QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Listed Entity : ASTRAZENECA PHARMA INDIA LIMITED
Quarter ending : March 31, 2018

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.	NARAYAN KEELVEEDHI SESHADRI	00053563	Non-Executive/Independent	30/09/2014	5 years	6	6	3
Ms.	REVATHY ASHOK	00057539	Non-Executive/Independent	02/12/2016	5 years	4	7	3
Ms.	KIMSUKA NARASIMHAN	02102783	Non-Executive/Independent	02/02/2017	5 years	2	1	0
Mr.	GAGAN SINGH BEDI	07844333	Executive	01/07/2017		1	1	0
Mr.	GREGORY DAVID EMIL MUELLER	07667074	Non-Executive	02/12/2016		1	1	0
Mr.	IAN JOHN PARISH	00391534	Non-Executive	08/08/2017		1	0	0
Mr.	RAJESH MARWAHA	01458768	Executive	02/12/2016		1	1	0

II. Composition of Committees		
Name of Committee	*Name of Committee members*	*Category(Chairperson/Executive/Non-Executive/Independent/Nominee)*
Audit Committee	1. Ms. REVATHY ASHOK	Chairperson/Non-Executive/Independent
	2. Mr. NARAYAN K SESHADRI	Non-Executive/Independent
	3. Mr. GREGORY DAVID EMIL MUELLER	Non-Executive
Nomination and Remuneration Committee	1. Ms. KIMSUKA NARASIMHAN	Chairperson/Non-Executive/Independent
	2. Mr. NARAYAN K SESHADRI	Non-Executive/Independent
	3. Mr. GREGORY DAVID EMIL MUELLER	Non-Executive
	4. Mr. IAN JOHN PARISH	Non-Executive
Stakeholders' Relationship Committee	1. Ms. REVATHY ASHOK	Chairperson/Non-Executive/Independent
	2. Mr. GAGAN SINGH BEDI	Executive
	3. Mr. RAJESH MARWAHA	Executive

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*	*Maximum gap between any two consecutive meetings (in number of days)*
6 November 2017	5 February 2018	90 days

IV. Meeting of Committees			
Date(s) of meeting of the Committee in the relevant quarter	*Whether requirement of Quorum met (details)*	*Date (s) of meeting of the committee in the previous quarter*	*Maximum gap between any two consecutive meetings in number of days**
Audit Committee			
5 February 2018	Yes	6 November 2017	90 days

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, 2018

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

Type of Transaction	***Amount (INR)***
Imports	330,644,191
Total	**330,644,191**

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

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/-

Pratap Rudra
Company Secretary & Legal Counsel

ANNEXURE II

Format 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	
Item	***Compliance status*** *(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

II Annual Affirmations		
Particulars	***Regulation Number***	***Compliance status*** *(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

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

Note

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.

III Affirmations:

The Listed Entity does not have any subsidiary.

Sd/-
Pratap Rudra
Company Secretary & Legal Counsel