

Pfizer Limited

The Capital, 1802 / 1901,
Plot No. C - 70, G Block, Bandra Kurla Complex,
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Quarterly Compliance Report on Corporate Governance

Name of the Company: Pfizer Limited

Quarter Ending on : December 31, 2018

I. Composition of the Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee) ^{&}	Date of Appointment in the current term / cessation	Tenure* (in months)	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/Stake holder 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 ^{##}	50	7	8	4
Mr.	Pradip Shah#	AAEPS0592F 00066242	Independent Director – Non-Executive Director	10/11/2014	50	7	8	1
Mr.	Uday Khanna#	AFEPK7061E 00079129	Independent Director – Non-Executive Director	10/11/2014	50	5	7	3
Mr.	Sunil Lalbhai [^]	AAFPL0691R 00045590	Independent Director – Non-Executive Director	14/02/2015	47	2	3	0

CIN : L24231MH1950PLC008311

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Title (Mr. / Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee) ^{&}	Date of Appointment in the current term / cessation	Tenure* (in months)	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	18/03/2016 [@]	N.A.	1	1	0
Mr.	Vivek Dhariwal	ADUPD3317Q 02826679	Executive Director	21/05/2017 ⁺⁺	N.A.	1	1	0
Ms.	Anurita Majumdar	ACRPM5089L 05291758	Executive Director	04/11/2016 ⁺	N.A.	1	0	0
Mr.	Milind Patil	AAEPP3949B 02546815	Executive Director	14/11/2018 [*]	N.A.	1	0	0

[§] 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 five years.

^{##} The Shareholders at the Annual General Meeting of the Company held on September 6, 2018, had approved the Resolution for continuation of term of Mr. R. A. Shah aged above 75 years as an Independent Director with requisite majority.

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

[@] Mr. S. Sridhar was appointed as the Managing Director of the Company with effect from March 18, 2016 for a period of five years.

⁺ Ms. Anurita Majumdar was appointed as a Whole-time Director (Woman Director) for a term of five years with effect from November 4, 2016.

⁺⁺ Mr. Vivek Dhariwal was re-appointed as Whole-time Director for a term of 5 years with effect from May 21, 2017. The original date of appointment of Mr. Vivek Dhariwal as Whole-time Director of the Company was May, 21, 2012.

^{**} Number of memberships in Audit / Stakeholder Committee(s) includes Number of Chairmanship in Audit / Stakeholder Committee, if any.

^{*} Mr. Milind Patil was appointed as Whole Time Director for a term of 5 years with effect from November 14, 2018, subject to the approval of the shareholders at the ensuing Annual General Meeting.

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive / Non-Executive / Independent/Nominee) [§]
1. Audit Committee	<ul style="list-style-type: none"> • Mr. R. A. Shah • Mr. Pradip Shah • Mr. Uday Khanna • Mr. S. Sridhar 	Chairperson – Non-Executive - Independent Non-Executive - Independent Non-Executive – Independent Executive
2. Nomination & Remuneration Committee	<ul style="list-style-type: none"> • Mr. Pradip Shah • Mr. R. A. Shah • Mr. Uday Khanna 	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive – Independent
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
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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.

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 2, 2018 August 2, 2018	November 14, 2018	103 days

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 14, 2018	Yes (100% quorum)	Audit Committee – July 2, 2018 Audit Committee – August 2, 2018	103 days

* 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) <small>refer note below</small>
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 :

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of the Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination and Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk Management Committee applicable to top 100 Companies – Not Applicable
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- The report submitted in the previous quarter has been placed before Board of Directors. This report will be placed before the ensuing meeting of the Board of Directors.

For Pfizer Limited



Prajeet Nair

Company Secretary

Date: January 11, 2019

Place: Mumbai

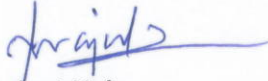
Encl: A/a

ANNEXURE I

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS

Particulars	Details
Name of the Related Party	1. Pfizer Innovative Supply Point Intl BVBA, Belgium 2. Pfizer Service Company BVBA, Belgium
Relation with the Company	The Company and the related parties are 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 September 30, 2018	1. Pfizer Innovative Supply Point Intl BVBA, Belgium – INR 108.48 Crore 2. Pfizer Service Company BVBA, Belgium – INR 32.48 Crore
Period	October 1, 2018 – December 31, 2018

For Pfizer Limited



**Prajeet Nair
Company Secretary**