

July 15, 2015

The Manger - Listing

**BSE Limited**

Corporate Relationship Dept., 1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers, Dalal Street, Fort,  
Mumbai 400001

Dear Sir,

**Sub: Corporate Governance Certificate under Clause 49 of Listing Agreement**

**Ref: Scrip Code – BSE: 506820, NSE: ASTRAZEN**

As required under Clause 49 of the Listing Agreement, please find enclosed herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended June 30, 2015.

Please take the same on record,

Yours faithfully,  
For **AstraZeneca Pharma India limited**



Anantha Murthy N  
Legal Counsel & Company Secretary

Encl: as above

Cc:

**National Stock Exchange of India Ltd.**  
Exchange plaza, 5<sup>th</sup> Floor, Plot No.C/1, G Block  
Bandra-Kurla Complex, Bandra (E),  
Mumbai 400051

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : ASTRAZENECA PHARMA INDIA LIMITED  
 Quarter ended on : June 30, 2015

| Particulars   | Clause of Listing agreement | Compliance Status Yes/No | Remarks  |
|---|-----------------------------|--------------------------|--|
| <b>II. Board of Directors</b>                           | 49 (II)                     | Yes                      |  |
| (A) Composition of Board                                | 49 (IIA)                    | Yes                      |  |
| (B) Independent Directors                               | 49 (IIB)                    | Yes                      |  |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC)                    | Yes                      | Necessary disclosures are made in the Annual Report for the year ended March 31, 2014. The same would be continued in future also.   |
| (D) Other provisions as to Board and Committees         | 49 (IID)                    | Yes                      |  |
| (E) Code of Conduct                                     | 49 (IIE)                    | Yes                      |  |
| (F) Whistle Blower Policy                               | 49 (IIF)                    | Yes                      |  |
| <b>III. Audit Committee</b>                             | 49 (III)                    |                          |  |
| (A) Qualified & Independent Audit Committee             | 49 (IIIA)                   | Yes                      |  |
| (B) Meeting of Audit Committee                          | 49 (IIIB)                   | Yes                      |  |
| (C) Powers of Audit Committee                           | 49 (IIIC)                   | Yes                      |  |
| (D) Role of Audit Committee                             | 49 III(D)                   | Yes                      |  |
| (E) Review of Information by Audit Committee            | 49 (IIIE)                   | Yes                      |  |
| <b>IV. Nomination and Remuneration Committee</b>        | 49 (IV)                     | Yes                      |  |
| <b>V. Subsidiary Companies</b>                          | 49 (V)                      | NA                       | There is no subsidiary   |
| <b>VI. Risk Management</b>                              | 49 (VI)                     | Yes                      |  |
| <b>VII. Related Party Transactions</b>                  | 49 (VII)                    | Yes                      |  |
| <b>VIII. Disclosures</b>                                | 49 (VIII)                   | Yes                      |  |
| (A) Related Party Transactions                          | 49(VIIIA)                   | Yes                      | Material transaction with Related Party : Purchase of raw materials and traded goods (Rs. 197,550,857) and Receipt towards reimbursement of expenses (Rs. 4,427,757 ) with AstraZeneca UK Limited. |
| (B) Disclosure of Accounting Treatment                  | 49 (VIII B)                 | Yes                      |  |



|   |             |     |   |
|---|-------------|-----|---|
| (C) Remuneration of Directors   | 49 (VIII C) | Yes | Necessary disclosures were made in the Annual Report 2013-14. The same would be continued in future also. |
| (D) Management  | 49 (VIII D) | Yes | Necessary disclosures were made in the Annual Report 2013-14. The same would be continued in future also. |
| (E) Shareholders  | 49 (VIII E) | Yes | Necessary disclosures were made in the Annual Report 2013-14. The same would be continued in future also. |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII I) | NA  | No proceeds from public issues, rights issue, preferential issues etc.                                    |
| <b>IX. CEO/CFO Certification</b>  | 49 (IX)     | Yes |   |
| <b>X. Report on Corporate Governance</b>                                | 49 (X)      | Yes | Necessary disclosures were made in the Annual Report 2013-14. The same would be continued in future also. |
| <b>XI. Compliance</b>   | 49 (XI)     | Yes | Necessary disclosures were made in the Annual Report 2013-14. The same would be continued in future also. |

For AstraZeneca Pharma India Limited



**Anantha Murthy N**  
Legal Counsel & Company Secretary