



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Listed Entity** : ASTRAZENECA PHARMA INDIA LIMITED

**Quarter ending** : March 31, 2018

**ANNEXURE 1**

<b>I. Composition of Board Directors</b>								
Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of Memberships in Audit/Stakeholder Committee(s) including this listed entity(Refer Regulation 26(1) of Listing Regulations)	No. of Post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity(Refer Regulation 26(1) of Listing Regulations)
Mr.	NARAYAN KEELVEEDHI SESHADRI	00053563	Non-Executive/Independent	30/09/2014	5 years	6	6	3
Ms.	REVATHY ASHOK	00057539	Non-Executive/Independent	02/12/2016	5 years	4	7	3
Ms.	KIMSUKA NARASIMHAN	02102783	Non-Executive/Independent	02/02/2017	5 years	2	1	0
Mr.	GAGAN SINGH BEDI	07844333	Executive	01/07/2017		1	1	0
Mr.	GREGORY DAVID EMIL MUELLER	07667074	Non-Executive	02/12/2016		1	1	0
Mr.	IAN JOHN PARISH	00391534	Non-Executive	08/08/2017		1	0	0
Mr.	RAJESH MARWAHA	01458768	Executive	02/12/2016		1	1	0

<b>II. Composition of Committees</b>		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category(Chairperson/Executive/Non-Executive/Independent/Nominee)</i>
<b>Audit Committee</b>	1. Ms. REVATHY ASHOK	Chairperson/Non-Executive/Independent
	2. Mr. NARAYAN K SESHADRI	Non-Executive/Independent
	3. Mr. GREGORY DAVID EMIL MUELLER	Non-Executive
<b>Nomination and Remuneration Committee</b>	1. Ms. KIMSUKA NARASIMHAN	Chairperson/Non-Executive/Independent
	2. Mr. NARAYAN K SESHADRI	Non-Executive/Independent
	3. Mr. GREGORY DAVID EMIL MUELLER	Non-Executive
	4. Mr. IAN JOHN PARISH	Non-Executive
<b>Stakeholders' Relationship Committee</b>	1. Ms. REVATHY ASHOK	Chairperson/Non-Executive/Independent
	2. Mr. GAGAN SINGH BEDI	Executive
	3. Mr. RAJESH MARWAHA	Executive

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
6 November 2017	5 February 2018	90 days

<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the Committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date (s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee</b>			
5 February 2018	Yes	6 November 2017	90 days

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes / No / NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit committee	Yes

Details of material transactions with Related Party for the quarter ended March 31, 2018

Name of the Related Party: ***AstraZeneca UK Limited***

<b><i>Type of Transaction</i></b>	<b><i>Amount (INR)</i></b>
Imports	330,644,191
<b>Total</b>	<b>330,644,191</b>

## **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015
2. The Composition of the following committees is in terms of SEBI (listing Obligations and Disclosure requirements) Regulations, 2015
  - a) Audit Committee
  - b) Nomination & Remuneration Committee
  - c) Stakeholders Relationship Committee
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements Regulations, 2015
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015
5. This report and /or the report submitted in the previous quarter has been placed before Board of Directors.

Any comments/observations/advice of Board of Directors may be mentioned here:  
NIL

**For AstraZeneca Pharma India Limited**

Sd/-

Pratap Rudra  
Company Secretary & Legal Counsel

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status</b> <small>(Yes/No/NA) refer note</small>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> <small>(Yes/No/NA) refer note below</small>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes

<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>III Affirmations:</b></p> <p>The Listed Entity does not have any subsidiary.</p>		
<p>Sd/-  <b>Pratap Rudra</b>  <b>Company Secretary &amp; Legal Counsel</b></p>		