AstraZeneca

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Listed Entity : ASTRAZENECA PHARMA INDIA LIMITED
Quarter ending : March 31, 2020

ANNEXURE 1

I. Composition of Board Directors													
Title (Mr./Ms.)	Name of the Director	PAN	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	AAVPS2486D	00053563	Non-Executive/Independent	06-Jun-12	30-Sep-19	-	5 years	13-Apr-57	5	5	7	3
Ms.	REVATHY ASHOK	ACLPR3951Q	00057539	Non-Executive/Independent	02-Dec-16	-	-	5 years	16-Jan-59	4	4	6	2
Ms.	KIMSUKA NARASIMHAN	AAKPK7372B	02102783	Non-Executive/Independent	02-Feb-17	-	-	5 years	03-May-64	2	2	0	0
Mr.	GAGANDEEP SINGH BEDI	AAKPB3168Q	07844333	Executive	01-Jul-17	-	-	3 years	26-Dec-71	1	-	1	0
Mr.	WEIYING SARAH WANG	PAN not available	08369289	Non-Executive	13-Mar-19	-	-		17-Dec-75	1	-	2	1
Mr.	IAN JOHN PARISH	FIKPP8746R	00391534	Non-Executive	08-Aug-17	-	-		01-Jun-72	1	-	0	0
Mr.	RAJESH MARWAHA	AAAPM1413D	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. REVATHY ASHOK	Chairperson/Non-Executive/Independent	02-Dec-2016	-
		2. Mr. NARAYAN K SESHADRI	Non-Executive/Independent	02-Dec-2016	-
		3. Ms. WEIYING SARAH WANG	Non-Executive	13-Mar-2019	-
Nomination and Remuneration Committee	Yes	1. Ms. KIMSUKA NARASIMHAN	Chairperson/Non-Executive/Independent	02-Feb-2017	-
		2. Mr. NARAYAN K SESHADRI	Non-Executive/Independent	06-Feb-2013	-
		3. Ms. WEIYING SARAH WANG	Non-Executive	13-Mar-2019	-
		4. Mr. IAN JOHN PARISH	Non-Executive	08-Aug-2017	-
Stakeholders' Relationship Committee	Yes	1. Ms. WEIYING SARAH WANG	Chairperson/ Non-Independent Director	11-Nov-2019	-
		2. Ms. REVATHY ASHOK	Non-Executive/Independent	02-Feb-2017	-
		3. Mr. GAGANDEEP SINGH BEDI	Executive	01-Jul-2017	-
		4. Mr. RAJESH MARWAHA	Executive	02-Feb-2017	-
Risk Management Committee	Yes	1. Ms. KIMSUKA NARASIMHAN	Chairperson/Non-Executive/Independent	06-Feb-2019	-
		2. Mr. GAGANDEEP SINGH BEDI	Executive	06-Feb-2019	-
		3. Mr. RAJESH MARWAHA	Executive	06-Feb-2019	-
		4. Ms. SMITA SAHA	Vice President Human Resources	06-Feb-2019	-
		5. Ms. MINA PATEL	Site Lead, India Operations	01-Apr-2019	-

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-2019	3-Feb-2020	Yes	7	3	83
	23-Mar-2020	Yes	7	3	

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					
3-Feb-20	Yes	3	2	11-Nov-2019	83
Nomination & Remuneration Committee					
3-Feb-20	Yes	4	2	11-Nov-2019	83
23-Mar-20	Yes	4	2	-	
Risk Management Committee					
30-Jan-20	Yes	5	1	-	-

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

<u>Details of material transactions with Related Party for the quarter ended March 31, 2020</u>

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

Type of Transaction	***Amount (INR)***
Imports	1,010,294,197
Payable of Expenses	253,724
Total	**1,010,547,921**

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/-
Pratap Rudra
Company Secretary & Legal Counsel

ANNEXURE II

I. Disclosure on website in terms of Listing Regulations	
Item	***Compliance status*** *(Yes/No/NA)*
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	NA
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
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained by the entity for all itsoutstanding instruments	NA
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
It is certified that these contents on the website of the listed entity are correct.	Yes

II Annual Affirmations		
Particulars	***Regulation Number***	***Compliance status*** *(Yes/No/NA)*
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) , 17(1A), 17(1B)*	Yes
Meeting of Board of directors	*17(2)*	Yes
Quorum of Board meeting	*17(2A)*	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
Recommendation of Board	*17(11)*	Yes
Maximum number of directorship	*17A*	Yes
Composition of Audit Committee	*18(1)*	Yes
Meeting of Audit Committee	*18(2)*	Yes
Composition of nomination & remuneration committee	*19(1) & (2)*	Yes
Quorum of Nomination and Remuneration Committee meeting	*19(2A)*	Yes
Meeting of nomination & remuneration committee	*19(3A)*	Yes
Composition of Stakeholder Relationship Committee	*20(1), 20(2) & 20(2A)*	Yes
Meeting of stakeholder relationship committee	*20(3A)*	Yes
Composition and role of risk management committee	*21(1),(2),(3),(4)*	Yes
Meeting of Risk Management Committee	*21(3A)*	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
Disclosure of related party transactions on consolidated basis	*23(9)*	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
Annual Secretarial Compliance Report	*24(A)*	Yes
Alternate Director to Independent Director	*25(1)*	NA
Maximum Tenure	*25(2)*	Yes
Meeting of independent directors	*25(3) & (4)*	Yes
Familiarization of independent directors	*25(7)*	Yes
Declaration from Independent Director	*25(8)&(9)*	Yes
D & O Insurance for Independent Directors	*25(10)*	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

III Affirmations:

The Listed Entity does not have any subsidiary.

SD/-
Pratap Rudra
Company Secretary & Legal Counsel