AstraZeneca

40 years

Bringing science to patients since 1979

August 8, 2019

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: 40th Annual General Meeting and Voting Results

In relation to the 40th Annual General Meeting of the Company held on August 7, 2019, 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. Report of Scrutinizer dated August 8, 2019, 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

AstraZeneca Pharma India Limited
Bangalore

Pratap Rudra
Company Secretary & Legal Counsel

AstraZeneca

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Exchange plaza, 5th Floor, Plot No. C/1, G Block
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Mumbai - 400051

Dear Sirs,

Sub: Summary of Proceedings of 40th Annual General Meeting

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 business were transacted at the 40th Annual General Meeting (AGM) of the Company held on August 7, 2019 at 3.00 P.M. at 'The Grand Ballroom' Conrad Bengaluru, Kensington Road, Ulsoor, Bengaluru – 560008:

Item No.	Particulars	Resolution required	Mode of Voting	Remarks
1.	Adoption of Financial Statements for the year ended March 31, 2019 and the Reports of the Board of Directors and Auditors' thereon	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
2.	Appointment of Mr. Gagandeep Singh Bedi (DIN: 07844333), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
3.	Appointment of Ms. Weiying Sarah Wang (DIN: 08369289) as Non-executive Director	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.

AstraZeneca Pharma India Limited Bangalore

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4.	Appointment of Mr. Narayan K Seshadri (DIN: 00053563) as an Independent Director for a term of 5 consecutive years w.e.f., September 30, 2019 to September 29, 2024	Special Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
5.	Ratification of Cost Auditor's remuneration	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
6.	Approval of Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited during the financial year 2018-19	Ordinary Resolution	By Remote E-voting and Poll at AGM	Passed with requisite majority.
7.	Approval of Material Related Party Transactions to be entered into by the Company with AstraZeneca UK Limited during 3 financial years (being April 1, 2019 to March 31, 2022)	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

Pratap Rudra
Company Secretary & Legal Counsel

AstraZeneca Pharma India Limited * Bangalore

CORPORATE & REGD. OFFICE
AstraZeneca Pharma India Ltd.
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VIJAYAKRISHNA K T
BBM, LLB, FCS, ACMA
Company Secretary

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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 for the purpose of scrutinizing the voting through remote e-voting and through Polling Paper at the 40th Annual General Meeting held on 7th August, 2019 at The Grand Ballroom, Conrad Bengaluru, Kensington Road, Ulsoor, Bengaluru – 560 008, 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 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 40th 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 40th 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.

Vijayakrishna 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

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 e-voting was kept open for four days from 3^{rd} August, 2019 (9.00 A.M. IST) till 6^{th} August, 2019 (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., 31^{st} July, 2019 were entitled to vote on the Resolutions proposed in the Notice calling the 40^{th} 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 6^{th} August, 2019 (5.00 P.M. IST), the voting portal of NSDL was blocked forthwith.

The votes cast were unblocked on 7^{th} August, 2019, in presence of Ms. Sahana Bhat and Ms. Ramya Hegde, 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. 45 (folio wise) members have cast their votes through remote e-voting.
b. 40 (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:

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

ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended March 31, 2019 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	45	19787117	29	63922	74	19851039	100.00
Dissent	0	0	0	0	0	0	0
Total	45	19787117	29	63922	74	19851039	100.00
Abstained / Invalid	0	0	11	1144	11	1144	NA

Item No. 2: Appointment of Mr. Gagandeep Singh Bedi (DIN: 07844333) who retires by rotation, and being eligible, offers himself for re-appointment:

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	45	19787117	26	63915	71	19851032	100.00
Dissent	0	0	0	0	0	0	0
Total	45	19787117	26	63915	71	19851032	100.00
Abstained / Invalid	0	0	14	1159	14	1159	NA

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

SPECIAL BUSINESS:

Item No. 3: Appointment of Ms. Weiying Sarah Wang (DIN: 08369289) as Non-Executive Director:

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	40	19784214	28	61085	68	19845299	99.97
Dissent	5	2903	1	2837	6	5740	0.03
Total	45	19787117	29	63922	74	19851039	100.00
Abstained / Invalid	0	0	11	1144	11	1144	NA

Item No. 4: Re-appointment of Mr. Narayan K Seshadri (DIN: 00053563) as an Independent Director for a second term of 5 years i.e., from September 30, 2019 to September 29, 2024:

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	40	19779835	28	63920	68	19843755	99.96
Dissent	5	7282	0	0	5	7282	0.04
Total	45	19787117	28	63920	73	19851037	100.00
Abstained / Invalid	0	0	12	1146	12	1146	NA

Item No. 5: Ratification of Cost Auditor's remuneration:

Vijayakrishna K.T., Company Secretary
FCS: 1788
CP: 980

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	44	19787067	25	61078	69	19848145	99.99
Dissent	0	0	1	2837	1	2837	0.01
Total	44	19787067	26	63915	70	19850982	100.00
Abstained / Invalid	0	0	14	1159	14	1159	NA

Item No. 6: Approval of Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited during the financial year 2018-19:**

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	40	1036372	26	60083	66	1096455	99.58
Dissent	4	745	2	3837	6	4582	0.42
Total	44	1037117	28	63920	72	1101037	100.00
Abstained / Invalid	1	18750000	12	1146	13	18751146	NA

Item No. 7: Approval of Material Related Party Transactions to be entered into by the Company with AstraZeneca UK Limited during 3 financial years (being April 1, 2019 to March 31, 2022):**

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

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	1035372	24	60078	63	1095450	99.49
Dissent	5	1745	2	3837	7	5582	0.51
Total	44	1037117	26	63915	70	1101032	100.00
Abstained / Invalid	1	18750000	14	1159	14	18751159	NA

**Pursuant to Regulation 23(4) of the Listing Regulations, no Related Party shall vote to approve the resolutions in relation to the Material Related Party Transactions whether the entity is a Related Party to the particular transaction or not. Accordingly, in respect of the Resolutions Nos. 6 and 7, the votes cast by AstraZeneca Pharmaceuticals AB, being a 'Related Party' have been ignored.

Based on the foregoing, the Resolution Nos. from 1 to 7 in respect of Notice of 40th Annual General Meeting may be 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 K.T., Company Secretary
FCS - 1788
CP - 980
Bangalore

Vijayakrishna K T
Company Secretary
Membership No.: FCS No.: 1788
CP No.: 980
Date: 08.08.2019
Place: Bangalore

Witnesses: Sahana L.V

Sahana Bhat

Ramya Hegde