AstraZeneca

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Listed Entity : ASTRAZENECA PHARMA INDIA LIMITED
Quarter ending : March 31, 2023

ANNEXURE 1

I. Composition of Board Directors

Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)	Initial date of appointment	Date of Re-appointment	Date of cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [in reference to provison to regulation 17A(1)]	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.	NARAYAN KEELVEEDHI SESHADRI	00053563	Non-Executive/Independent	06-Jun-12	30-Sep-19	-	5 years	13-Apr-57	4	4	7	2
Ms.	REVATHY ASHOK	00057539	Non-Executive/Independent	02-Dec-16	02-Dec-21	-	5 years	16-Jan-59	5	5	10	1
Ms.	SHILPA SHRIDHAR DIVEKAR	06619353	Non-Executive/Independent	29-Dec-21	-	-	5 years	30-Nov-73	1	1	0	0
Mr.	SANJEEV KUMAR PANCHAL	09823879	Executive	01-Janl-23	-	-	3 years	11-Aug-77	1	-	1	0
Ms.	WEIYING SARAH WANG	08369289	Non-Executive	13-Mar-19	-	-		17-Dec-75	1	-	2	1
Mr.	ANKUSH NANDRA	08737981	Non-Executive	18-May-20	-	-		06-Dec-71	1	-	0	0
Mr.	RAJESH MARWAHA	01458768	Executive	02-Dec-16	02-Dec-19	-	3 years	26-Mar-63	1	-	1	0

Whether Regular chairperson appointed : Yes
Whether Chairperson is related to managing director or CEO : No

II. Composition of Committees

Name of Committee	*Whether Regular chairperson appointed*	*Name of Committee members*	*Category (Chairperson/Executive/ Non-Executive/Independent/Nominee)*	Date of Appointment	*Date of Cessation*
Audit Committee	Yes	1. Ms. SHILPA SHRIDHAR DIVEKAR	Chairperson /Independent	08-Feb-2022	-
		2. Mr. NARAYAN K SESHADRI	Independent	02-Dec-2016	-
		3. Ms. WEIYING SARAH WANG	Non-Executive	13-Mar-2019	-
Nomination and Remuneration Committee	Yes	1. Ms. REVATHY ASHOK	Chairperson/Independent	08-02-2022	-
		2. Mr. NARAYAN K SESHADRI	Independent	06-Feb-2013	-
		3. Mr. ANKUSH NANDRA	Non-Executive	18-May-2020	-
Stakeholders' Relationship Committee	Yes	1. Ms. WEIYING SARAH WANG	Chairperson/ Non-Executive	11-Nov-2019	-
		2. Ms. REVATHY ASHOK	Independent	02-Feb-2017	-
		3. SANJEEV KUMAR PANCHAL	Executive	01-Jan-2023	
		4. Mr. RAJESH MARWAHA	Executive	02-Feb-2017	-
Risk Management Committee	Yes	1. Ms. SHILPA SHRIDHAR DIVEKAR	Chairperson /Independent	08-Feb-2022	-
		2. SANJEEV KUMAR PANCHAL	Executive	01-Jan-2023	-
		3. Mr. RAJESH MARWAHA	Executive	06-Feb-2019	-
		4. Ms. MINA PATEL	Site Lead, India Operations	01-Apr-2019	-
		5. Ms. AMARPREET KAUR AHUJA	Country HR Director	03-Aug-2020	-
Corporate Social Responsibility Committee	Yes	1. Ms. WEIYING SARAH WANG	Chairperson/ Non-Executive	18-May-2020	-
		2. Ms. REVATHY ASHOK	Independent	02-Feb-2017	-
		3. SANJEEV KUMAR PANCHAL	Executive	01-Jan-2023	-

III. Meeting of Board of Directors

Date(s) of Meeting (If any) in the previous quarter	*Date(s) of Meeting (if any) in the relevant quarter*	*Whether requirement of Quorum met*	Number of Directors present	*Number of independent Directors present*	*Maximum gap between any two consecutive meetings (in number of days)*
11-Nov-2022	-	Yes	6	3	-
14-Dec-2022	-	Yes	7	3	32
-	10-Feb-2023	Yes	7	3	57
-	08-Mar-2023	Yes	5	3	25

III. Meetings of Committees					
Date(s) of Meeting of the Committee in the relevant quarter	*Whether requirement of Quorum met*	Number of Directors present	*Number of independent directors present*	*Date(s) of Meeting (if any) in the previous quarter*	*Maximum gap between any two consecutive meetings (in number of days)*
Audit Committee					
10-Feb-2023	Yes	3	2	11-Nov-2022	90
Stakeholders' Relationship Committee					
-	Yes	3	1	11-Nov-2022	-
Risk Management Committee					
17-Mar-2023	Yes	3	1	-	-
Nomination & Remuneration Committee					
08-Mar-2023	Yes	3	2	14-Dec-2023	83

V. Related Party Transactions	
Subject	*Compliance status (Yes / No / NA) refer note below*
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, 2023

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

Type of Transaction	***Amount (INR)***
Imports	96,78,31,618
Reimbursement of Expenses	6,39,211
Total	**96,84,70,829**

AstraZeneca

years
Bringing science to patients since 1979

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

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**

Sd/-
Manasa. R
Company Secretary

CORPORATE & REGD. OFFICE
AstraZeneca Pharma India Ltd.
P. B. No. 4525, Block N1, 12th Floor,
Manyata Embassy Business Park,
Rachenahalli, Outer Ring Road,
Bangalore - 560 045, INDIA

TEL : +91 80 6774 8000
FAX : +91 80 6774 8857
CIN : L24231KA1979PLC003563
WEB : www.astrazeneca.com/india

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

TEL : +91 80 6774 9000
FAX : +91 80 2846 2208
+91 80 6774 9628

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.astrazeneca.com/india
2	Terms and conditions of appointment of independent directors	Yes		www.astrazeneca.com/india
3	Composition of various committees of board of directors	Yes		www.astrazeneca.com/india
4	Code of conduct of board of directors and senior management personnel	Yes		www.astrazeneca.com/india
5	Details of establishment of vigil mechanism/ Whistle Blower policy	NA		
6	Criteria of making payments to non-executive directors	Yes		www.astrazeneca.com/india
7	Policy on dealing with related party transactions	Yes		www.astrazeneca.com/india
8	Policy for determining ‘material’ subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.astrazeneca.com/india

Annexure II

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

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.astrazeneca.com/india
11	email address for grievance redressal and other relevant details	Yes		www.astrazeneca.com/india
12	Financial results	Yes		www.astrazeneca.com/india
13	Shareholding pattern	Yes		www.astrazeneca.com/india
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.astrazeneca.com/india
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.astrazeneca.com/india
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.astrazeneca.com/india
21	Materiality Policy as per Regulation 30	Yes		www.astrazeneca.com/india
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.astrazeneca.com/india
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.astrazeneca.com/india

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Manasa. R
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	**Particulars**	**Compliance status (Yes/No/NA)**
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	Manasa. R
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block	
Textual Information(1)	No such loans, guarantees etc has been provided.