

January 14, 2016

The Manger - Listing

BSE 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

Dear Sir(ε)

Sub: Corporate Governance Certificate under Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code – BSE: 506820, NSE: ASTRAZEN

As required under Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2015.

Please take the same on record.

Yours faithfully,

For **AstraZeneca Pharma India limited**



Anantha Murthy N
Legal Counsel & Company Secretary

Encl: as above

Name of the Listed Entity : ASTRAZENECA PHARMA INDIA LIMITED
Quarter ending : December 31, 2015

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.	DARIUS ERACHSHAW UDWADIA	00009755	Chairperon/Non- Executive/Independent	30/09/2014	5 years	7	7	2
Mr.	SANJAY PRABHAKAR MURDESHWAR	01481811	Executive	02/05/2013		1	1	0
Mr.	NARAYAN KEELVEEDHI SESHADRI	00053563	Non-Executive/Independent	30/09/2014	5 years	5	2	3
Mr.	KIRTIKUMAR SHANTILAL SHAH	00136952	Non-Executive/Independent	30/09/2014	5 years	1	2	2
Mr.	IAN MARTIN DAVID BRIMCOMBE	00764601	Non-Executive	08/09/2006		1	0	0
Mr.	JUSTIN PENG LIM OOI	06567885	Non-Executive	02/05/2013		1	1	0
Ms.	CLAIRE MARIE O'GRADY	07330960	Non-Executive	06/11/2015		1	0	0

II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category(Chairperson/Executive/Non-Executive/Independent/Nominee)</i>
Audit Committee	1. Mr. KIRTIKUMAR SHANTILAL SHAH	Chairperson/Non-Executive/Independent
	2. Mr. DARIUS ERACHSHAW UDWADIA	Non-Executive/Independent
	3. Mr. JUSTIN PENG LIM OOI	Non-Executive
Nomination and Remuneration Committee	1. Mr. NARAYAN K SESHADRI	Chairperson/Non-Executive/Independent
	2. Mr. DARIUS ERACHSHAW UDWADIA	Non-Executive/Independent
	3. Mr. KIRTIKUMAR SHANTILAL SHAH	Non-Executive/Independent
	4. Mr. IAN MARTIN DAVID BRIMICOMBE	Non-Executive
Risk Management Committee	1. Mr. KIRTIKUMAR SHANTILAL SHAH	Chairperson/Non-Executive/Independent
	2. Mr. JUSTIN PENG LIM OOI	Non-Executive
	3. Mr. SANJAY MURUDESHWAR	Executive
Stakeholders' Relationship Committee	1. Mr. KIRTIKUMAR SHANTILAL SHAH	Chairperson/Non-Executive/Independent
	2. Mr. SANJAY MURUDESHWAR	Executive
Corporate Social Responsibility Committee	1. Mr. IAN MARTIN DAVID BRIMICOMBE	Chairperson/ Non-Executive
	2. Mr. DARIUS ERACHSHAW UDWADIA	Non- Executive/Independent
	3. Mr. SANJAY MURUDESHWAR	Executive

III. Meeting of Board of Directors		
<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>
4 August 2015	15 October 2015	71 Days
	06 November 2015	21 Days
	02 December 2015	25 Days

IV. Meeting of Committees			
<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>
Audit Committee			
6 November 2015	Yes	3 August 2015	94 days
Shareholders Relationship Committee			
5 November 2015	Yes		

V. Related Party Transactions	
<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

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Details of material transactions with Related Party for the quarter ended December 31, 2015

Name of the Related Party: Astrazeneca UK Limited

<u>Nature of Transactions</u>	<u>Amount (Rs)</u>
Purchase of raw materials and traded goods	272,887,854
Payments towards reimbursement of expenses	4,192,241
Receipt towards reimbursement of expenses	8,936,201
Total	286,016,296



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
 - d) Risk Management Committee (applicable to the top 100 listed entities)
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: **NA**

For AstraZeneca Pharma India Limited



Anantha Murthy N
Legal Counsel & Company Secretary