

VIJAYAKRISHNA K T

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Company Secretary

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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

Bangalore - 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, Bangalore - 560 080 was duly appointed as Scrutinizer by AstraZeneca Pharma India Limited ('the Company) for the purpose of scrutinizing the voting through remote e-voting and through Polling Paper at the 39th Annual General Meeting of the Company held on 10th September, 2018 pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

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 39th 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 39th 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 Companies Act, 2013 (the 2013 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 6th September, 2018 (9.00 A.M. IST) till 9th September, 2018(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. 3rd September, 2018 were entitled to vote on the resolutions proposed in the Notice convening the 39th 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 9th September, 2018 (5.00 P.M. IST), the voting portal of NSDL was blocked forthwith.

The votes cast were unblocked on 10th September, 2018, in presence of Mr. Vinay Hegde and Mr. Anoop M H, 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. 33 (folio wise) members have cast their votes through remote e-voting.
- b. 34 (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, 2018 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	33	20194641	27	9235	60	20203876	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	33	20194641	27	9235	60	20203876	100.00
Abstained/ Invalid	Nil	Nil	7	551	7	551	NA

Item No. 2: Appointment of Mr. Rajesh Marwaha (DIN: 01458768), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:

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	30	20194036	27	9235	57	20203271	99.997
Dissent	3	605	Nil	Nil	3	605	00.003
Total	33	20194641	27	9235	60	20203876	100.00
Abstained/ Invalid	Nil	Nil	7	551	7	551	NA

SPECIAL BUSINESS:

Item No.3: 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	32	20194601	27	9235	59	20203836	100.00
Dissent	1	40	Nil	Nil	1	40	00.00*
Total	33	20194641	27	9235	60	20203876	100.00
Abstained/ Invalid	Nil	Nil	7	551	7	551	NA

Item No.4: Approval of Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited during the financial year 2017-18:

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	29	1444036	27	9235	56	1453271	99.96
Dissent	3	605	Nil	Nil	3	605	00.04
Total	32	1444641	27	9235	59	1453876	100.00
Abstained/ Invalid	1	18750000	7	551	8	18750551	NA

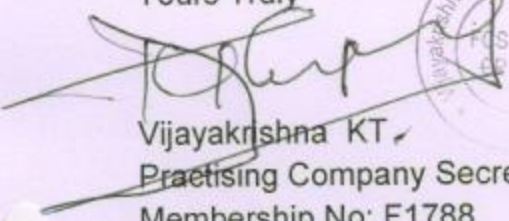
*Numbers being very insignificant, decimals could not be exhibited.

Based on the foregoing, the Resolution Nos. from 1 to 4 in respect of Notice of 39th Annual General Meeting maybe 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 Truly

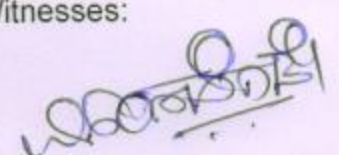

Vijayakrishna KT
Practising Company Secretary
Membership No: F1788
C.P. No: 980

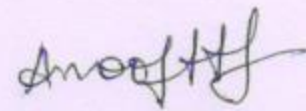


Date: 11.09.2018

Place: Bengaluru

Witnesses:


1. Mr. Vinay Hegde


2. Mr. Anoop M H