

20th June, 2014

To
Mr. Darius Erach Udawadia
Chairman
AstraZeneca Pharma India Limited
Avishkar, Off Bellary Road
Hebbal
Bangalore-560 024

Dear Sir,

Sub: Report on Postal Ballots of AstraZeneca Pharma India Limited vide Notice dated 5th May, 2014 seeking consent of the Members for Voluntary delisting of the Equity Shares of the Company from Bombay Stock Exchange Limited, National Stock Exchange of India Limited and Bangalore Stock Exchange Limited.

On verification of the 359 postal ballots received and voting through e-Voting, up to 16th June, 2014 from the Shareholders of AstraZeneca Pharma India Limited, holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballots, as follows:

Issued and Paid up Equity Capital of the Company	250,00,000 Equity Shares of Rs. 2/- each Rs. 50,000,000/-
No. of shares having voting rights	250,00,000

Business proposed in the Postal Ballot:

Voluntary delisting of the Equity Shares of the Company from Bombay Stock Exchange Limited, National Stock Exchange of India Limited and Bangalore Stock Exchange Limited vide Special Resolution as specified in the Postal Ballot Notice dated 5th May, 2014 dispatched to the members of the Company on 15th May, 2014.

Following may be kindly taken note of:

1. The list of Shareholders as on 12th May, 2014 was furnished by your Registrar & Share Transfer Agent namely Integrated Enterprises (India) Limited, Bangalore ('RTA'). The scrutiny is based on the said list of Shareholders.

2. As regards the Postal Ballots received, checking and tallying of signatures, details of Shareholders including the number of Shares, their client id number/registered folio number were carried out at the office of the RTA. Specimen signatures of the Shareholders were made available to us for this purpose.
3. Based on the above scrutiny, certain ballot forms were rejected on technical grounds as follows:

Sl. No.	Particulars	No. of Postal Ballot Forms	No. of Shares involved
a.	Mismatch of signature with specimen signature	27	7964
b.	Signature not affixed	5	1170
c.	Not exercising the vote	6	361
	Total	38	9495

The analysis of the scrutiny of the Postal Ballot is summarized below:

Sl. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	Percentage of Shares
a	Ballot forms received	359	19009298	
b	Less: Invalid / Rejected forms	38	9495	
c	Net valid forms	321	18999803	100.00
d	Ballot forms with assent for the resolution	77	18815356	99.03
e	Ballot forms with dissent for the resolution	244	184447	0.97

The analysis of the scrutiny of the e-Voting is summarized below:

Sl. No.	Particulars	No. of Shareholders	No. of Shares	Percentage of Shares
a	Total number of Shareholders voted through e-Voting	140	1255522	100.00
b	Shareholders voted through e-Voting with assent for the resolution	54	1237204	98.54
c	Shareholders voted through e-Voting with dissent for the resolution	86	18318	1.46

Final analysis combining both Postal Ballot Voting and e-Voting is as follows:

Sl. No.	Particulars	No. of Shareholders	No. of Shares	Percentage of Shares
a	Total number of Shareholders voted (Valid Votes)	461	20255325	100.00
b	Shareholders voted with assent for the resolution	131	20052560	99.00
c	Shareholders voted with dissent for the resolution	330	202765	1.00

As per the summary exhibited above, the Special Resolution has been duly passed as per the Companies Act, 2013, by the requisite majority.

The provisions of Regulation 8(1) (b) of SEBI (Delisting of Equity Shares) Regulations, 2009 which stipulate:

“any company desirous of delisting its Equity Shares under the provisions of Chapter III shall, except in a case falling under clause (a) of regulation 6, -

(a) obtain the prior approval of the Board of Directors of the Company in its meeting;

(b) obtain the prior approval of Shareholders of the Company by Special Resolution passed through postal ballot, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution:

Provided that the Special Resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against it”,

also need to be complied with.

In this connection, I hereby present the summary of the Postal Ballot as per Regulation 8(1) (b) of the SEBI (Delisting of Equity Shares) Regulations, 2009:

Si. No.	Particulars	No. of Shareholders voted	No. of Shares
a	Promoters' form with assent	1	18750000
b	Public voting (including e-Voting)	460	1505325
c	Public voting with assent for the resolution (including e-Voting)	130	1302560
d	Public voting with dissent for the resolution(including e-Voting)	330	202765

Note: Rejections are not considered.

Having regard to the aforesaid summary, I hereby report that the above Special Resolution proposed by the Company through Postal Ballot is passed by the Shareholders as Special Resolution under the Companies Act, 2013.

Furthermore, the votes cast by public shareholders in favour of the proposal of Delisting is more than two times the number of votes cast by public shareholders against it. Therefore, the Special Resolution can be acted upon/ given effect to, in terms of Regulation 8 (1) (b) of SEBI (Delisting of Equity Shares) Regulations, 2009 and recommend to you to declare accordingly.

For your immediate reference, I am attaching:

- i. Extract of Section 110 of the Companies Act, 2013
- ii. Extract of Regulation 8 of the SEBI (Delisting of Equity Shares) Regulations, 2009

Thanking you
Yours truly

Sd/-
(Vijayakrishna K T)
Scrutinizer