AstraZeneca

Bringing science to patients since 1979

August 12, 2020

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 and Scrutinizer's Report of 41st Annual General Meeting of the Company held on August 10, 2020

Pursuant to Clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we furnish below the details regarding voting results of 41st Annual General Meeting of the Company held on Monday, August 10, 2020 at 3.00 pm through Video Conferencing/ Other Audio Visual Means along with the scrutinizer's report:

Date of AGM	August 10, 2020
Total No of Share Holders as on Record Date (cut-off date-03.08.2020)	34,434
No. of shareholders present in the meeting either in person or through proxy: • Promoters and Promoter Group • Public	NA. The meeting was convened through Video Conferencing / Other Audio Visual Means
No. of Shareholders attended the meeting through Video Conferencing: • Promoters and Promoter Group • Public	 1 74

Below is the resolution-wise results of e-voting:

AstraZeneca Pharma India Limited Bangalore

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

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 financial year ended March 31, 2020 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							
	Postal Ballot (if applicable)							
	Total	18750000	18750000	100	18750000	0	100	0
Public-Institutions	E-Voting	1060742	919945	86.7266	919945	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1060742	919945	86.7266	919945	0	100	0
Public- Non Institutions	E-Voting	5189258	73017	1.4071	73006	11	99.9849	0.0151
	Poll		336864	6.4916	336864	0	100	0
	Postal Ballot (if applicable)							
	Total	5189258	409881	7.8986	409870	11	99.9973	0.0027
Total		25000000	20079826	80.3193	20079815	11	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

AstraZeneca Pharma India Limited * Bangalore

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	3841
Public - Non Insitutions	10400

AstraZeneca Pharma India Limited
Bangalore

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Confirmation of the payment of interim dividend of Re. 1/- per equity share for the financial year 2019-20				
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							
	Postal Ballot (if applicable)							
	Total	18750000	18750000	100	18750000	0	100	0
Public-Institutions	E-Voting	1060742	923428	87.0549	923428	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1060742	923428	87.0549	923428	0	100	0
Public- Non Institutions	E-Voting	5189258	73147	1.4096	72865	282	99.6145	0.3855
	Poll		336864	6.4916	336864	0	100	0
	Postal Ballot (if applicable)							
	Total	5189258	410011	7.9011	409729	282	99.9312	0.0688
Total		25000000	20083439	80.3338	20083157	282	99.9986	0.0014
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

AstraZeneca Pharma India Limited ★ Bangalore

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	3841
Public - Non Insitutions	10400

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), Non-Executive Director who retires by rotation, and being eligible, offers herself for re-appointment					
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							
	Postal Ballot (if applicable)							
	Total	18750000	18750000	100	18750000	0	100	0
Public-Institutions	E-Voting	1060742	923428	87.0549	922079	1349	99.8539	0.1461
	Poll							
	Postal Ballot (if applicable)							
	Total	1060742	923428	87.0549	922079	1349	99.8539	0.1461
Public- Non Institutions	E-Voting	5189258	73091	1.4085	72902	189	99.7414	0.2586
	Poll		336864	6.4916	336864	0	100	0
	Postal Ballot (if applicable)							
	Total	5189258	409955	7.9001	409766	189	99.9539	0.0461
Total		25000000	20083383	80.3335	20081845	1538	99.9923	0.0077
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

AstraZeneca Pharma India Limited * Bangalore

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	3841
Public - Non Insitutions	10400

AstraZeneca Pharma India Limited
Bangalore

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ankush Nandra (DIN: 08737981) as a 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							
	Postal Ballot (if applicable)							
	Total	18750000	18750000	100	18750000	0	100	0
Public- Institutions	E-Voting	1060742	923428	87.0549	922079	1349	99.8539	0.1461
	Poll							
	Postal Ballot (if applicable)							
	Total	1060742	923428	87.0549	922079	1349	99.8539	0.1461
Public- Non Institutions	E-Voting	5189258	72967	1.4061	72937	30	99.9589	0.0411
	Poll		336864	6.4916	336864	0	100	0
	Postal Ballot (if applicable)							
	Total	5189258	409831	7.8977	409801	30	99.9927	0.0073
Total		25000000	20083259	80.333	20081880	1379	99.9931	0.0069
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

AstraZeneca Pharma India Limited * Bangalore

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	3841
Public - Non Insitutions	10400

AstraZeneca Pharma India Limited Bangalore

Resolution(5)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Re-appointment of Mr. Gagandeep Singh Bedi (DIN: 07844333) as the Managing Director of the Company, for a term of 3 years w.e.f. July 1, 2020					
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							
	Postal Ballot (if applicable)							
	Total	18750000	18750000	100	18750000	0	100	0
Public-Institutions	E-Voting	1060742	923428	87.0549	921020	2408	99.7392	0.2608
	Poll							
	Postal Ballot (if applicable)							
	Total	1060742	923428	87.0549	921020	2408	99.7392	0.2608
Public- Non Institutions	E-Voting	5189258	72967	1.4061	72938	29	99.9603	0.0397
	Poll		336864	6.4916	336864	0	100	0
	Postal Ballot (if applicable)							
	Total	5189258	409831	7.8977	409802	29	99.9929	0.0071
Total		25000000	20083259	80.333	20080822	2437	99.9879	0.0121
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

AstraZeneca Pharma India Limited * Bangalore

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	3841
Public - Non Insitutions	10400

Resolution(6)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Re-Appointment of Mr. Rajesh Marwaha (DIN: 01458768) as a Whole time Director of the Company for a term of 3 years w.e.f. December 2, 2019					
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							
	Postal Ballot (if applicable)							
	Total	18750000	18750000	100	18750000	0	100	0
Public-Institutions	E-Voting	1060742	923428	87.0549	921020	2408	99.7392	0.2608
	Poll							
	Postal Ballot (if applicable)							
	Total	1060742	923428	87.0549	921020	2408	99.7392	0.2608
Public- Non Institutions	E-Voting	5189258	72955	1.4059	72792	163	99.7766	0.2234
	Poll		336864	6.4916	336864	0	100	0
	Postal Ballot (if applicable)							
	Total	5189258	409819	7.8974	409656	163	99.9602	0.0398
Total		25000000	20083247	80.333	20080676	2571	99.9872	0.0128
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

AstraZeneca Pharma India Limited * Bangalore

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	3841
Public - Non Insitutions	10400

Resolution(7)								
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							
	Postal Ballot (if applicable)							
	Total	18750000	18750000	100	18750000	0	100	0
Public-Institutions	E-Voting	1060742	923428	87.0549	923428	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1060742	923428	87.0549	923428	0	100	0
Public- Non Institutions	E-Voting	5189258	72967	1.4061	71948	1019	98.6035	1.3965
	Poll		336854	6.4914	336854	0	100	0
	Postal Ballot (if applicable)							
	Total	5189258	409821	7.8975	408802	1019	99.7514	0.2486
Total		25000000	20083249	80.333	20082230	1019	99.9949	0.0051
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

AstraZeneca Pharma India Limited * Bangalore

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	3841
Public - Non Insitutions	10400

AstraZeneca Pharma India Limited
Bangalore

VIJAYAKRISHNA K T
BBM, LLB, FCS, ACMA
Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080, INDIA
Tel : +91 80 23610847, 41231106
e-mail : vijaykt@vjkt.in
ktvijaykrishna@gmail.com

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 ('the Company') for the purpose of scrutinizing the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting) at the 41st Annual General Meeting held on Monday, August 10, 2020 at 3.00 pm IST held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), 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 notice dated May 18, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

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 e-voting at the Annual General Meeting for the resolutions proposed in the Notice of 41st Annual General Meeting. My responsibility as

Vijayakrishna K.T., Company Secretary
FCS - 1788
CP - 980
Bangalore

Res : No. 66, Sathyanarayana Layout, West of Chord Road, III Stage, Bangalore - 560 079, INDIA
Tel : +91 80 23221564

a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at the AGM are 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 41st Annual General Meeting of the Company.

The e-voting facility both for remote e-voting and e-voting at the AGM were provided by National Securities Depository Limited (NSDL).

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 remote e-voting was kept open for four days from 6th August, 2020 (9.00 A.M. IST) till 9th August, 2020 (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.

After declaration of voting by the Chairman, the Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by NSDL at the AGM.

The Members holding Equity Shares as on the "cut-off date" i.e., 3rd August, 2020 were entitled to vote on the Resolutions proposed in the Notice calling the 41st Annual General Meeting.

At the end of the voting period on 9th August, 2020 (5.00 P.M. IST), the voting portal of NSDL was blocked forthwith.

After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 10th August, 2020, in presence of Mr. S R Ravianand and Mr. Ajith Sharma who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.

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 report generated from the e-voting portal of NSDL i.e. www.evoting.nsdl.com and based on such reports

a. 160 (folio wise) members have cast their votes through remote e-voting.
b. 14 (folio wise) members have cast their votes through e-voting at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under:

Vijayakrishna. K.T. Company Secretary
FCS - 1788
CP - 980
Bangalore

ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the financial year ended March 31, 2020 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		e-voting at the AGM		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	146	19742951	13	336864	159	20079815	99.999
Dissent	8	11	0	0	8	11	0.001
Total	154	19742962	13	336864	167	20079826	100
Abstained / Invalid	3	10641	1	3600	4	14241	NA

Item No. 2: Confirmation of the payment of interim dividend of Re. 1/- per Equity Share for the financial year 2019-20:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	145	19746293	13	336864	158	20083157	99.999
Dissent	11	282	0	0	11	282	0.001
Total	156	19746575	13	336864	169	20083439	100
Abstained / Invalid	3	10641	1	3600	4	14241	NA

Item No. 3: Appointment of Ms. Weiying Sarah Wang (DIN: 08369289), Non-Executive Director, who retires by rotation, and being eligible, offers herself for re-appointment:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	141	19744981	13	336864	154	20081845	99.992
Dissent	14	1538	0	0	14	1538	0.008
Total	155	19746519	13	336864	168	20083383	100
Abstained / Invalid	3	10641	1	3600	4	14241	NA

<u>SPECIAL BUSINESS:</u>

Item No. 4: Appointment of Mr. Ankush Nandra (DIN: 08737981) as a Non Executive Director:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	142	19745016	13	336864	155	20081880	99.993
Dissent	12	1379	0	0	12	1379	0.007
Total	154	19746395	13	336864	167	20083259	100
Abstained / Invalid	3	10641	1	3600	4	14241	NA

Vijayakrishna K.T., Company Secretary
FCS - 1788
CP - 980
Bangalore

Item No. 5: Re-appointment of Mr. Gagandeep Singh Bedi (DIN: 07844333) as the Managing Director of the Company for a term of 3 years w.e.f. July 1, 2020:

Special Resolution:

Particulars	**No. of votes contained in**						**Percentage on Valid votes**
	Remote e-voting		**e-voting at the AGM**		**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	142	19743958	13	336864	155	20080822	99.988
Dissent	12	2437	0	0	12	2437	0.012
Total	154	19746395	13	336864	167	20083259	100
Abstained / Invalid	3	10641	1	3600	4	14241	NA

Item No. 6: Re-Appointment of Mr. Rajesh Marwaha (DIN: 01458768) as a Whole time Director of the Company for a term of 3 years w.e.f December 2, 2019:

Special Resolution:

Particulars	**No. of votes contained in**						**Percentage on Valid votes**
	Remote e-voting		**e-voting at the AGM**		**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	142	19743812	13	336864	155	20080676	99.987
Dissent	11	2571	0	0	11	2571	0.013
Total	153	19746383	13	336864	166	20083247	100
Abstained / Invalid	3	10641	1	3600	4	14241	NA

Vijayakrishna K.T., Company Secretary
FCS - 1788
CP - 980
Bangalore

Item No. 7: Ratification of payment of remuneration to Messrs Rao, Murthy & Associates, Cost Accountants, Bengaluru:

Ordinary Resolution:

Particulars	**No. of votes contained in**						**Percentage on Valid votes**
	Remote e-voting		**e-voting at the AGM**		**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	142	19745376	12	336854	154	20082230	99.995
Dissent	12	1019	0	0	12	1019	0.005
Total	154	19746395	12	336854	166	20083249	100
Abstained / Invalid	3	10641	1	3600	4	14241	NA

Based on the foregoing, the Resolution Nos. from 1 to 7 in respect of Notice of 41st Annual General Meeting may be deemed to have been **passed by requisite majority**.

All the relevant records relating to remote e-voting and e-voting 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
FCS - 1788
CP - 980
Bangalore

Vijayakrishna K T
Company Secretary
Membership No.: FCS No.: 1788
CP No.: 980
UDIN: F001788B000571181
Date: 11.08.2020
Place: Bangalore

Witnesses:

1. S R Ravianand
2. Ajith Sharma