



January 14, 2015

The Secretary  
Bangalore Stock Exchange Ltd.,  
Stock Exchange Tower,  
51, 1<sup>st</sup> Cross, J.C Road  
Bangalore – 560027

Dear Sir,

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

**Ref: Scrip Code – BqSE: ASTRAZEN, 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 December 31, 2014

Please take the same on record.

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

  
Anantha Murthy N  
Legal Counsel & Company Secretary

Encl: as above

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

**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

**CORPORATE & REGD OFFICE**  
AstraZeneca Pharma India Ltd.  
Block N1, 12<sup>th</sup> Floor  
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Rachenahalli, Outer Ring Road  
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TEL : +91 80 67748000

CIN : L24231KA1979PLC003563

[www.astrazeneca.com/india](http://www.astrazeneca.com/india)

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**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company** : ASTRAZENECA PHARMA INDIA LIMITED  
**Quarter ended on** : December 31, 2014

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	Follow up action is underway
(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	Committee has been constituted. Follow up action is underway.
<b>V. Subsidiary Companies</b>	49 (V)	NA	There is no subsidiary
<b>VI. Risk Management</b>	49 (VI)	Yes	Risk Management Committee has been constituted. Follow up action is underway.
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	The Policy on Related Party Transactions and other requirements in relation thereto, are under process.
<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 from AstraZeneca UK Limited - Value Rs. 312,710,459
(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