

September 14, 2017

The Manager- Listing

**BSE Limited**

Corporate Relationship Dept., 5<sup>th</sup> 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, 5<sup>th</sup> Floor, Plot No. C/1, G Block  
Bandra -Kurla Complex, Bandra (E),  
Mumbai - 400051

Dear Sirs,

**Sub: 38<sup>th</sup> Annual General Meeting and Voting Results**

In relation to the 38<sup>th</sup> Annual General Meeting of the Company held on 13<sup>th</sup> September 2017,  
we enclose the following –

1. Brief proceedings as required under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
2. Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations.
3. Report of Scrutinizer dated 14<sup>th</sup> September 2017, as required Section 108 of the Companies Act, 2013 read with the rules thereof.

This is for your kind information and records,

Thanking You,

Yours sincerely,

For AstraZeneca Pharma India Limited



Pratap Rudra

Company Secretary & Legal Counsel

September 14, 2017

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Mumbai - 400051

Dear Sirs,

**Sub: Summary of Proceedings of 38<sup>th</sup> Annual General Meeting**

**Ref: Scrip code –BSE: 506820, NSE: ASTRAZEN**

Pursuant to the provisions of Regulation 30 read with Part A of Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the following businesses were transacted at the 38<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 13, 2017 at 3.00 P.M at ‘The Mysore Hall’ ITC Gardenia, Residency Road, Bengaluru–560025.

Item No.	Particulars	Resolution required	Mode of Voting	Remarks
1.	Adoption of Accounts for the year ended March 31, 2017 and the Reports of the Auditor's and Directors thereon	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
2.	Ratification of appointment of Price Waterhouse & Co., Chartered Accountants LLP (Firm Registration No. 304026E / E-300009) as Statutory Auditors and authorisation to the Board to fix their remuneration	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
3.	Ratification of Cost Auditor's remuneration	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
4.	Consent for appointment of Mr. Ian John Parish as a Non-executive Director	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.

5.	Consent for appointment of Ms. Revathy Ashok as an Independent Director	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
6.	Consent for appointment of Ms. Kimsuka Narsimhan as an Independent Director	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
7.	Consent for appointment of Mr. Gregory David Emil Mueller as a Non-executive Director	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
8.	Consent for appointment of Mr. Gagan Singh Bedi as a Director	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
9.	Consent for appointment of Mr. Gagan Singh Bedi as Managing Director for a period of 3 years w.e.f. July 1, 2017 and remuneration payable thereof	Special Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
10.	Consent for appointment of Mr. Rajesh Marwaha as a Director	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
11.	Consent for appointment of Mr. Rajesh Marwaha as a Whole-time Director for a period of 3 years w.e.f. December 2, 2016 and remuneration payable thereof	Special Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
12.	Approval of Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited during the financial year 2016-17	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.

Please take the same on record.

Thanking you

For AstraZeneca Pharma India Limited



Pratap Rudra  
Company Secretary & Legal Counsel



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Mumbai - 400051

Dear Sirs,

**Sub: Disclosure of Voting Results of 38<sup>th</sup> Annual General Meeting of the Company held on September 13, 2017- Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we furnish below the details regarding voting results of 38<sup>th</sup> Annual General Meeting of the Company held on Friday, September 13, 2017 at 3.00 pm at 'The Mysore Hall' ITC Gardenia, Residency Road, Bengaluru– 560025:

Date of AGM	September 13, 2017
Total No of Share Holders as on record Date (cut off date-06.09.2017)	14977
No. of shareholders present in the meeting either in person or through proxy:	
<ul style="list-style-type: none"> <li>• Promoters and Promoter Group</li> <li>• Public</li> </ul>	<p>1</p> <p>543</p>
No. of Shareholders attended the meeting through Video Conferencing:	
<ul style="list-style-type: none"> <li>• Promoters and Promoter Group</li> <li>• Public</li> </ul>	<p>NA</p>

Below is the resolution-wise combined result of remote e-voting and ballot:



**CORPORATE & REGD. OFFICE**  
**AstraZeneca Pharma India Ltd.**  
P. B. No. 4525, Block N1, 12<sup>th</sup> Floor  
Manyata Embassy Business Park  
Rachenahalli, Outer Ring Road  
Bangalore - 560045, INDIA

**TEL** : +91 80 67748000

**FAX** : +91 80 67748857

**CIN** : L24231KA1979PLC003563

**WEB** : [www.astrazeneca.com/india](http://www.astrazeneca.com/india)

**FACTORY**

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

**TEL** : +91 80 67749000

**FAX** : +91 80 28462208

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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 year ended March 31, 2017 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
Public- Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	9467	0.2374	9445	22	99.7676	0.2324
	Poll		11287	0.283	11287	0	100	0
	Postal Ballot (if applicable)							
	Total		3988367	20754	0.5204	20732	22	99.894
Total		25000000	20510910	82.0436	20510888	22	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of appointment of Price Waterhouse & Co., Chartered Accountants LLP (Firm Registration No. 304026E / E-300009) as Statutory Auditors and authorisation to the Board to fix their 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
Public-Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	9517	0.2386	3482	6035	36.5872	63.4128
	Poll		11287	0.283	11287	0	100	0
	Postal Ballot (if applicable)							
	Total		3988367	20804	0.5216	14769	6035	70.9912
Total		25000000	20510960	82.0438	20504925	6035	99.9706	0.0294
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(3)								
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
Public- Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	9297	0.2331	8012	1285	86.1783	13.8217
	Poll		12287	0.3081	12263	24	99.8047	0.1953
	Postal Ballot (if applicable)							
	Total		3988367	21584	0.5412	20275	1309	93.9353
Total		25000000	20511740	82.047	20510431	1309	99.9936	0.0064
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								





Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consent of members for appointment of Mr. Ian John Parish 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
Public- Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	9467	0.2374	8950	517	94.5389	5.4611
	Poll		11287	0.283	11264	23	99.7962	0.2038
	Postal Ballot (if applicable)							
	Total		3988367	20754	0.5204	20214	540	97.3981
Total		25000000	20510910	82.0436	20510370	540	99.9974	0.0026
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								





Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consent of members for appointment of Ms. Revathy Ashok as a Independent 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
Public- Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	9442	0.2367	7925	1517	83.9335	16.0665
	Poll		12287	0.3081	12268	19	99.8454	0.1546
	Postal Ballot (if applicable)							
	Total		3988367	21729	0.5448	20193	1536	92.9311
Total		25000000	20511885	82.0475	20510349	1536	99.9925	0.0075
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(6)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Consent of members for appointment of Ms. Kimsuka Narsimhan as an Independent 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
Public- Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	8832	0.2214	7315	1517	82.8238	17.1762
	Poll		12287	0.3081	12263	24	99.8047	0.1953
	Postal Ballot (if applicable)							
	Total		3988367	21119	0.5295	19578	1541	92.7033
Total		25000000	20511275	82.0451	20509734	1541	99.9925	0.0075
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consent of members for appointment of Mr. Gregory David Emil Mueller 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
Public- Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	9467	0.2374	8700	767	91.8982	8.1018
	Poll		11287	0.283	11264	23	99.7962	0.2038
	Postal Ballot (if applicable)							
	Total		3988367	20754	0.5204	19964	790	96.1935
Total		25000000	20510910	82.0436	20510120	790	99.9961	0.0039
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(8)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Consent of members for appointment of Mr. Gagan Singh Bedi as a 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
Public- Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	9467	0.2374	8950	517	94.5389	5.4611
	Poll		11287	0.283	11268	19	99.8317	0.1683
	Postal Ballot (if applicable)							
	Total		3988367	20754	0.5204	20218	536	97.4174
Total		25000000	20510910	82.0436	20510374	536	99.9974	0.0026
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								





Resolution(9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consent of members for appointment of Mr. Gagan Singh Bedi as Managing Director for a Period of 3 years w.e.f. July 1, 2017 and remuneration payable thereof.				
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
Public- Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	9467	0.2374	8780	687	92.7432	7.2568
	Poll		12287	0.3081	12268	19	99.8454	0.1546
	Postal Ballot (if applicable)							
	Total		3988367	21754	0.5454	21048	706	96.7546
Total		25000000	20511910	82.0476	20511204	706	99.9966	0.0034
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consent of members for appointment of Mr. Rajesh Marwaha as a 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
Public- Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	9467	0.2374	8780	687	92.7432	7.2568
	Poll		11287	0.283	11263	24	99.7874	0.2126
	Postal Ballot (if applicable)							
	Total		3988367	20754	0.5204	20043	711	96.5742
Total		25000000	20510910	82.0436	20510199	711	99.9965	0.0035
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consent of members for appointment of Mr. Rajesh Marwaha as a Whole-time Director for a period of 3 years w.e.f. December 2, 2016 and remuneration payable thereof.				
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
Public- Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	9467	0.2374	8530	937	90.1025	9.8975
	Poll		12287	0.3081	12263	24	99.8047	0.1953
	Postal Ballot (if applicable)							
	Total		3988367	21754	0.5454	20793	961	95.5824
Total		25000000	20511910	82.0476	20510949	961	99.9953	0.0047
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(12)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transaction entered into by the Company with AstraZeneca UK Limited during the financial year 2016-2017.				
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	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		18750000	0	0	0	0	0
Public- Institutions	E-Voting	2261633	1740156	76.9425	1740156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2261633	1740156	76.9425	1740156	0	100
Public- Non Institutions	E-Voting	3988367	9517	0.2386	2250	7267	23.6419	76.3581
	Poll		11287	0.283	11268	19	99.8317	0.1683
	Postal Ballot (if applicable)							
	Total		3988367	20804	0.5216	13518	7286	64.9779
Total		25000000	1760960	7.0438	1753674	7286	99.5862	0.4138
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

*M. P. S. Reddy*





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

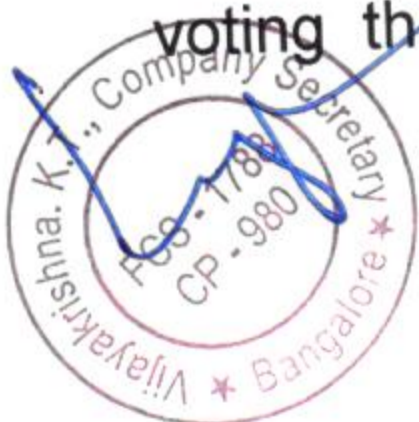
*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]*

To  
Mr. Narayan K Seshadri  
Chairman  
AstraZeneca Pharma India Limited  
Block N1, 12<sup>th</sup> 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, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivnagar, 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 38<sup>th</sup> Annual General Meeting of the Company held on 13<sup>th</sup> September, 2017 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 38<sup>th</sup> 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 38<sup>th</sup> 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 9<sup>th</sup> September, 2017 (9.00 A.M. IST) till 12<sup>th</sup> September, 2017(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. 6<sup>th</sup> September, 2017 were entitled to vote on the resolutions proposed in the Notice convening the 38<sup>th</sup> 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 12<sup>th</sup> September, 2017 (5.00 P.M. IST), the voting portal of NSDL was blocked forthwith.

The votes cast were unblocked on 13<sup>th</sup> September, 2017, in presence of Mr. Chinmaya Bhat and Mr. Vinay Kadam, 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. 49 members have cast their votes through remote e-voting.
- b. 51 members have cast their votes through Polling Paper at the Annual General Meeting.

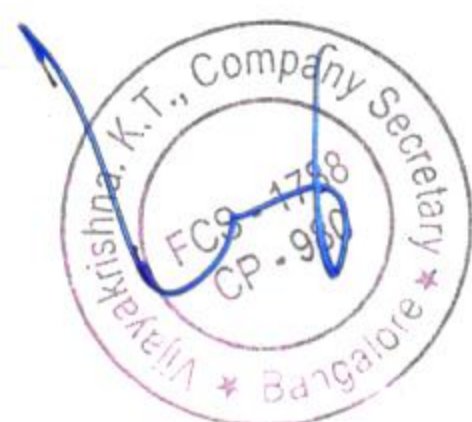
The brief analysis of the results of the remote e-voting and Polling Papers are as under:

**ORDINARY BUSINESS:**

**Item No.1: Adoption of Financial Statements for the year ended March 31, 2017 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	46	20499601	39	11287	85	20510888	99.999
Dissent	2	22	0	0	2	22	0.001
Total	48	20499623	39	11287	87	20510910	100
Abstained/ Invalid	1	50	12	1015	13	1065	





**Item No.2: Ratification of appointment of Messrs Price Waterhouse & Co. Chartered Accountants LLP as the Statutory Auditors of the Company and authorization to the Board of Directors to fix their remuneration:**

**Ordinary Resolution:**

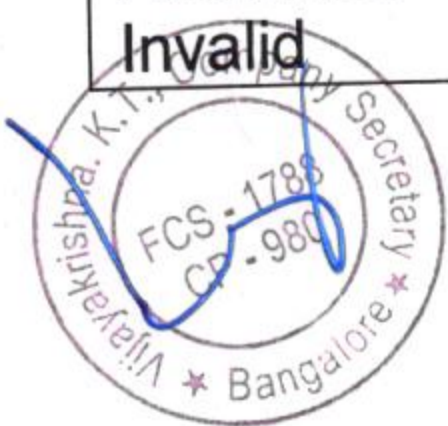
Particulars	No. of votes contained in						Percent age on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	39	20493638	39	11287	78	20504925	99.971
Dissent	10	6035	0	0	10	6035	0.029
Total	49	20499673	39	11287	88	20510960	100
Abstained/ Invalid	0	0	12	1015	12	1015	

**SPECIAL BUSINESS:**

**Item No.3: Ratification of Cost Auditor's remuneration:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percent age 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	42	20498168	36	12263	78	20510431	99.994
Dissent	5	1285	4	24	9	1309	0.006
Total	47	20499453	40	12287	87	20511740	100
Abstained/ Invalid	2	220	11	15	13	235	





**Item No. 4: Appointment of Mr. Ian John Parish (DIN: 00391534) as Non-Executive Director of the Company:**

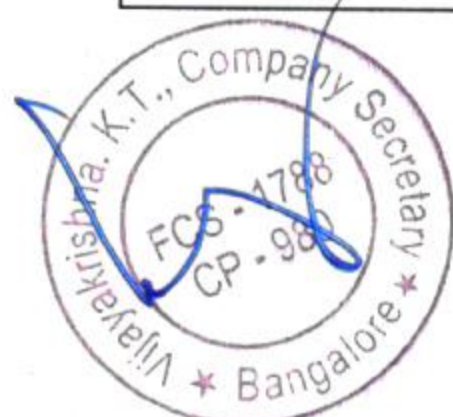
**Ordinary Resolution:**

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	43	20499106	35	11264	78	20510370	99.997
Dissent	5	517	4	23	9	540	0.003
Total	48	20499623	39	11287	87	20510910	100
Abstained/Invalid	1	50	12	1015	13	1065	

**Item No.5: Appointment of Ms. Revathy Ashok (DIN: 00057539) as an Independent Director of the Company:**

**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	41	20498081	37	12268	78	20510349	99.993
Dissent	6	1517	3	19	9	1536	0.007
Total	47	20499598	40	12287	87	20511885	100
Abstained/Invalid	2	75	11	15	13	90	





**Item No.6: Appointment of Ms. Kimsuka Narasimhan (DIN: 02102783) as an Independent Director of the Company:**

**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	39	20497471	36	12263	75	20509734	99.992
Dissent	6	1517	4	24	10	1541	0.008
Total	45	20498988	40	12287	85	20511275	100
Abstained/Invalid	4	685	11	15	15	700	

**Item No.7: Appointment of Mr. Gregory David Emil Mueller (DIN: 07667074) as Non-Executive Director of the Company:**

**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	42	20498856	35	11264	77	20510120	99.996
Dissent	6	767	4	23	10	790	0.004
Total	48	20499623	39	11287	87	20510910	100
Abstained/Invalid	1	50	12	1015	13	1065	





**Item No.8: Appointment of Mr. Gagan Singh Bedi (DIN: 07844333) as the Director of the Company:**

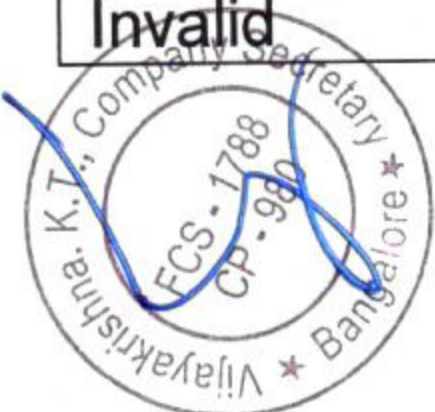
**Ordinary Resolution:**

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	43	20499106	36	11268	79	20510374	99.997
Dissent	5	517	3	19	8	536	0.003
Total	48	20499623	39	11287	87	20510910	100
Abstained/ Invalid	1	50	12	1015	13	1065	

**Item No.9: Appointment of, and Remuneration payable to, Mr. Gagan Singh Bedi (DIN: 07844333) as Managing Director of the Company:**

**Special 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	42	20498936	37	12268	79	20511204	99.997
Dissent	6	687	3	19	9	706	0.003
Total	48	20499623	40	12287	88	20511910	100
Abstained/ Invalid	1	50	11	15	12	65	





**Item No.10: Appointment of Mr. Rajesh Marwaha (DIN: 01458768) as the Director of the Company:**

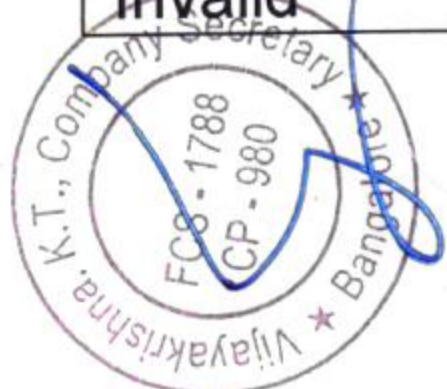
**Ordinary Resolution:**

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	42	20498936	35	11263	77	20510199	99.997
Dissent	6	687	4	24	10	711	0.003
Total	48	20499623	39	11287	87	20510910	100
Abstained/ Invalid	1	50	12	1015	13	1065	

**Item No.11: Appointment of, and Remuneration payable to, Mr. Rajesh Marwaha (DIN: 01458768) as a Whole-time Director of the Company:**

**Special 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	41	20498686	36	12263	77	20510949	99.995
Dissent	7	937	4	24	11	961	0.005
Total	48	20499623	40	12287	88	20511910	100
Abstained/ Invalid	1	50	11	15	12	65	





**Item No.12: Approval of Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited during the financial year 2016-17:**

**Ordinary Resolution:**

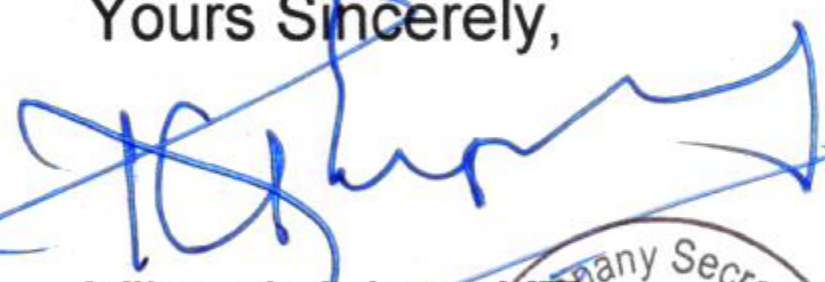
Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	36	1742406	36	11268	72	1753674	99.586
Dissent	12	7267	3	19	15	7286	0.414
Total	48	1749673	39	11287	87	1760960	100
Abstained/ Invalid	1	18750000	12	1015	13	18751015	

Based on the foregoing, the Resolution Nos. from 01 to 12 in respect of Notice of 38<sup>th</sup> 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 Sincerely,

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



Date: 14.09.2017

Witnesses:

  
 1. Chinmaya Bhat

  
 2. Vinay Kadam