

April 4, 2014

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

Dear Sir,

Sub: Corporate Governance Certificate under Clause 49 of Listing Agreement

Ref: Scrip Code – BgSE: 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 March 31, 2014.

Please take the same on record.

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


Pawan Singhal
Vice President – Legal & Company Secretary

Encl: as above

Cc: **Bombay Stock Exchange Limited**
Corporate Relationship Dept., 1st Floor, New Trading Ring
Rotunda Building, P J Towers, Dalal Street, Fort,
Mumbai 400001

National Stock Exchange of India Ltd.
Exchange plaza, 5th 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
Scrip Code : BgSE: ASTRAZEN / BSE: 506820 / NSE: ASTRAZEN
Quarter ending on : March 31, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Disclosed in the Annual Report for the year ended March 31, 2013
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	NA	There is no subsidiary
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NA	No proceeds from public issues, rights issue, preferential issues etc.
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in the Annual Report for the year ended March 31, 2013
(F) Management	49 (IV F)	Yes	Disclosed in the Annual Report for the year ended March 31, 2013
(G) Shareholders	49 (IV G)	Yes	Disclosed in the Annual Report for the year ended March 31, 2013
V. CEO/CFO Certification	49 (V)	Yes	Disclosed in the Annual Report for the year ended March 31, 2013
VI. Report on Corporate Governance	49 (VI)	Yes	Disclosed in the Annual Report for the year ended March 31, 2013
VII. Compliance	49 (VII)	Yes	Disclosed in the Annual Report for the year ended March 31, 2013

For AstraZeneca Pharma India Limited



Pawan Singhal
 Vice President-Legal & Company Secretary

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