

Name of the Listed Entity : ASTRAZENECA PHARMA INDIA LIMITED  
Quarter ending : March 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.	DARIUS ERACHSHAW UDWADIA	00009755	Chairperon/Non-Executive/Independent	30/09/2014	5 years	6	5	1
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	6	1	3
Mr.	KIRTIKUMAR SHANTILAL SHAH	00136952	Non-Executive/Independent	30/09/2014	5 years	1	0	2
Mr.	IAN MARTIN DAVID BRIMICOMBE	00764601	Non-Executive	08/09/2006		1	0	0
Ms.	CLAIRE-MARIE O'GRADY	07330960	Non-Executive	06/11/2015		1	1	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. Mr. KIRTIKUMAR SHANTILAL SHAH	Chairperson/Non-Executive/Independent
	2. Mr. DARIUS ERACHSHAW UDWADIA	Non-Executive/Independent
	3. Ms. CLAIRE-MARIE O' GRADY	Non-Executive
<b>Nomination and Remuneration Committee</b>	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
<b>Risk Management Committee</b>	1. Mr. KIRTIKUMAR SHANTILAL SHAH	Chairperson/Non-Executive/Independent
	3. Mr. SANJAY MURUDESHWAR	Executive
<b>Stakeholders' Relationship Committee</b>	1. Mr. KIRTIKUMAR SHANTILAL SHAH	Chairperson/Non-Executive/Independent
	2. Mr. SANJAY MURUDESHWAR	Executive
<b>Corporate Social Responsibility Committee</b>	1. Mr. IAN MARTIN DAVID BRIMICOMBE	Chairperson/ Non-Executive
	2. Mr. DARIUS ERACHSHAW UDWADIA	Non- Executive/Independent
	3. Mr. SANJAY MURUDESHWAR	Executive

<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>
15 October 2015	6 February 2016	65
06 November 2015		
02 December 2015		

**CORPORATE & REGD. OFFICE**  
**AstraZeneca Pharma India Ltd.**  
P. B. No. 4525, Block N1, 12<sup>th</sup> Floor  
Manyata Embassy Business Park  
Rachenahalli, Outer Ring Road  
Bangalore - 560045, INDIA

**TEL :** +91 80 67748000  
**FAX :** +91 80 67748857  
**CIN :** L24231KA1979PLC003563  
**WEB :** [www.astrazeneca.com/india](http://www.astrazeneca.com/india)

**FACTORY**  
12th Mile on Bellary Road  
Venkata, Kattigenahalli Village  
Yelahanka  
Bangalore - 560 063  
INDIA

**TEL :** +91 80 67749000  
**FAX :** +91 80 28462208  
+91 80 67749628



<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>			
5 February 2016	Yes	6 November 2015	90 days
<b>Nomination and Remuneration Committee</b>			
6 February 2016	Yes		

<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 March 31, 2016

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

<b><i>Type of Transaction</i></b>	<b><i>Amount ( INR )</i></b>
Imports	306,026,754
Reimbursement of Expenses	4,736,340
<b>Total</b>	<b>310,763,094</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
  - 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:  
NIL

For AstraZeneca Pharma India Limited

  
14/4/16  
Anantha Murthy N  
Legal Counsel & Company Secretary



## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status</b> (Yes/No/NA) refer note
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes

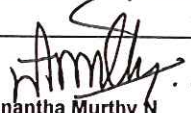


**CORPORATE & REGD. OFFICE**  
AstraZeneca Pharma India Ltd.  
P. B. No. 4525, Block N1, 12<sup>th</sup> Floor  
Manyata Embassy Business Park  
Rachenahalli, Outer Ring Road  
Bangalore - 560045, INDIA

**TEL :** +91 80 67748000  
**FAX :** +91 80 67748857  
**CIN :** L24231KA1979PLC003563  
**WEB :** www.astrazeneca.com/india

**FACTORY**  
12th Mile on Bellary Road  
Venkata, Kattigenahalli Village  
Yelahanka  
Bangalore - 560 063  
INDIA

**TEL :** +91 80 67749000  
**FAX :** +91 80 28462208  
+91 80 67749628

Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>Note</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<b>III Affirmations:</b> The Listed Entity does not have any subsidiary.		
 Anantha Murthy N 14/4/16 Legal Counsel & Company Secretary		