

VIJAYAKRISHNA K T

BBM, LLB, FCS, AICWA

Company Secretary

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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. D. E. Udawadia
The Chairman
AstraZeneca Pharma India Limited
Block N1, 12th Floor, Manyata Embassy Business Park
Rachenahalli, Outer Ring Road
Bangalore – 560 045

Dear Sir,

I, Vijayakrishna 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 – 560 080 was duly appointed as Scrutinizer by AstraZeneca Pharma India Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Paper at the 36th Annual General Meeting pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and ballot form at the Annual General Meeting venue for the resolutions proposed in the notice of Thirty Sixth Annual General Meeting of the Members of the Company held on 2nd September, 2015. 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" on the resolutions proposed in the Notice convening the 36th 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 remote e-voting was kept open for five days from 28th August, 2015 (9.00 A.M. IST) till 1st September, 2015 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

The members holding equity shares as on the "cut-off date" i.e. 25th August, 2015 were entitled to vote on the resolutions proposed in the Notice calling the 36th 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 ballot papers which are invalid.

The Ballot papers received were scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agent (RTA). The Ballot papers which were incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 1st September, 2015 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 2nd September, 2015, in the presence of Mr. Parameshwar G. Bhat and Mr. Ganapathi 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" on each of the resolution that were put to vote, were derived from the ballot papers as received and the report generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com. and based on such reports,

- a. 49 members have cast their votes through remote e-voting.
- b. 34 members have cast their votes through Ballot Form at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and ballot form are as under:

ORDINARY BUSINESS:

Item No.1: Adoption of Accounts for the year ended March 31, 2015 and the Reports of the Auditors and Directors thereon:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	49	20326786	26	794	75	20327580	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	49	20326786	26	794	75	20327580	100.00
Abstained/ Invalid	Nil	Nil	08	61666	08	61666	NA

Item No.2: To appoint Mr. Ian Brimicombe as Director, who retires by rotation and being eligible, offers himself for re-appointment:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	34	20287745	27	62334	61	20350079	99.81
Dissent	15	39041	Nil	Nil	15	39041	0.19
Total	49	20326786	27	62334	76	20389120	100.00
Abstained/ Invalid	Nil	Nil	07	126	07	126	NA

Item No.3: Appointment of Messrs. BSR & Co. LLP, Chartered Accountants, as Statutory Auditors and to authorize the Board of Directors to fix their remuneration:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	46	20326181	27	62334	73	20388515	99.99
Dissent	03	605	Nil	Nil	03	605	0.01
Total	49	20326786	27	62334	76	20389120	100.00
Abstained/ Invalid	Nil	Nil	07	126	07	126	NA

SPECIAL BUSINESS:

Item No. 4: Ratification of remuneration payable to Cost Auditors Messrs Rao, Murthy & Associates, Cost Accountants, Bangalore, for conducting cost audit of the accounts for the financial year ending March 31, 2016:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	44	20325409	27	62334	71	20387743	99.99
Dissent	04	1327	Nil	Nil	04	1327	0.01
Total	48	20326736	27	62334	75	20389070	100.00
Abstained/ Invalid	01	50	07	126	08	176	NA

Item No.5: Appointment of Ms. Rebekah Martin as Director, liable to retire by rotation:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	36	20294322	27	62334	63	20356656	99.84
Dissent	13	32464	Nil	Nil	13	32464	0.16
Total	49	20326786	27	62334	76	20389120	100.00
Abstained/ Invalid	Nil	Nil	07	126	07	126	NA

Item No.6: Approval of Formulation Packaging and Distribution Agreement dated June 20, 2005 entered into by the Company with AstraZeneca UK Limited:**

Special Resolution:

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	41	1570036	27	62334	68	1632370	99.59
Dissent	07	6750	Nil	Nil	07	6750	0.41
Total	48	1576786	27	62334	75	1639120	100.00
Abstained/ Invalid	01	18750000	07	126	08	18750126	NA

Item No.7: Approval of Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited during the financial year 2014-15:**

Special Resolution:



Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	42	1571884	24	62318	66	1634202	99.70
Dissent	06	4902	03	16	09	4918	0.30
Total	48	1576786	27	62334	75	1639120	100.00
Abstained/ Invalid	01	18750000	07	126	08	18750126	NA

**Pursuant to clause 49 (VII) (E) of the Listing Agreement, Related Parties shall abstain from voting on resolutions in relation to the Related Party Transactions. Accordingly, in respect of the Resolutions bearing Nos. 6 and 7, the votes cast by AstraZeneca Pharmaceuticals AB, Sweden, Promoter of the Company, being a 'Related Party' has been ignored.

Based on the foregoing, the resolutions numbered from 01 to 07 may be deemed to have been **passed by requisite majority**.

All the relevant records relating to remote e-voting and ballot paper is 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: 03.09.2015

Witness:



1. Parameshwar G. Bhat



2. Ganapathi Hegde