

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

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SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. D. E. Udawadia
Chairman
AstraZeneca Pharma India Limited
Block N1, 12th Floor, Manyata Embassy Business Park
Rachenahalli, Outer Ring Road
Bangalore – 560045

Dear Sir,

I, Vijaykrishna KT, Company Secretary in Whole-Time Practice (FCS No.1788, CP No. 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivnagar, Bangalore – 560080 was duly appointed as Scrutinizer by AstraZeneca Pharma India Limited (the Company) for the purpose of scrutinizing the voting through remote e-voting and through Polling Paper at the 37th Annual General Meeting of the Company held on August 11, 2016 pursuant to Section 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules made there under relating to voting through remote e-voting and through Polling Papers at the Annual General Meeting venue for the resolutions proposed in the notice of 37th Annual General Meeting. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" the resolutions proposed in the Notice convening the 37th Annual General Meeting of the Company, based on the report provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for four days from 7th August, 2016 (9.00 A.M. IST) till 10th August, 2016 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 4th August, 2016 were entitled to vote on the resolutions proposed in the Notice convening the 37th Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of share held by



them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by the Company's Registrar and Share Transfer Agent (RTA). The Polling Papers which were incomplete, unsigned and wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 10th August, 2016 (5.00 P.M. IST), the voting portal of NSDL was blocked forthwith.

The votes casts were unblocked on 11th August, 2016, in presence of Mr. Parameshwar G Bhat and Mr. Ganesh Hegde, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting portal of NSDL i.e. www.evoting.nsdl.com and based on such reports

- a. 62 members have cast their votes through remote e-voting.
- b. 57 members have cast their votes through Polling Paper at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Polling Paper are as under:

ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended March 31, 2016 and the Independent Auditor's Report thereon and the Report of the Board of Directors thereon:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	62	20597961	45	22414	107	20620375	99.999
Dissent	0	0	02	15	02	15	0.001
Total	62	20597961	47	22429	109	20620390	100.000
Abstained/ Invalid	0		10	61599	10	61599	NA

Item No.2: Re-appointment of Mr. Sanjay Murdeshwar as Director, liable to retire by rotation:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Percentage on valid votes		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	55	20596381	45	22414	100	20618795	99.992
Dissent	07	1580	02	15	09	1595	0.008
Total	62	20597961	47	22429	109	20620390	100.00
Abstained/Invalid	0	0	10	61599	10	61599	NA

Item No.3: Appointment of Messrs Price Waterhouse & Co. LLP, Chartered Accountants as Statutory Auditors, in place of Messrs BSR & Co. LLP, the retiring Statutory Auditors and authorization to the Board of Directors to fix their remuneration:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	58	20591961	45	22414	103	20614375	99.971
Dissent	04	6000	02	15	06	6015	0.029
Total	62	20597961	47	22429	109	20620390	100.00
Abstained/Invalid	0	0	10	61599	10	61599	NA

SPECIAL BUSINESS:

Item No. 4: Ratification of Cost Auditor's remuneration:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	57	20596770	45	22414	102	20619184	99.994
Dissent	05	1191	02	15	07	1206	0.006
Total	62	20597961	47	22429	109	20620390	100.00
Abstained/ Invalid	0	0	10	61599	10	61599	NA

Item No.5: Approval of Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited during the financial year 2015-16:**

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	55	1847026	45	22414	100	1869440	99.969
Dissent	05	560	02	15	07	575	0.031
Total	60	1847586	47	22429	107	1870015	100.00
Abstained/ Invalid	02	18750375	10	61599	12	18811974	NA



Item No.6:Re-appointment of Mr. Sanjay Murdeshwar as Managing Director for a further period of 3 years w.e.f. May 2, 2016:

Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	57	20596426	45	22414	102	20618840	99.992
Dissent	05	1535	02	15	07	1550	0.008
Total	62	20597961	47	22429	109	20620390	100.00
Abstained/ Invalid	0	0	10	61599	10	61599	NA

**Pursuant to Regulation 23(4) of the Listing Regulations, Related Parties shall abstain from voting on resolutions in relation to the Related Party Transactions. Accordingly, in respect of the Resolution No.5, the votes cast by AstraZeneca Pharmaceuticals AB, being a 'Related Party' have been ignored.

Based on the foregoing, the Resolution Nos. from 01 to 06in respect of Notice of 37th Annual General Meeting maybe deemed to have been **passed by requisite majority**.

All the relevant records relating to remote e-voting and Polling Papers are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You

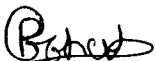
Yours Sincerely,



Vijayakrishna KT
Practising Company Secretary
Membership No: F1788
C.P. No: 980

Date: 12.08.2016

Witnesses:


1. Parameshwar G. Bhat


2. Ganesh Hegde