AstraZeneca

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Listed Entity : ASTRAZENECA PHARMA INDIA LIMITED
Quarter ending : March 31, 2019

ANNEXURE 1

I. Composition of Board Directors								
Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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	00053563	Non-Executive/Independent	30/09/2014	5 years	7	6	3
Ms.	REVATHY ASHOK	00057539	Non-Executive/Independent	02/12/2016	5 years	4	6	3
Ms.	KIMSUKA NARASIMHAN	02102783	Non-Executive/Independent	02/02/2017	5 years	2	1	0
Mr.	GAGANDEEP SINGH BEDI	07844333	Executive	01/07/2017		1	1	0
Mr.	WEIYING SARAH WANG	08369289	Non-Executive	13/03/2019		1	1	0
Mr.	IAN JOHN PARISH	00391534	Non-Executive	08/08/2017		1	0	0
Mr.	RAJESH MARWAHA	01458768	Executive	02/12/2016		1	1	0

AstraZeneca Pharma India Limited *

II. Composition of Committees		
Name of Committee	*Name of Committee members*	*Category(Chairperson/Executive/Non-Executive/Independent/Nominee)*
Audit Committee	1. Ms. REVATHY ASHOK	Chairperson/Non-Executive/Independent
	2. Mr. NARAYAN K SESHADRI	Non-Executive/Independent
	3. Ms. WEIYING SARAH WANG	Non-Executive
Nomination and Remuneration Committee	1. Ms. KIMSUKA NARASIMHAN	Chairperson/Non-Executive/Independent
	2. Mr. NARAYAN K SESHADRI	Non-Executive/Independent
	3. Ms. WEIYING SARAH WANG	Non-Executive
	4. Mr. IAN JOHN PARISH	Non-Executive
Stakeholders' Relationship Committee	1. Ms. REVATHY ASHOK	Chairperson/Non-Executive/Independent
	2. Mr. GAGANDEEP SINGH BEDI	Executive
	3. Mr. RAJESH MARWAHA	Executive

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*	*Maximum gap between any two consecutive meetings (in number of days)*
13 November 2018	6 February 2019	84

IV. Meeting of Committees			
Date(s) of meeting of the Committee in the relevant quarter	*Whether requirement of Quorum met (details)*	*Date (s) of meeting of the committee in the previous quarter*	*Maximum gap between any two consecutive meetings in number of days**
Audit Committee			
6 February 2019	Yes	13 November 2018	84
Nomination & Remuneration Committee			
6 February 2019	Yes	-	-

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years

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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

Details of material transactions with Related Party for the quarter ended March 31, 2019

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

Type of Transaction	***Amount (INR)***
Imports	731,033,565
Reimbursement of Expenses	1,291,329
Total	**732,324,894**

AstraZeneca Pharma India Limited

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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

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**

AstraZeneca Pharma India Limited *

Pratap Rudra
Company Secretary & Legal Counsel

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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Item	*Compliance status* (Yes/No/NA) refer note
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

II Annual Affirmations

Particulars	*Regulation Number*	*Compliance status* (Yes/No/NA) refer note below
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)*	Yes
Meeting of Board of directors	*17(2)*	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
Composition of Audit Committee	*18(1)*	Yes
Meeting of Audit Committee	*18(2)*	Yes
Composition of nomination & remuneration committee	*19(1) & (2)*	Yes
Composition of Stakeholder Relationship Committee	*20(1) & (2)*	Yes
Composition and role of risk management committee	*21(1),(2),(3),(4)*	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
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
Maximum Directorship & Tenure	*25(1) & (2)*	Yes

Meeting of independent directors	*25(3) & (4)*	Yes
Familiarization of independent directors	*25(7)*	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.

Pratap Rudra

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Company Secretary & Legal Counsel

AstraZeneca Pharma India Limited