400001

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 - 400051

Dear Sirs,

Sub: Disclosure of Voting Results of 38th Annual General Meeting of the Company held on September 13, 2017- Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we furnish below the details regarding voting results of 38th Annual General Meeting of the Company held on Friday, September 13, 2017 at 3.00 pm at 'The Mysore Hall' ITC Gardenia, Residency Road, Bengaluru – 560025:

| | |
|--|--------------------|
| Date of AGM | September 13, 2017 |
| Total No of Share Holders as on record Date (cut off date-06.09.2017) | 14977 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| <ul style="list-style-type: none"> Promoters and Promoter Group Public | <p>1 543</p> |
| No. of Shareholders attended the meeting through Video Conferencing: | |
| <ul style="list-style-type: none"> Promoters and Promoter Group Public | NA |

Below is the resolution-wise combined result of remote e-voting and ballot:



CORPORATE & REGD. OFFICE
AstraZeneca Pharma India Ltd.
P. B. No. 4525, Block N1, 12th Floor
Manyata Embassy Business Park
Rachenahalli, Outer Ring Road
Bangalore - 560045, INDIA

TEL : +91 80 67748000
FAX : +91 80 67748857
CIN : L24231KA1979PLC003563
WEB : www.astrazeneca.com/india

FACTORY
12th Mile on Bellary Road
Venkatatala, Katigenahalli Village
Yelahanka
Bangalore - 560 063
INDIA

TEL : +91 80 67749000
FAX : +91 80 28462208
+91 80 67749628

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | Adoption of Accounts for the year ended March 31, 2017 and the Reports of the Auditor's and Directors thereon. | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| | Poll | 18750000 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18750000 | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| | Poll | 2261633 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | | 9467 | 0.2374 | 9445 | 22 | 99.7676 | 0.2324 |
| | Poll | 3988367 | 11287 | 0.283 | 11287 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3988367 | 20754 | 0.5204 | 20732 | 22 | 99.894 | 0.106 |
| Total | | 25000000 | 20510910 | 82.0436 | 20510888 | 22 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | Ratification of appointment of Price Waterhouse & Co., Chartered Accountants LLP (Firm Registration No. 304026E / E-300009) as Statutory Auditors and authorisation to the Board to fix their remuneration. | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| | Poll | 18750000 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18750000 | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| | Poll | 2261633 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | | 9517 | 0.2386 | 3482 | 6035 | 36.5872 | 63.4128 |
| | Poll | 3988367 | 11287 | 0.283 | 11287 | 0 | 100 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3988367 | 20804 | 0.5216 | 14769 | 6035 | 70.9912 | 29.0088 |
| | Total | 25000000 | 20510960 | 82.0438 | 20504925 | 6035 | 99.9706 | 0.0294 |
| Whether resolution is Pass or Not. | | | Yes | | | | | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(3) | | | | | | | | |
|--|-------------------------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | Ratification of Cost Auditor's remuneration. | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| | Poll | 18750000 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18750000 | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| | Poll | 2261633 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | | 9297 | 0.2331 | 8012 | 1285 | 86.1783 | 13.8217 |
| | Poll | 3988367 | 12287 | 0.3081 | 12263 | 24 | 99.8047 | 0.1953 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3988367 | 21584 | 0.5412 | 20275 | 1309 | 93.9353 | 6.0647 |
| Total | | 25000000 | 20511740 | 82.047 | 20510431 | 1309 | 99.9936 | 0.0064 |
| Whether resolution is Pass or Not. | | | Yes | | | | | |
| Disclosure of notes on resolution | | | | | | | | |



Resolution(4)

| | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Consent of members for appointment of Mr. Ian John Parish as a Non-executive Director. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| | Poll | 18750000 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18750000 | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| | Poll | 2261633 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | | 9467 | 0.2374 | 8950 | 517 | 94.5389 | 5.4611 |
| | Poll | 3988367 | 11287 | 0.283 | 11264 | 23 | 99.7962 | 0.2038 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3988367 | 20754 | 0.5204 | 20214 | 540 | 97.3981 | 2.6019 |
| Total | | 25000000 | 20510910 | 82.0436 | 20510370 | 540 | 99.9974 | 0.0026 |
| Whether resolution is Pass or Not. | | | | Yes | | | | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(5) | | | | | | | | |
|--|-------------------------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | Consent of members for appointment of Ms. Revathy Ashok as a Independent Director. | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| | Poll | 18750000 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18750000 | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| | Poll | 2261633 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | | 9442 | 0.2367 | 7925 | 1517 | 83.9335 | 16.0665 |
| | Poll | 3988367 | 12287 | 0.3081 | 12268 | 19 | 99.8454 | 0.1546 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3988367 | 21729 | 0.5448 | 20193 | 1536 | 92.9311 | 7.0689 |
| | Total | 25000000 | 20511885 | 82.0475 | 20510349 | 1536 | 99.9925 | 0.0075 |
| Whether resolution is Pass or Not. | | | Yes | | | | | |
| Disclosure of notes on resolution | | | | | | | | |



Resolution(6)

| | | | | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | Consent of members for appointment of Ms. Kinsuka Narsinhan as an Independent Director. | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| | Poll | 18750000 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18750000 | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| | Poll | 2261633 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | | 8832 | 0.2214 | 7315 | 1517 | 82.8238 | 17.1762 |
| | Poll | 3988367 | 12287 | 0.3081 | 12263 | 24 | 99.8047 | 0.1953 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3988367 | 21119 | 0.5295 | 19578 | 1541 | 92.7033 | 7.2967 |
| Total | | 25000000 | 20511275 | 82.0451 | 20509734 | 1541 | 99.9925 | 0.0075 |
| Whether resolution is Pass or Not. | | | Yes | | | | | |
| Disclosure of notes on resolution | | | | | | | | |



Resolution(7)

| Resolution required: (Ordinary / Special) | | Ordinary | | | | | | |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | Consent of members for appointment of Mr. Gregory David Emil Mueller as a Non-executive Director. | | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| | Poll | 18750000 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18750000 | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| | Poll | 2261633 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | | 9467 | 0.2374 | 8700 | 767 | 91.8982 | 8.1018 |
| | Poll | 3988367 | 11287 | 0.283 | 11264 | 23 | 99.7962 | 0.2038 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3988367 | 20754 | 0.5204 | 19964 | 790 | 96.1935 | 3.8065 |
| Total | | 25000000 | 20510910 | 82.0436 | 20510120 | 790 | 99.9961 | 0.0039 |
| Whether resolution is Pass or Not | | Yes | | | | | | |
| Disclosure of notes on resolution | | | | | | | | |



Resolution(8)

| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | Consent of members for appointment of Mr. Gagan Singh Bedi as a Director. | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| | Poll | 18750000 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18750000 | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| | Poll | 2261633 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | | 9467 | 0.2374 | 8950 | 517 | 94.5389 | 5.4611 |
| | Poll | 3988367 | 11287 | 0.283 | 11268 | 19 | 99.8317 | 0.1683 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3988367 | 20754 | 0.5204 | 20218 | 536 | 97.4174 | 2.5826 |
| Total | | 25000000 | 20510910 | 82.0436 | 20510374 | 536 | 99.9974 | 0.0026 |
| Whether resolution is Pass or Not. | | | Yes | | | | | |
| Disclosure of notes on resolution | | | | | | | | |



Resolution(9)

| Resolution required: (Ordinary / Special) | | | Special | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | Consent of members for appointment of Mr. Gagan Singh Bedi as Managing Director for a Period of 3 years w.e.f. July 1, 2017 and remuneration payable thereof. | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| | Poll | 18750000 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18750000 | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| | Poll | 2261633 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | | 9467 | 0.2374 | 8780 | 687 | 92.7432 | 7.2568 |
| | Poll | 3988367 | 12287 | 0.3081 | 12268 | 19 | 99.8454 | 0.1546 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3988367 | 21754 | 0.5454 | 21048 | 706 | 96.7546 | 3.2454 |
| Total | | 25000000 | 20511910 | 82.0476 | 20511204 | 706 | 99.9966 | 0.0034 |
| Whether resolution is Pass or Not. | | | Yes | | | | | |
| Disclosure of notes on resolution | | | | | | | | |



| Resolution(10) | | | | | | | | | |
|--|-------------------------------|--------------------|---|-------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|--|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | | |
| Description of resolution considered | | | Consent of members for appointment of Mr. Rajesh Marwaha as a Director. | | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | |
| Promoter and Promoter Group | E-Voting | | 18750000 | 100 | 18750000 | 0 | 100 | 0 | |
| | Poll | 18750000 | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | 18750000 | 18750000 | 100 | 18750000 | 0 | 100 | 0 | |
| Public- Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 | |
| | Poll | 2261633 | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 | |
| Public- Non Institutions | E-Voting | | 9467 | 0.2374 | 8780 | 687 | 92.7432 | 7.2568 | |
| | Poll | 3988367 | 11287 | 0.283 | 11263 | 24 | 99.7874 | 0.2126 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| | Total | 3988367 | 20754 | 0.5204 | 20043 | 711 | 96.5742 | 3.4258 | |
| Total | | 25000000 | 20510910 | 82.0436 | 20510199 | 711 | 99.9965 | 0.0035 | |
| Whether resolution is Pass or Not. | | | Yes | | | | | | |
| Disclosure of notes on resolution | | | | | | | | | |



| Resolution(11) | | | | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Special | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | Consent of members for appointment of Mr. Rajesh Marwaha as a Whole-time Director for a period of 3 years w.e.f. December 2, 2016 and remuneration payable thereof. | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | 18750000 | | | | | | |
| | Total | 18750000 | 18750000 | 100 | 18750000 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | 2261633 | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | | 9467 | 0.2374 | 8530 | 937 | 90.1025 | 9.8975 |
| | Poll | | 12287 | 0.3081 | 12263 | 24 | 99.8047 | 0.1953 |
| | Postal Ballot (if applicable) | 3988367 | | | | | | |
| | Total | 3988367 | 21754 | 0.5454 | 20793 | 961 | 95.5824 | 4.4176 |
| Total | | 25000000 | 20511910 | 82.0476 | 20510949 | 961 | 99.9953 | 0.0047 |
| Whether resolution is Pass or Not. | | | Yes | | | | | |
| Disclosure of notes on resolution | | | | | | | | |



Resolution(12)

| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | Yes | | | | | |
| Description of resolution considered | | | Approval of Material Related Party Transaction entered into by the Company with AstraZeneca UK Limited during the financial year 2016-2017. | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 18750000 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 18750000 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| | Poll | 2261633 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2261633 | 1740156 | 76.9425 | 1740156 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | | 9517 | 0.2386 | 2250 | 7267 | 23.6419 | 76.3581 |
| | Poll | 3988367 | 11287 | 0.283 | 11268 | 19 | 99.8317 | 0.1683 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3988367 | 20804 | 0.5216 | 13518 | 7286 | 64.9779 | 35.0221 |
| Total | | 25000000 | 1760960 | 7.0438 | 1753674 | 7286 | 99.5862 | 0.4138 |
| Whether resolution is Pass or Not. | | | Yes | | | | | |
| Disclosure of notes on resolution | | | | | | | | |



Handwritten signature in blue ink.

VIJAYAKRISHNA KT

BBM, LLB, FCS, ACMA

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080, INDIA
Tel : +91 80 23610847, 41231106
e-mail : vijaykt@vjkt.in
ktvijaykrishna@gmail.com

SCRUTINIZER'S REPORT

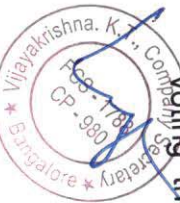
*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]*

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:

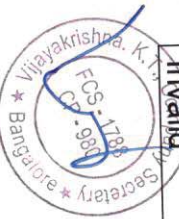
| Particulars | No. of votes contained in | | | | | | Percent age on valid votes |
|-----------------------|-----------------------------|----------------------------------|--------------------------------|-------------------------------------|-----------------------------|----------------------------------|-------------------------------------|
| | 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:

| Particular s | No. of votes contained in | | | | | | Percenta ge on valid votes |
|-----------------------|-----------------------------|----------------------------------|--------------------------------|-------------------------------------|--------------------------------|----------------------------------|-------------------------------------|
| | Remote E-voting | Polling Paper | Total | | | | |
| | No. of member s voted | No. of Votes cast (shares) | No. of memb ers voted | No. of Votes cast (shares) | No. of memb ers 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:

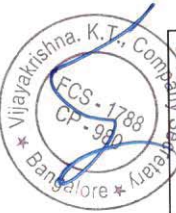
Ordinary Resolution:

| 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 |
| Dissent | 5 | 517 | 3 | 19 | 8 | 536 |
| Total | 48 | 20499623 | 39 | 11287 | 87 | 20510910 |
| 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 |
| Dissent | 6 | 687 | 3 | 19 | 9 | 706 |
| Total | 48 | 20499623 | 40 | 12287 | 88 | 20511910 |
| 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 KT
 Practising Company Secretary
 Membership No: F1788
 C.P. No: 980



Date: 14.09.2017

Witnesses:


 1. Chinmaya Bhat


 2. Vinay Kadam