

April 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 March 31, 2015.

Please take the same on record.

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

  
Anantha Murthy N 15/4/2015  
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** : March 31, 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 were 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	<u>Material transaction with related party</u> : Purchase of raw materials and traded goods (Rs. 8,34,18,051/-) and marketing subvention (Rs.69,55,24,547/-) 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.

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(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

15/4/2015

**CORPORATE & REGD. OFFICE**  
 AstraZeneca Pharma India Ltd.  
 P. B. No. 4525, Block N1, 12<sup>th</sup> 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](http://www.astrazeneca.com/india)

**FACTORY**  
 12th Mile on Bellary Road  
 Venkatala, Kattigenahalli Village  
 Yelahanka  
 Bangalore - 560 063  
 INDIA

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