



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

July 15, 2016

The Corporate Relationship Dept.
BSE Limited
1st Floor, P.J.Towers
Dalal Street, Fort
Mumbai - 400 001

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

Dear Sirs,

Sub: Quarterly Compliance Report on Corporate Governance

In compliance with Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby enclosing the Quarterly Compliance Report on Corporate Governance for the quarter ended on June 30, 2016.

Kindly take the same on record.

Thanking you,

Yours truly,
For PFIZER LIMITED

Prajeet Nair
Company Secretary & Compliance Officer

Encl : A/a

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Quarterly Compliance Report on Corporate Governance

Name of the Company: Pfizer Limited
Quarter Ending on : June 30, 2016

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* (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	1.64 [#]	10	4	4
Mr.	Pradip Shah	AAEPS0592F 00066242	Independent Director – Non-Executive Director	10/11/2014	1.64 [#]	7	7	1
Mr.	Uday Khanna	AFEPK7061E 00079129	Independent Director – Non-Executive Director	10/11/2014	1.64 [#]	6	4	4
Mr.	Sunil Lalbhai	AAFPL0691R 00045590	Independent Director – Non-Executive Director	14/02/2015	1.38 [^]	4	3	0

Title (Mr. / Ms.)	Name of the Director	PAN ^s & 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.	S. Sridhar	AAHPS2626R 05162648	Executive Director	18/03/2016 [®]	N.A.	1	1	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

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

⁸ 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.

[^] 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 w.e.f. 18th March, 2016 for a period of five years, subject to the approval of members at the ensuing AGM of the Company. Prior to his appointment as the Managing Director, Mr. Sridhar was appointed as a Whole-time Director (Executive Director) for a period of 5 years w.e.f. 14th May, 2013.

^{*} As Ms. Lu Hong being a non-resident Indian, the PAN No. for her is not available.

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 • Mr. S. Sridhar⁵ 	Chairperson – Non-Executive - Independent Non-Executive - Independent Non-Executive – Independent Executive Director
2. Nomination & Remuneration Committee	<ul style="list-style-type: none"> • Mr. Pradip Shah • Mr. R. A. Shah • Mr. Uday Khanna • Ms. Lu Hong 	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive – independent Non-Executive
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:

⁵ Mr. S. Sridhar was appointed as a member of the Audit Committee w.e.f. May 6, 2016

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)
February 3, 2016	May 6, 2016	42 days
March 17, 2016		49 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 – May 6, 2016	Yes (100% quorum)	February 3, 2016	92 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) ^{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 :

- 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
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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. 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. 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 & Compliance Officer

Encl: A/a

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 June 30, 2016	Rs. 1.86 crores
Period	April 1, 2016 – June 30, 2016

For PFIZER LIMITED



Prajeet Nair

Company Secretary & Compliance Officer

Date: July 15, 2016

Place: Mumbai