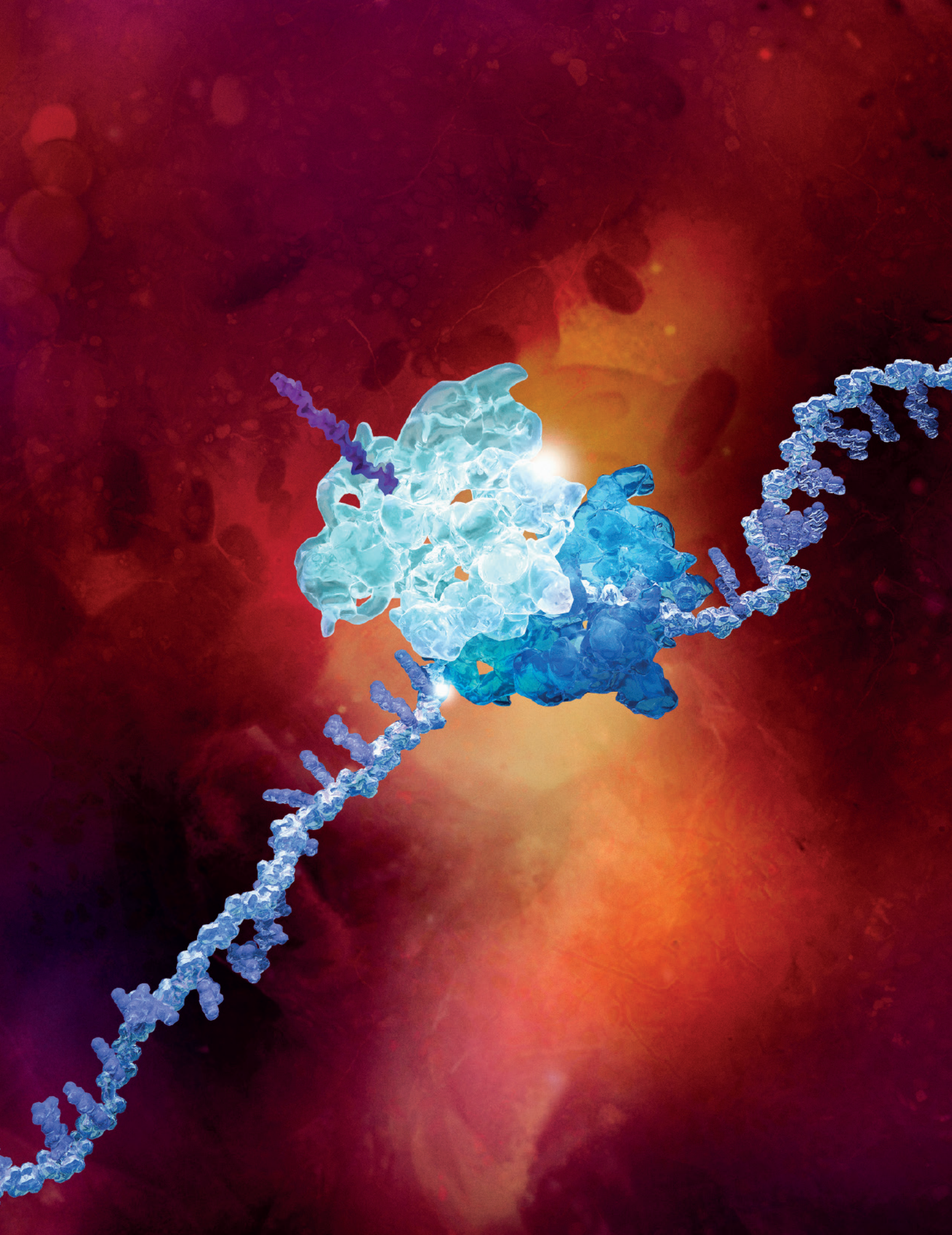


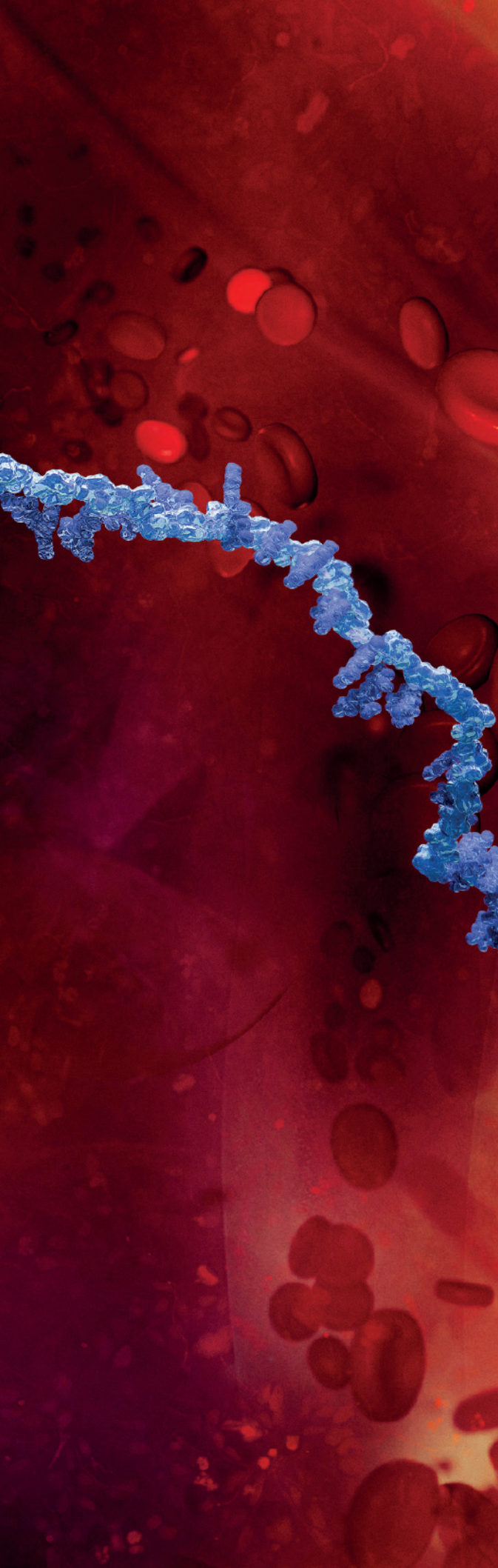
What science can do

AstraZeneca Pharma India Limited

Annual Report 2016-17







Welcome to
AstraZeneca Pharma India Limited
Annual Report 2016-17.




We are a global, science-led
biopharmaceutical business and
in this Annual Report we report on
the progress we made in 2016-17 in
pushing the boundaries of science
to deliver life-changing medicines.

AstraZeneca.






What science can do.

AstraZeneca India at a glance

Aligned with the global strategy, AstraZeneca India is focusing on its three main therapy areas.

| | | |
|--|--|--|
|  Pushing the boundaries Respiratory, Inflammation and Autoimmunity We have pushed the boundaries of science in respiratory disease for 40 years |  Breaking through conventional thinking Cardiovascular and Metabolic diseases We take an integrated patient approach to reduce cardiovascular morbidity and mortality |  Redefining the treatment paradigm Oncology We are committed to advancing the science of oncology |
|--|--|--|

Our values are the point of reference for our decision-making and support the creation of a strong AstraZeneca culture.

| | | | | |
|--|--|---|---|---|
|  We follow the science |  We put patients first |  We play to win |  We do the right thing |  We are entrepreneurial |
|--|--|---|---|---|

Our strategic priorities reflect how we are working to achieve our purpose of pushing the boundaries of science to deliver life-changing medicines.

| | | |
|--------------------------------------|-----------------------------|----------------------------|
| 1 | 2 | 3 |
| Achieve scientific leadership | Accelerate to growth | Great place to work |

AstraZeneca has a strong presence in India across sales, marketing, clinical and manufacturing operations.



Over 1000 employees in marketing, manufacturing and sales work relentlessly to bring life changing medicines to patients in India.

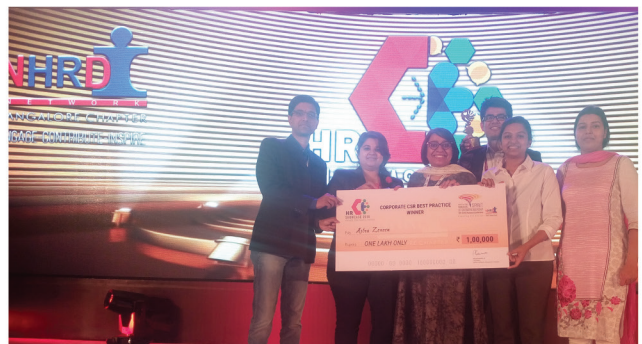


AstraZeneca's state of the art manufacturing facility in Bengaluru supplies products for customers in India.



Robust clinical operations with ongoing clinical trials covering more than 100 sites in India.

AstraZeneca's global community initiative, the 'Young Health Programme' in India is focused on improving the health and well-being of young people in marginalised communities.



Contents

| | |
|-----|---|
| 8 | Notice |
| 28 | Boards' Report |
| 51 | Management Discussion & Analysis Report |
| 58 | Report on Corporate Governance |
| 88 | Auditors' Report |
| 96 | Balance Sheet |
| 97 | Statement of Profit and Loss |
| 98 | Cash Flow Statement |
| 100 | Notes to the Financial Statements |
| 140 | Ten Year Summary |



AstraZeneca Pharma India Limited

Board of Directors

Current Directors:

Independent Directors

Mr. Narayan K Seshadri, Chairman
Ms. Revathy Ashok, w.e.f 02.12.2016
Ms. Kimsuka Narsimhan, w.e.f 02.02.2017

Non-Executive Directors

Mr. Gregory David Emil Mueller, w.e.f 02.12.2016
Mr. Ian John Parish, w.e.f 08.08.2017

Executive Directors

Mr. Rajesh Marwaha, Whole-time Director,
w.e.f 02.12.2016
Mr. Gagan Singh Bedi, Managing Director,
w.e.f 01.07.2017

Directors resigned during the year:

Mr. D.E Udawadia, Chairman, w.e.f 02.12.2016
Mr. K.S Shah, w.e.f 02.12.2016
Ms. Claire-Marie O' Grady, w.e.f 02.12.2016
Mr. Ian Brimicombe, w.e.f 31.05.2017
Mr. Sanjay Murdeshwar, Managing Director,
w.e.f 30.06.2017

Other Corporate Information

Corporate and Registered Office

Block N1, 12th Floor, Manyata Embassy
Business Park, Rachenahalli, Outer Ring

Factory

12th Mile on Bellary Road
Kattigenahalli Village, Yelahanka
Bangalore 560063

Sales Outlets

Ahmedabad, Bangalore*, Chennai, Cuttack,
Dehradun, Delhi*, Guwahati, Hyderabad,
Indore, Jaipur, Kochi, Kolkata, Lucknow,
Mumbai, Patna, Ranchi, Chandigarh,
Panchkula and Zirakhpur

*Company outlets (Bangalore and Delhi)

Committees of Directors

Audit Committee

Ms. Revathy Ashok, Chairman
Mr. Narayan K Seshadri
Mr. Gregory David Emil Mueller

Nomination & Remuneration Committee:

Ms. Kimsuka Narsimhan, Chairman
Mr. Narayan K Seshadri
Mr. Gregory David Emil Mueller
Mr. Ian John Parish

Stakeholders' Relationship Committee:

Ms. Revathy Ashok, Chairman
Mr. Gagan Singh Bedi
Mr. Rajesh Marwaha

Corporate Social Responsibility Committee:

Mr. Ian John Parish, Chairman
Ms. Revathy Ashok
Mr. Gregory David Emil Mueller
Mr. Gagan Singh Bedi

Auditors

Price Waterhouse & Co. Chartered Accountants

Bankers

The Hongkong and Shanghai
Banking Corporation Limited

Chief Financial Officer

Mr. Rajesh Marwaha

Company Secretary & Legal Counsel

Mr. Pratap Rudra w.e.f 02.02.2017

Annual General Meeting
at 3.00 p.m. on Wednesday, September 13, 2017
at 'The Mysore Hall', ITC Gardenia, No.1,
Residency Road, Bangalore - 560025

AstraZeneca Pharma India Limited

Registered Office: Block N1, 12th Floor, Manyata Embassy Business Park,
Rachenahalli, Outer Ring Road, Bangalore - 560045

CIN: L24231KA1979PLC003563, Web: www.astrazeneca.com/india

Email: comp.secy@astrazeneca.com, Tel: +91 80 6774 8000, Fax: +91 80 67748557

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of AstraZeneca Pharma India Limited will be held on **Wednesday, September 13, 2017 at 3.00 p.m. at 'The Mysore Hall', ITC Gardenia, No.1, Residency Road, Bangalore - 560025**, to transact the following business:

ORDINARY BUSINESS

Item No.1

To receive, consider and adopt the financial statements viz., the Audited Balance Sheet as at March 31, 2017, the Audited Profit & Loss Account and the Cash Flow Statement of the Company and Explanatory note annexed thereto or forming part of the above documents, for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Item No. 2

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereof, the appointment of Messrs Price Waterhouse & Co. Chartered Accountants LLP (Firm Registration No. 304026E/E-300009) be and is hereby ratified as the Statutory Auditors of the Company to hold office from the conclusion of 38th Annual General Meeting till the conclusion of the 39th Annual General Meeting, and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditor.

SPECIAL BUSINESS

Item No. 3

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any,

of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, as amended to date, payment of remuneration of ₹ 1,50,000/- (Rupees one lac fifty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, at actuals, to Messrs Rao, Murthy & Associates, Cost Accountants, Bangalore, (Firm Registration No.000065), appointed by the Board as Cost Auditors of the Company for conducting the cost audit of the cost records for the financial year ending March 31, 2018, be and is hereby confirmed, approved and ratified.

Item No. 4

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT Mr. Ian John Parish (DIN: 00391534) who was appointed on August 8, 2017 as a Director (Non-Executive) in the casual vacancy caused by the resignation of Mr. Ian Brimicombe, Non-Executive Director and who, in terms of Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and who is eligible for appointment, be and is hereby appointed as a Director of the Company (Non-Executive), liable to retire by rotation.

Item No. 5

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Revathy Ashok (DIN: 00057539), who was appointed as an Additional Director of the Company with effect from December 2, 2016, who holds office up to the date of this Annual General

Meeting of the Company in terms of Section 161 of the Companies Act, 2013, being eligible, be and is hereby appointed as Independent Director of the Company to hold office for a term of five consecutive years, with effect from December 2, 2016, not liable to retire by rotation.

Item No. 6

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Kimsuka Narsimhan (DIN: 02102783), who was appointed as an Additional Director of the Company with effect from February 2, 2017, who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, being eligible, be and is hereby appointed as Independent Director of the Company to hold office for a term of five consecutive years, with effect from February 2, 2017, not liable to retire by rotation.

Item No. 7

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT pursuant to Sections 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Gregory David Emil Mueller (DIN: 07667074), who was appointed as an Additional Director of the Company with effect from December 2, 2016, who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, being eligible, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

Item No. 8

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gagan Singh Bedi (DIN : 07844333), who was appointed as an Additional Director of the Company with effect from July 1, 2017 pursuant to Section 161 of the Act and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

Item No. 9

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the requisite approval of the Central government, as may be necessary, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Gagan Singh Bedi as a Managing Director of the Company, for a period of 3 (three) years with effect from July 1, 2017, liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty and power to the Board of Directors (including the Nomination and Remuneration Committee), to alter and vary from time to time the terms and conditions of the appointment of the Managing Director, to grant increments, subject to the applicable provisions of the Companies Act, 2013 and subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013, as may be applicable, taking into consideration the amendment vide Notification No. S.O 2922 (E) dated September 12, 2016 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure as the Managing Director, Mr. Gagan Singh Bedi be paid the aforesaid remuneration as minimum remuneration for that year.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do or cause to be done all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.

Item No. 10

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajesh Marwaha (DIN : DIN 01458768), who was appointed as an Additional Director of the Company with effect from December 2, 2016 pursuant to Section 161 of the Act and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

Item No. 11

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, as may be necessary, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Rajesh Marwaha as a Whole-time Director of the Company, for a period of 3 (three) years with effect from December 2, 2016, liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty and power to the Board of Directors (including the Nomination and Remuneration Committee) or the Managing Director of the Company, with authority conferred by the Board in this regard in terms of the relevant provisions of the Companies Act, 2013, to alter and vary from time to time the terms and conditions of the appointment of the Whole-time Director, to grant increments, subject to the applicable

provisions of the Companies Act, 2013 and subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013, as may be applicable, taking into consideration the amendment vide Notification No. S.O 2922 (E) dated September 12, 2016 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure as Whole-time Director, Mr. Rajesh Marwaha be paid the aforesaid remuneration as minimum remuneration for that year.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do or cause to be done all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.

Item No. 12

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

RESOLVED THAT subject to the provisions of Regulation 23 (4) of Securities and Exchange Board of India (Disclosure Obligations & Listing Requirements) Regulations, 2015 ('the Listing Regulations'), as amended to date, approval of the Members be and is hereby granted to the following Material Related Party Transactions entered into by the Company with AstraZeneca UK Limited (AZ UK), a Related Party as defined in Section 2(76) of the Act and in the Listing Regulations, during the financial year 2016-17: