



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Listed Entity : ASTRAZENECA PHARMA INDIA LIMITED  
Quarter ending : December 31, 2016

**ANNEXURE 1**

| I. Composition of Board Directors |                             |          |  |   |         |   |  |   |
|-----------------------------------|-----------------------------|----------|--|---|---------|---|--|---|
| 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   | 7  | 3   |
| Ms.                               | REVATHY ASHOK               | 00057539 | Non-Executive/Independent  | 02/12/2016  |         | 3   | 7  | 2   |
| Mr.                               | SANJAY PRABHAKAR MURDESHWAR | 01481811 | Executive  | 02/05/2016  | 3 years | 1   | 1  | 0   |
| Mr.                               | IAN MARTIN DAVID BRIMICOMBE | 00764601 | Non-Executive  | 08/09/2006  |         | 1   | 0  | 0   |
| Mr.                               | GREGORY DAVID EMIL MUELLER  | 07667074 | Non-Executive  | 02/12/2016  |         | 1   | 1  | 0   |
| Mr.                               | RAJESH MARWAHA              | 01458768 | Executive  | 02/12/2016  | 3 years | 1   | 0  | 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. REVATHY ASHOK               | Chairperson/Non-Executive/Independent                                    |
|   | 2. Mr. NARAYAN K SESHADRI          | Non-Executive/Independent  |
|   | 3. Mr. IAN MARTIN DAVID BRIMICOMBE | Non-Executive  |
|   | 4. Mr. GREGORY DAVID EMIL MUELLER  | Non-Executive  |
| <b>Stakeholders' Relationship Committee *</b> | 1. Mr. SANJAY MURUDESHWAR          | Executive  |

\*The Stakeholders' Relationship Committee consisted of Mr. K.S.Shah and Mr. Sanjay Murdeshwar. However, Mr. K.S.Shah resigned from the Board with effect from December 2, 2016 and consequently cease to be a member of the said committee. Board will induct a member in the place of Mr. K.S.Shah in the ensuing board meeting.

| <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 (in number of days)</i> |
| 9 August 2016  | 11 November 2016   | 93 days  |
|  | 2 December 2016  |  |



| <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>   |  |   |  |
| 10 November 2016   | Yes  | 9 August 2016   | 93 days  |
| <b>Nomination &amp; Remuneration Committee</b>                     |  |   |  |
| 2 December 2016  | Yes  | -   | 300 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  
December 31, 2016

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

| <b><i>Type of Transaction</i></b> | <b><i>Amount (INR)</i></b> |
|-----------------------------------|----------------------------|
| Imports                           | 280,794,601                |
| Reimbursement of Expenses         | 1,647,680                  |
| <b>Total</b>                      | <b>282,442,281</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



Rajesh Marwaha  
Chief Financial Officer & Director