

Pfizer Limited

The Capital, 1802 / 1901,
Plot No. C - 70, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051.
Tel : +91 22 6693 2000 Fax : +91 22 2654 0274

Quarterly Compliance Report on Corporate Governance

Name of the Company: Pfizer Limited

Quarter Ending on : December 31, 2015

I. Composition of the Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee) ⁸	Date of Appointment in the current term / cessation	Tenure* (completed years)	No. of Directorship in listed entities including Pfizer Limited (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee (s) including Pfizer Limited (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including Pfizer Limited (Refer Regulation 26(1) of Listing Regulations)
Mr.	R. A. Shah	ABIPS1839C 00009851	Chairperson - Independent Director – Non-Executive Director	10/11/2014	1 [#]	10	5	3
Mr.	Pradip Shah	AAEPS0592F 00066242	Independent Director – Non-Executive Director	10/11/2014	1 [#]	7	7	1
Mr.	Uday Khanna	AFEPK7061E 00079129	Independent Director – Non-Executive Director	10/11/2014	1 [#]	6	4	4
Mr.	Sunil Lalbhai	AAFPL0691R 00045590	Independent Director – Non-Executive Director	14/02/2015	0.88 [^]	4	3	0
Mr.	Aijaz Tobacco walla	AQOPT1677J 05312126	Executive Director	Appointment - 16/08/2015 Cessation- 16/10/2015	N.A.	1	0	0

CIN: L24231MH1950PLC008311

✉ contactus.india@pfizer.com

🌐 www.pfizerindia.com



Title (Mr. / Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee) ^{&}	Date of Appointment in the current term / cessation	Tenure* (completed years)	No. of Directorship in listed entities including Pfizer Limited (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee (s) including Pfizer Limited (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including Pfizer Limited (Refer Regulation 26(1) of Listing Regulations)
Mr.	S. Sridhar	AAHPS2626R 05162648	Executive Director	14/05/2013	N.A.	1	0	0
Mr.	Vivek Dhariwal	ADUPD3317Q 02826679	Executive Director	21/05/2012	N.A.	1	1	0
Ms.	Lu Hong	07358719	Non-Executive Director	04/12/2015	N.A.	1	0	0

⁵ PAN number of any director would not be displayed on the website of Stock Exchange

[&] Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period

Notes:

[#] Mr. R. A. Shah, Mr. Pradip Shah and Mr. Uday Khanna were appointed with effect from November 10, 2014 for a term of 5 years.

[^] Mr. Sunil Lalbhai was appointed with effect from February 14, 2015 for a term of 5 years.

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive / Non-Executive / Independent/Nominee) ⁵
1. Audit Committee	<ul style="list-style-type: none"> • Mr. R. A. Shah • Mr. Pradip Shah • Mr. Uday Khanna 	Chairperson – Non-Executive - Independent Non-Executive - Independent Non-Executive – Independent
2. Nomination & Remuneration Committee	<ul style="list-style-type: none"> • Mr. Pradip Shah • Mr. R. A. Shah • Mr. Uday Khanna • Mr. Aijaz Tobaccowalla* 	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive – Independent Executive Director
3. Risk Management Committee		Not Applicable
4. Stakeholders Relationship Committee	<ul style="list-style-type: none"> • Mr. Uday Khanna • Mr. Sunil Lalbhai • Mr. Vivek Dhariwal 	Chairperson - Non-Executive - Independent Non-Executive - Independent Executive Director

⁵ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

Note:

*Mr. Aijaz Tobaccowalla resigned as a Member of the Nomination & Remuneration Committee with effect from October 16, 2015.



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 (in number of days)
July 25, 2015	November 9, 2015	107

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 number of days*
Audit Committee – November 9, 2015	Yes (100% quorum)	July 25, 2015	107
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

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 parties is enclosed as Annexure 1	
Note :	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations
1. The composition of the 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 and Remuneration Committee
c. Stakeholders Relationship Committee
d. Risk Management Committee applicable to top 100 Companies – Not Applicable
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 - This report being the first report pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, will be placed before the ensuing meeting of the Board of Directors.

For PFIZER LIMITED


Prajeet Nair
Company Secretary & Compliance Officer

Encl: A/a



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ANNEXURE I**DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS**

Particulars	Details
Name of the Related Party	Pfizer Export Company, Ireland
Relation with the Company	The Company and Pfizer Export Company, Ireland are both indirect subsidiaries of Pfizer Inc., USA.
Nature / Description of Transactions	Import of active pharmaceutical ingredients, raw materials and finished products on arm's length basis and in ordinary course of business
Amount of Transactions for the quarter ended December 31, 2015	Rs. 72.65 crores
Period	October 1, 2015 – December 31, 2015

For PFIZER LIMITED

Prajeet Nair
Company Secretary & Compliance Officer

Date : January 15, 2016

Place: Mumbai