

August 9, 2019

The Manager- Listing

BSE Limited

Corporate Relationship Dept., 5th Floor, New Trading Ring
Rotunda Building, P J Towers, Dalal Street, Fort,
Mumbai - 400001

The Manager- Listing

National Stock Exchange of India Limited

Exchange plaza, 5th Floor, Plot No. C/1, G Block
Bandra –Kurla Complex, Bandra (E),
Mumbai - 400051

Dear Sirs,

Sub: Voting Results of 40th Annual General Meeting of the Company held on August 7, 2019 - Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we furnish below the details regarding voting results of 40th Annual General Meeting of the Company held on Wednesday, August 7, 2019 at 3.00 pm at 'The Grand Ballroom' Conrad Bengaluru, Kensington Road, Ulsoor, Bengaluru- 560008:

Date of AGM	August 7, 2019
Total No of Share Holders as on Record Date (cut-off date-31.07.2019)	14,156
No. of shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group - Public	1 455
No. of Shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group - Public	NA

Below is the resolution-wise combined result of remote e-voting and ballot:



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Accounts for the year ended March 31, 2019 and the Reports of the Auditor's and Directors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18750000	18750000	100	18750000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18750000	18750000	100	18750000	0	100	0
Public- Institutions	E-Voting	1633567	1034412	63.3223	1034412	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1633567	1034412	63.3223	1034412	0	100	0
Public- Non Institutions	E-Voting	4616433	2705	0.0586	2705	0	100	0
	Poll		63922	1.3847	63922	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4616433	66627	1.4433	66627	0	100	0
Total		25000000	19851039	79.4042	19851039	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Gagandeep Singh Bedi, Managing Director (DIN:07844333) who retires by rotation, and being eligible, offers himself for reappointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18750000	18750000	100	18750000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18750000	18750000	100	18750000	0	100	0
Public-Institutions	E-Voting	1633567	1034412	63.3223	1034412	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1633567	1034412	63.3223	1034412	0	100	0
Public- Non Institutions	E-Voting	4616433	2705	0.0586	2705	0	100	0
	Poll		63915	1.3845	63915	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4616433	66620	1.4431	66620	0	100	0
Total		25000000	19851032	79.4041	19851032	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Weiying Sarah Wang (DIN: 08369289) as Non-Executive Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18750000	18750000	100	18750000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18750000	18750000	100	18750000	0	100	0
Public- Institutions	E-Voting	1633567	1034412	63.3223	1033114	1298	99.8745	0.1255
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1633567	1034412	63.3223	1033114	1298	99.8745	0.1255
Public- Non Institutions	E-Voting	4616433	2705	0.0586	1100	1605	40.6654	59.3346
	Poll		63922	1.3847	61085	2837	95.5618	4.4382
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4616433	66627	1.4433	62185	4442	93.333	6.667
Total		25000000	19851039	79.4042	19845299	5740	99.9711	0.0289
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Narayan K Seshadri (DIN: 00053563) as an Independent Director for a term of 5 consecutive years w.e.f., September 30, 2019 to September 29, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18750000	18750000	100	18750000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18750000	18750000	100	18750000	0	100	0
Public- Institutions	E-Voting	1633567	1034412	63.3223	1027735	6677	99.3545	0.6455
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1633567	1034412	63.3223	1027735	6677	99.3545	0.6455
Public- Non Institutions	E-Voting	4616433	2705	0.0586	2100	605	77.634	22.366
	Poll		63920	1.3846	63920	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4616433	66625	1.4432	66020	605	99.0919	0.9081
Total		25000000	19851037	79.4041	19843755	7282	99.9633	0.0367
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Cost Auditor's remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18750000	18750000	100	18750000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18750000	18750000	100	18750000	0	100	0
Public- Institutions	E-Voting	1633567	1034412	63.3223	1034412	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1633567	1034412	63.3223	1034412	0	100	0
Public- Non Institutions	E-Voting	4616433	2655	0.0575	2655	0	100	0
	Poll		63915	1.3845	61078	2837	95.5613	4.4387
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4616433	66570	1.442	63733	2837	95.7383	4.2617
Total		25000000	19850982	79.4039	19848145	2837	99.9857	0.0143
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited during the financial year 2018-19				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18750000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18750000	0	0	0	0	0	0
Public-Institutions	E-Voting	1633567	1034412	63.3223	1034412	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1633567	1034412	63.3223	1034412	0	100	0
Public- Non Institutions	E-Voting	4616433	2705	0.0586	1960	745	72.4584	27.5416
	Poll		63920	1.3846	60083	3837	93.9972	6.0028
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4616433	66625	1.4432	62043	4582	93.1227	6.8773
Total		25000000	1101037	4.4041	1096455	4582	99.5838	0.4162
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transactions to be entered into by the Company with AstraZeneca UK Limited during 3 financial years (being April 1, 2019 to March 31, 2022)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18750000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18750000	0	0	0	0	0	0
Public- Institutions	E-Voting	1633567	1034412	63.3223	1034412	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1633567	1034412	63.3223	1034412	0	100	0
Public- Non Institutions	E-Voting	4616433	2705	0.0586	960	1745	35.4898	64.5102
	Poll		63915	1.3845	60078	3837	93.9967	6.0033
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4616433	66620	1.4431	61038	5582	91.6211	8.3789
Total		25000000	1101032	4.4041	1095450	5582	99.493	0.507
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To

Mr. Narayan K Seshadri

Chairman

AstraZeneca Pharma India Limited

Block N1, 12th Floor, Manyata Embassy Business Park

Rachenahalli, Outer Ring Road

Bengaluru- 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, Sadashivanagar, Bengaluru - 560 080, duly appointed as Scrutinizer by AstraZeneca Pharma India Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Paper at the 40th Annual General Meeting held on 7th August, 2019 at The Grand Ballroom, Conrad Bengaluru, Kensington Road, Ulsoor, Bengaluru – 560 008, pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules made there under relating to voting through remote e-voting and through Polling Papers at the Annual General Meeting venue for the resolutions proposed in the Notice of 40th Annual General Meeting. 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" the resolutions proposed in the Notice convening the 40th 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 Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for four days from 3rd August, 2019 (9.00 A.M. IST) till 6th August, 2019 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e., 31st July, 2019 were entitled to vote on the Resolutions proposed in the Notice calling the 40th 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 shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by the Company's Registrar and Share Transfer Agent (RTA). The Polling Papers which were incomplete, unsigned and wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 6th August, 2019 (5.00 P.M. IST), the voting portal of NSDL was blocked forthwith.

The votes cast were unblocked on 7th August, 2019, in presence of Ms. Sahana Bhat and Ms. Ramya 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" each of the resolution that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting portal of NSDL i.e. www.evoting.nsdl.com and based on such reports

- a. 45 (folio wise) members have cast their votes through remote e-voting.
- b. 40 (folio wise) members have cast their votes through Polling Paper at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Polling Papers are as under:



ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	45	19787117	29	63922	74	19851039	100.00
Dissent	0	0	0	0	0	0	0
Total	45	19787117	29	63922	74	19851039	100.00
Abstained / Invalid	0	0	11	1144	11	1144	NA

Item No. 2: Appointment of Mr. Gagandeep Singh Bedi (DIN: 07844333) who retires by rotation, and being eligible, offers himself for re-appointment:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	45	19787117	26	63915	71	19851032	100.00
Dissent	0	0	0	0	0	0	0
Total	45	19787117	26	63915	71	19851032	100.00
Abstained / Invalid	0	0	14	1159	14	1159	NA



SPECIAL BUSINESS:

Item No. 3: Appointment of Ms. Weiying Sarah Wang (DIN: 08369289) as Non-Executive Director:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	40	19784214	28	61085	68	19845299	99.97
Dissent	5	2903	1	2837	6	5740	0.03
Total	45	19787117	29	63922	74	19851039	100.00
Abstained / Invalid	0	0	11	1144	11	1144	NA

Item No. 4: Re-appointment of Mr. Narayan K Seshadri (DIN: 00053563) as an Independent Director for a second term of 5 years i.e., from September 30, 2019 to September 29, 2024:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	40	19779835	28	63920	68	19843755	99.96
Dissent	5	7282	0	0	5	7282	0.04
Total	45	19787117	28	63920	73	19851037	100.00
Abstained / Invalid	0	0	12	1146	12	1146	NA

Item No. 5: Ratification of Cost Auditor's remuneration:



Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	19787067	25	61078	69	19848145	99.99
Dissent	0	0	1	2837	1	2837	0.01
Total	44	19787067	26	63915	70	19850982	100.00
Abstained / Invalid	0	0	14	1159	14	1159	NA

Item No. 6: Approval of Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited during the financial year 2018-19:**

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	40	1036372	26	60083	66	1096455	99.58
Dissent	4	745	2	3837	6	4582	0.42
Total	44	1037117	28	63920	72	1101037	100.00
Abstained / Invalid	1	18750000	12	1146	13	18751146	NA

Item No. 7: Approval of Material Related Party Transactions to be entered into by the Company with AstraZeneca UK Limited during 3 financial years (being April 1, 2019 to March 31, 2022):**



Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	39	1035372	24	60078	63	1095450	99.49
Dissent	5	1745	2	3837	7	5582	0.51
Total	44	1037117	26	63915	70	1101032	100.00
Abstained / Invalid	1	18750000	14	1159	14	18751159	NA

**Pursuant to Regulation 23(4) of the Listing Regulations, no Related Party shall vote to approve the resolutions in relation to the Material Related Party Transactions whether the entity is a Related Party to the particular transaction or not. Accordingly, in respect of the Resolutions Nos. 6 and 7, the votes cast by AstraZeneca Pharmaceuticals AB, being a 'Related Party' have been ignored.

Based on the foregoing, the Resolution Nos. from 1 to 7 in respect of Notice of 40th Annual General Meeting may be deemed to have been **passed by requisite majority**.

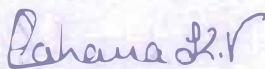
All the relevant records relating to remote e-voting and Polling Papers are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You
Yours Sincerely


Vijayakrishna K T
Company Secretary
Membership No.: FCS No.: 1788
CP No.: 980
Date: 08.08.2019
Place: Bangalore



Witnesses:


Sahana Bhat


Ramya Hegde