AstraZeneca

July 15, 2015

The Manger - Listing
BSE Limited
Corporate Relationship Dept., 1st Floor, New Trading Ring
Rotunda Building, P J Towers, Dalal Street, Fort,
Mumbai 400001

Dear Sir,

Sub: Corporate Governance Certificate under Clause 49 of Listing Agreement

Ref: Scrip Code – BSE: 506820, NSE: ASTRAZEN

As required under Clause 49 of the Listing Agreement, please find enclosed herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended June 30, 2015.

Please take the same on record.

Yours faithfully,
For **AstraZeneca Pharma India limited**

Anantha Murthy N
Legal Counsel & Company Secretary

Encl: as above

Cc:

National Stock Exchange of India Ltd.
Exchange plaza, 5th Floor, Plot No.C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai 400051

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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : ASTRAZENECA PHARMA INDIA LIMITED
Quarter ended on : June 30, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Necessary disclosures are made in the Annual Report for the year ended March 31, 2014. The same would be continued in future also.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 III(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	NA	There is no subsidiary
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
(A)Related Party Transactions	49(VIIIA)	Yes	Material transaction with Related Party : Purchase of raw materials and traded goods (Rs. 197,550,857) and Receipt towards reimbursement of expenses (Rs. 4,427,757) with AstraZeneca UK Limited.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	

CORPORATE & REGD OFFICE
AstraZeneca Pharma India Ltd.
Block N1, 12th Floor
Manyata Embassy Business Park
Rachenahalli, Outer Ring Road
Bangalore - 560045, INDIA

TEL : +91 80 67748000
CIN : L24231KA1979PLC003563
www.astrazeneca.com/india

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

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FAX : +91 80 28462208
+91 80 67749628

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(C) Remuneration of Directors	49 (VIII C)	Yes	Necessary disclosures were made in the Annual Report 2013-14. The same would be continued in future also.
(D) Management	49 (VIII D)	Yes	Necessary disclosures were made in the Annual Report 2013-14. The same would be continued in future also.
(E) Shareholders	49 (VIII E)	Yes	Necessary disclosures were made in the Annual Report 2013-14. The same would be continued in future also.
(F)Proceeds from public issues, rights issue, preferential issues, etc	49(VIII I)	NA	No proceeds from public issues, rights issue, preferential issues etc.
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	Necessary disclosures were made in the Annual Report 2013-14. The same would be continued in future also.
XI. Compliance	49 (XI)	Yes	Necessary disclosures were made in the Annual Report 2013-14. The same would be continued in future also.

For **AstraZeneca Pharma India Limited**

Anantha Murthy N
Legal Counsel & Company Secretary

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