



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

April 27, 2023

The Corporate Relationship Dept.
BSE Limited
1st Floor, P.J.Towers
Dalal Street, Fort
Mumbai – 400 001
Scrip Code: 500680

The Manager, Listing Dept.
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip Symbol: PFIZER

Dear Sirs,

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Pfizer Limited Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed notice of postal ballot along with the explanatory statement seeking approval of the Members of the Company for appointment of Ms. Meenakshi Nevatia (DIN: 08235844) as a Director and Managing Director of the Company for a period of 5 years with effect from April 3, 2023.

In accordance with the relevant circulars issued by Ministry of Corporate Affairs (“MCA”) and SEBI, notice of the postal ballot is being sent only by electronic mode to those Members, whose names appear in the Register of Members/list of beneficial owners as on **Friday, April 21, 2023 (“Cut-off Date”)** and whose e-mail addresses are registered with the Company / Depositories.

The Company has engaged the services of KFin Technologies Limited for providing e-voting facility to the Members. The e-voting will commence on **Friday, April 28, 2023 (9:00 a.m. IST) and ends on Saturday, May 27, 2023 (5:00 p.m. IST)**. The results of postal ballot will be declared by the Company **on Monday, May 29, 2023**.

A copy of the Postal Ballot Notice is also available on the Company’s website www.pfizerltd.co.in

Request you to take the above on record.

Thanking you,

Yours truly,

For Pfizer Limited

Prajeet Nair
Director – Corporate Services & Company Secretary

CIN: L24231MH1950PLC008311
Email ID: contactus.india@pfizer.com
Website: www.pfizerltd.co.in



PFIZER LIMITED

CIN: L24231MH1950PLC008311

Registered Office: 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

Website: www.pfizerltd.co.in **E-mail ID:** contactus.india@pfizer.com

E-voting starts on	E-voting ends on
Friday, April 28, 2023	Saturday, May 27, 2023

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), read with General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December, 2021, No. 3/2022 dated 5 May, 2022, No. 10/2022 and No. 11/2022 dated 28 December, 2022 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), including any statutory modification or re-enactment thereof for the time being in force, approval of the Members is being sought for appointment of Ms. Meenakshi Nevatia (DIN: 08235844) as a Director and Managing Director of the Company for a period of 5 years with effect from April 3, 2023, by way of an 'Ordinary Resolution', through postal ballot process.

The Company has appointed (CS) Mr. Nrupang B. Dholakia, Practicing Company Secretary & Designated Partner of Dholakia & Associates LLP, to act as the Scrutinizer, for conducting the postal ballot voting process, in a fair and transparent manner and to submit his report to the Chairman of the Board of Directors of the Company or any one of the Key Managerial Personnel of the Company as authorized by the Board after completion of scrutiny of the e-voting.

In accordance with the applicable provisions of the MCA and SEBI Circulars, Members shall be permitted to exercise their voting rights only through e-voting. Hence, physical copy of this postal ballot notice along with postal ballot forms and pre-paid business envelope are not being sent to the Members.

The Company is pleased to offer e-voting facility which will enable the Members to cast their votes electronically. The details of e-voting facility are provided in the notes to this postal ballot notice. Members may note that the **e-voting commences on Friday, April 28, 2023 (9:00 a.m. IST) and ends on Saturday, May 27, 2023 (5:00 p.m. IST)** Members are therefore requested to cast their vote **not later than 5:00 p.m. IST on Saturday, May 27, 2023** to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the notes to the postal ballot notice.

The Scrutinizer will submit his report to the Chairman or any one of the Key Managerial Personnel as authorized by the Board after completion of scrutiny of the e-voting. The results shall be declared at the Registered Office of the Company on **May 29, 2023** and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), and will also be displayed on the website of the Company at www.pfizerltd.co.in and KFin Technologies Limited at <https://evoting.kfintech.com/>

Consent of the Members is hereby sought for the proposal contained in the resolution appended below. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed resolution is annexed hereto for Member's consideration.

1) **APPOINTMENT OF MS. MEENAKSHI NEVATIA (DIN: 08235844) AS A DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY WITH EFFECT FROM APRIL 3, 2023:**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, Ms. Meenakshi Nevatia (DIN: 08235844) who was appointed by the Board of Directors as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013 and also in respect of whom a notice of candidature has been received by the Company from a Member, be and is hereby appointed as a Director of the Company with effect from April 3, 2023.

RESOLVED FURTHER THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof and subject to the approval of the Central Government or such other approvals as may be necessary, approval of the Members of the Company be and is hereby accorded to the appointment of Ms. Meenakshi Nevatia (DIN: 08235844) as Managing Director of the Company for a period of five (5) years with effect from April 3, 2023, and to her receiving remuneration, payments, perquisites, benefits and amenities as given below:

A. Salary, Fixed Allowances and Bonus/Performance Linked Incentives:

The aggregate of Salary, Fixed Allowances, Bonus / Performance Linked Incentives and Perquisites, Benefits and Amenities payable to Ms. Meenakshi Nevatia shall be subject to a maximum limit of ₹12,00,00,000/- (Rupees Twelve Crores only) per annum.

The actual remuneration payable to Ms. Meenakshi Nevatia shall be as decided by the Board of Directors and which shall be revised by the Board of Directors from time to time within the above ceiling of ₹12,00,00,000/- (Rupees Twelve Crores only) per annum. The terms of remuneration payable to Ms. Nevatia shall be in compliance with the provisions of Sections 197 and 198 of the Act read with Schedule V to the Act.

B. Perquisites, Benefits and Amenities:

Ms. Meenakshi Nevatia shall be entitled to the following perquisites, benefits and amenities:

(a) Car:

Ms. Meenakshi Nevatia shall be entitled to a Company maintained car and reimbursement of driver's salary, fuel and maintenance as per the rules of the Company.

(b) Communication Expenses:

Ms. Meenakshi Nevatia shall be entitled to reimbursement of expenses incurred towards phone and other communication and/or internet connectivity facilities, as per the rules of the Company.

(c) Medical Expenses:

Ms. Meenakshi Nevatia shall be entitled to the Hospitalization Mediciam Policy of ₹5,00,000/- (Rupees Five Lakhs only) for self, spouse & two children up to the age of 25 years.

Additional Support for Insurance:

Ms. Nevatia shall be entitled to one time cash sign on of ₹4,00,000/- (Rupees Four Lakhs only) for 2 years to purchase independent cover for self, spouse and child.

Ms. Nevatia shall also be entitled to one time cash sign on of ₹6,00,000/- (Rupees Six Lakhs only) to purchase an insurance policy for her parents (2 Members), via Pfizer Voluntary medical plan, of ₹20,00,000/- (Rupees Twenty Lakhs only) year on year coverage for 2 years.

(d) Personal Accident Insurance and Group Term Insurance Coverage:

Ms. Meenakshi Nevatia shall be entitled to Personal Accident Insurance and Group Term Insurance Coverage as per rules of the Company.

(e) Provident Fund:

Ms. Meenakshi Nevatia shall be entitled to contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.

(f) Gratuity:

Ms. Meenakshi Nevatia shall be entitled to Gratuity as per the rules of the Company.

(g) Reimbursement of Expenses:

Ms. Meenakshi Nevatia shall be entitled to reimbursement of expenses incurred by her for the purpose of the business of the Company as per the rules of the Company.

(h) Housing Support:

Ms. Meenakshi Nevatia shall be eligible for 3 months of Service Apartment. Ms. Nevatia shall also be eligible for an incremental relocation / housing support (for transitional reasons only) of ₹21,00,000/- (Rupees Twenty-One Lakhs only) (net of tax) which would be paid after 3 months of her joining.

(i) Additional Benefits:

Ms. Meenakshi Nevatia shall be eligible for 6 round trips to her home location in India (Self +1) economy fare over a period of one year of service.

(j) Other Benefits:

Cash Sign-On Bonus

Ms. Meenakshi Nevatia would receive a sign on bonus up to ₹1,11,70,350/- (Rupees One Crore Eleven Lakhs Seventy Thousand Three Hundred and Fifty only). The sign on bonus would be paid within thirty (30) days of her joining date, In the event Ms. Nevatia voluntarily leaves the Company within 2 years of her joining date, she would be required to repay the sign-on bonus in its entirety within thirty (30) days of her last day of work or as otherwise agreed to with the Company.

(k) Ms. Meenakshi Nevatia shall be entitled to such other benefits, amenities and perquisites as are available to other senior executives of the Company or as the Board of Directors of the Company may determine from time to time.

Provision of car for use of Company's business and cellular phone facility / broad band connectivity for business communication purpose will not be considered as perquisite. Personal use of Company maintained car will be considered as perquisite in accordance with the prevailing Income-Tax rules, 1962, wherever applicable.

The Company's contribution to provident fund, gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of tenure, as per the rules of the Company, shall not be included in the computation of the above ceiling of ₹12,00,00,000/- (Rupees Twelve Crores only) per annum.

C. Minimum Remuneration:

Notwithstanding anything contained above, in the event in any financial year during Ms. Meenakshi Nevatia's tenure as the Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to Ms. Nevatia shall be subject to Section 197 of the Companies Act, 2013 and to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any other law or enactment for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this Resolution."

By Order of the Board of Directors of Pfizer Limited

Prajeet Nair

Director – Corporate Services & Company Secretary

Membership No. ACS-19267

Place : Mumbai

Date : April 20, 2023

Registered Office:

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

Website: www.pfizerltd.co.in E-mail ID: contactus.india@pfizer.com

CIN: L24231MH1950PLC008311

NOTES:

1. A statement setting out material facts pursuant to Sections 102 and 110 of the Companies Act, 2013 ('Act') and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, with respect to the proposal set out under the postal ballot notice is annexed hereto.
2. In Compliance with the MCA Circulars and SEBI Circulars, the postal ballot notice is being sent only by electronic mode to those Members, whose names appear in the Register of Members/list of beneficial owners as on **Friday, April 21, 2023 ("Cut-off Date")** and whose e-mail addresses are registered with the Company/Depositories Participants. Members may note that postal ballot notice is also available on the Company's website www.pfizerltd.co.in and websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited (KFinTech) at <https://evoting.kfintech.com/>
3. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the MCA Circulars and SEBI Circulars, the Company has provided e-voting facility only for this Postal Ballot process. The Company has appointed KFin Technologies Limited ("KFinTech") to provide e-voting facility to the Members of the Company. Members can vote only through e-voting and are requested to read the instructions on the same in serial no. 13 under the notes to this postal ballot notice. Members whose names appear in the Register of Members/list of beneficial owners as on **Friday, April 21, 2023** i.e. cut-off date, will be considered for the purpose of e-voting.
4. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote, to the Company at contactus.india@pfizer.com and the Scrutinizer at Scrutinizer@dholakia-associates.com
5. The Scrutinizer will submit his report to the Chairman or any one of the Key Managerial Personnel as authorized by the Board of Directors after the completion of scrutiny. Results of voting by postal ballot will be announced by the Chairman or any person authorized by him, on **Monday, May 29, 2023**. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.pfizerltd.co.in and on the website of KFinTech <https://evoting.kfintech.com/> The results shall simultaneously be communicated to the BSE Limited and the National Stock Exchange of India Limited.
6. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e. **Saturday, May 27, 2023**, and as if they have been passed at a general meeting of the Members.
7. All documents referred to in the postal ballot notice and explanatory statement shall be made available for inspection electronically by the Members from date of circulation of this notice till the last date specified for e-voting i.e., Saturday, May 27, 2023 in accordance with the applicable statutory requirements. Members seeking to inspect such documents can send an email to contactus.india@pfizer.com mentioning their name, Folio No./ DP ID and Client ID.
8. The e-voting will not be allowed beyond **Saturday, May 27, 2023 (5.00 p.m. IST)** and the e-voting module shall be forthwith disabled upon expiry of the aforesaid period.
9. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities. On or after October 1, 2023 or such other date as maybe prescribed by SEBI, in case any of the above cited documents / details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.pfizerltd.co.in
10. In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Demat account holders are being provided a single login credential, through their demat accounts/ websites of Depositories. Demat account holders will now be able to cast their vote without having to register again with the e-voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.
11. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member/Beneficial Owner as on the cut-off date i.e., **Friday, April 21, 2023**. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the Depositories as on the cut-off date i.e., **Friday, April 21, 2023**, only shall be entitled to avail the facility of e-voting. A person who is not a Member as on the cut-off date should treat the postal ballot notice for information purposes only.

12. The e-voting period commences on **Friday, April 28, 2023 (9:00 a.m. IST) and ends on Saturday, May 27, 2023 (5:00 p.m. IST)**. The e-voting module shall be disabled by KFinTech thereafter. Once the vote on the resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

13. The procedure for e-voting is as under:

- I. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under “Login method for e-voting” (Step 1).
- II. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under “Login method for e-voting” (Step 2).
- III. The details of the process and manner for e-voting are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFIN Tech e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for e-voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ul style="list-style-type: none"> ▪ Visit URL: https://eservices.nsdl.com ▪ Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. ▪ On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”. ▪ Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the e-voting period. 2. User not registered for IDeAS e-Services <ul style="list-style-type: none"> ▪ To register click on link : https://eservices.nsdl.com ▪ Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ▪ Proceed with completion of required fields. ▪ Follow steps given in point 1. 3. Alternatively by directly accessing the e-voting website of NSDL <ul style="list-style-type: none"> ▪ Open URL: https://www.evoting.nsdl.com/ ▪ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. ▪ A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. ▪ Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e. KFinTech. ▪ On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> ▪ Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: www.cdslindia.com ▪ Click on New System Myeasi ▪ Login with your registered user id and password. ▪ The user will see the e-voting Menu. The Menu will have links of Event Service Porvider ('ESP') i.e. KFinTech e-voting portal. ▪ Click on e-voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> ▪ Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration ▪ Proceed with completing the required fields. ▪ Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> ▪ Visit URL: www.cdslindia.com ▪ Provide your Demat Account Number and PAN. ▪ System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. ▪ After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ul style="list-style-type: none"> ▪ You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility ▪ Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. ▪ Click on options available against Company name or e-voting service provider – KFinTech and you will be redirected to e-voting website of KFinTech for casting your vote during the e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password options available on respective websites .

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- A. Members whose email IDs are registered with the Company/Depository Participants, will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the below: process:
- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - b. Enter the login credentials, i.e., user id and password mentioned below in this communication. Your Folio No / DP ID / Client ID will be your user ID.
 - c. After entering the details appropriately, click on LOGIN.
 - d. You will reach the password change menu, wherein you are required to change your password mandatorily. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.,). The system will prompt you to change your password and update any contact details like mobile, e-mail etc., on the first login. You may also enter a secret question and answer of your choice to retrieve your password if you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the EVENT, i.e., "PFIZER LIMITED POSTAL BALLOT" and click on "Submit".
 - g. On the voting page, enter the number of shares as on the cut-off date, i.e., April 21, 2023, under FOR / AGAINST; alternatively, you may enter partially any number in FOR and partially in AGAINST, but the total number in FOR /AGAINST taken together should not exceed the total shareholding.
 - h. Shareholders holding multiple folios / demat account shall undertake the voting process separately for each folio / demat account.
 - i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click "OK" to confirm; else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
 - j. Corporate/Institutional Shareholders (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks etc.,) are required to e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at Scrutinizer@dholakia-associates.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format "Pfizer Limited - Postal Ballot".
 - k. Once the shareholder casts a vote on the resolution, he/she shall not be allowed to change it subsequently.
 - l. In case of any queries, you may contact KFin Technologies Limited at Tel No. 1800 309 4001 (toll-free).
 - m. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. April 21, 2023.
 - n. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Neither the Company nor the Scrutinizer will be responsible for any consequences of you having shared or disclosed the password (whether original or changed) with or to any person, including your inability to access the e-voting platform thereafter or even cast your vote.
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- a. **Procedure for Electronic folios:**

Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

 1. Select the company name "Pfizer Limited"
 2. Shareholder to enter DPID-CLID / Folio No. and PAN No.

3. Shareholder to enter the e-mail id and mobile no.
4. System to check the authenticity of the client id and PAN and send the different One-time Passwords (OTPs) to mobile no. and e-mail id to validate.
5. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process (OTPs will be valid for 5 minutes only).
6. System confirms the e-mail id for the limited purpose of serving postal ballot notice.
7. System will send the notice & procedure for e-voting at the e-mail given by the shareholder.

b. Procedure for Physical folios:

Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select company name "Pfizer Limited"
2. Shareholder to enter physical Folio No and PAN
3. If PAN No. is not available in the records, shareholder to enter one of the Certificate
4. Shareholder to enter the e-mail id and mobile no.
5. System to check the authenticity of the Folio No. and PAN/Certificate No. and send the different OTPs to mobile no. and e-mail id to validate.
6. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process. (OTPs will be valid for 5 min. Only).
7. If PAN is not available, the system will prompt to upload the duly signed scan copy of the PAN.
8. System will confirm the registration of e-mail id.
9. System will thereafter send the notice & procedure for e-voting at the e-mail id given by the shareholder.

Other instructions:

- i. It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad - 500 032, by following due procedure.
- ii. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.
- iii. In case of any query/grievance pertaining to e-voting, please visit Help & FAQ section of <https://evoting.kfintech.com/> or contact Mr. K V Premkumar Nair, Manager at KFin Technologies Limited, Unit: Pfizer Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad-500 032, e-mail: einward.ris@kfintech.com, Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.
- iv. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- v. The Scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes and make the Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairperson or or any one of the Key Managerial Personnel of the Company as authorized by the Board.
- vi. The results shall be declared at the registered office of the company and along with the Scrutinizer's Report(s) will be placed on the website of the Company – www.pfizerltd.co.in

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS
AND REASONS FOR THE PROPOSED RESOLUTION**

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on February 9, 2023 appointed Ms. Meenakshi Nevatia (DIN: 08235844) as an Additional Director and Managing Director of the Company for a period of five (5) years with effect from April 3, 2023 subject to approval of shareholders through postal ballot and Central Government.

Ms. Nevatia is a Master of Business Administration in Strategy and Finance from the Indian Institute of Management, Ahmedabad and Bachelor of Science in Economics and Mathematics from the Presidency College, Kolkata. Ms. Meenakshi Nevatia is a seasoned leader with nearly 30 years of business leadership and consulting experience with top companies such as McKinsey & Co. ("McKinsey"), Novartis Pharmaceuticals ("Novartis") and most recently as Vice President & Managing Director of Stryker India Private Limited ("Stryker").

During her 4 1/2 year stint with Stryker, Ms. Nevatia's key focus areas included business performance turn around, talent development, category specialization and customer engagement. Prior to joining Stryker, Ms. Nevatia had a successful 15-year stint with Novartis, where she served in various sales, marketing and business leadership positions across geographies including Switzerland, UK, Spain, Hong Kong and Thailand. Her last role in Novartis was as Country President and Pharma Division head for Novartis in Thailand.

Ms. Nevatia started her career with McKinsey in 1994, where she led various projects in the Healthcare Practice (Pharmaceuticals, Medical Devices & Health Insurance) across several markets including India, Singapore, U.S.A. and South Africa.

Ms. Meenakshi Nevatia currently holds Independent Directorship in TeamLease Services Limited.

Ms. Meenakshi Nevatia is a Non-Resident Indian (British National) and Overseas Citizens of India ("OCI") Cardholder. Accordingly, her appointment as Managing Director of the Company is subject to Central Government's approval.

Ms. Meenakshi Nevatia is not disqualified from being appointed as Director and Managing Director in terms of Section 164 and other applicable provisions of the Act. None of the Directors, Key Managerial Personnel of the Company and their relatives, except Ms. Meenakshi Nevatia (being the appointee), are interested in or concerned financially or otherwise in the resolution.

The letter of appointment setting out terms of employment with Ms. Meenakshi Nevatia is available at the Registered Office of the Company for inspection as provided under Section 190 of the Companies Act, 2013.

The Board of Directors is of the opinion that Ms. Meenakshi Nevatia's knowledge and diverse experience in leadership roles in the pharmaceutical business across multiple regions, will be of great value to the Company and hence recommends the Ordinary Resolution for approval by the Members of the Company.

DETAILS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PARA 1.2.5 OF SS-2, SECRETARIAL STANDARD ON GENERAL MEETING ARE AS GIVEN BELOW:

Name of the Director	Ms. Meenakshi Nevatia
DIN	08235844
Age	52 years
Date of appointment of Board	April 3, 2023
Qualification / Brief Resume	<ul style="list-style-type: none"> Master of Business Administration in Strategy and Finance from the Indian Institute of Management, Ahmedabad Bachelor of Science in Economics and Mathematics from the Presidency College, Kolkata.
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> Ms. Meenakshi Nevatia is a seasoned leader with nearly 30 years of business leadership and consulting experience with top companies such as McKinsey and Co, Novartis Pharmaceuticals and most recently as Vice President & Managing Director for Stryker India Private Limited. During her time at Stryker, Ms. Nevatia focused on business performance turn around, talent development, category specialization & customer engagement. Ms. Nevatia had a successful 15-year stint with Novartis, where she served in various sales, marketing and business leadership positions across geographies including Switzerland, UK, Spain, Hong Kong and Thailand. Ms. Nevatia started her career with McKinsey & Co. in 1994, where she led various projects in the Healthcare Practice (Pharmaceuticals, Medical Devices & Health Insurance) across several markets including India, Singapore, U.S.A. and South Africa.
Names of other Companies in which appointee holds Directorships	TeamLease Services Limited, as Independent Director
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	NOT APPLICABLE
Chairman / Member of the Committee(s) of the Board of Directors of the Company	<ol style="list-style-type: none"> Corporate Social Responsibility Committee – Member Risk Management Committee – Member Board Administrative and Share Transfer Committee – Chairperson
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which the appointee is a Director	TeamLease Services Limited: <ol style="list-style-type: none"> Nomination and Remuneration Committee - Member Risk Management Committee - Member
Relationship with other Directors / Manager / Key Managerial Personnel	Ms. Meenakshi Nevatia is not related to any of the Directors/Key Managerial Personnel
Number of shares held in the Company either by the appointee or as a beneficial owner	NIL
No. of board meetings attended during the Financial Year ended March 31, 2023.	Not Applicable as the effective date of appointment is April 3, 2023
Name of the listed entities from which the appointee has resigned in the past three years	NIL

By Order of the Board of Directors of Pfizer Limited

Prajeet Nair

Director – Corporate Services & Company Secretary

Membership No. ACS 19267

Place : Mumbai

Date : April 20, 2023

Registered Office:

Pfizer Limited

The Capital, 1802/1901, Plot No. C - 70, G Block,

Bandra Kurla Complex, Bandra (East), Mumbai 400 051

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CIN: L24231MH1950PLC008311