



**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 12, 2017

The Corporate Relationship Dept.  
BSE Limited  
1<sup>st</sup> 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, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051  
Scrip Symbol: PFIZER

Dear Sirs,

**Sub: Quarterly Compliance Report on Corporate Governance - Regulation 27(2) of the SEBI (LODR) Regulations, 2015**

In compliance with Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended on June 30, 2017.

Kindly take the same on record.

Thanking you,

Yours truly,  
**For Pfizer Limited**

**Prajeet Nair**  
**Company Secretary**

**Encl: A/a**

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**Quarterly Compliance Report on Corporate Governance**

Name of the Company: Pfizer Limited

Quarter Ending on : June 30, 2017

I. Composition of the Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee) <sup>a</sup>	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/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	2.64 <sup>#</sup>	7	8	4
Mr.	Pradip Shah	AAEPS0592F 00066242	Independent Director – Non-Executive Director	10/11/2014	2.64 <sup>#</sup>	7	8	1
Mr.	Uday Khanna	AFEPK7061E 00079129	Independent Director – Non-Executive Director	10/11/2014	2.64 <sup>#</sup>	5	7	3
Mr.	Sunil Lalbhai	AAFPL0691R 00045590	Independent Director – Non-Executive Director	14/02/2015	2.38 <sup>^</sup>	2	3	0

CIN: L24231MH1950PLC008311

✉ [contactus.india@pfizer.com](mailto:contactus.india@pfizer.com)🌐 [www.pfizerindia.com](http://www.pfizerindia.com)

Title (Mr. / Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee) <sup>&amp;</sup>	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/Stake holder 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 <sup>@</sup>	N.A.	1	1	0
Mr.	Vivek Dhariwal	ADUPD3317Q 02826679	Executive Director	21/05/2017 <sup>++</sup>	N.A.	1	1	0
Ms.	Anurita Majumdar	ACRPM5089L 05291758	Executive Director	04/11/2016 <sup>+</sup>	N.A.	1	0	0
Mr.	Ravi Prakash Bhagavathula	AADPB2243F 07282100	Executive Director	30/01/2017 <sup>%</sup>	N.A.	1	0	0

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup> 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

<sup>\*</sup>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:**

<sup>#</sup> 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.

<sup>^</sup> Mr. Sunil Lalbhai was appointed with effect from February 14, 2015 for a term of five years.

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

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

<sup>%</sup> Mr. Ravi Prakash Bhagavathula was appointed as an Additional Director and Whole-time Director for a term of five years with effect from January 30, 2017.

<sup>++</sup> Mr. Vivek Dhariwal was re-appointed as Whole-time Director for a term of 5 years with effect from May 21, 2017 subject to the approval of shareholders at the ensuing Annual General Meeting. The original date of appointment of Mr. Vivek Dhariwal as Whole-time Director of the Company was May, 21, 2012.

<sup>\*\*</sup> Number of memberships in Audit / Stakeholder Committee(s) includes Number of Chairmanship in Audit / Stakeholder Committee, if any.

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive / Non-Executive / Independent/Nominee) <sup>§</sup>
1. Audit Committee	<ul style="list-style-type: none"> <li>• Mr. R. A. Shah</li> <li>• Mr. Pradip Shah</li> <li>• Mr. Uday Khanna</li> <li>• Mr. S. Sridhar</li> </ul>	Chairperson – Non-Executive - Independent Non-Executive - Independent Non-Executive – Independent Executive
2. Nomination & Remuneration Committee	<ul style="list-style-type: none"> <li>• Mr. Pradip Shah</li> <li>• Mr. R. A. Shah</li> <li>• Mr. Uday Khanna</li> </ul>	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"> <li>Mr. Uday Khanna</li> <li>Mr. Sunil Lalbhai</li> <li>Mr. Vivek Dhariwal</li> </ul>	Chairperson - Non-Executive - Independent Non-Executive - Independent Executive
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<sup>5</sup> 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)
January 30, 2017	May 6, 2017	95 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, 2017	Yes (100% quorum)	January 30, 2017	95 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

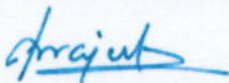
#### Note :

- 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

- 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: July 12, 2017

Place: Mumbai

Encl: A/a

**Pfizer Limited**

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**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 June 30, 2017	1. Pfizer Innovative Supply Point Intl BVBA, Belgium – INR 60.43 crore 2. Pfizer Service Company BVBA, Belgium – INR 37.51 crore
Period	April 1, 2017 – June 30, 2017

**For Pfizer Limited**



**Prajeet Nair**  
**Company Secretary**

Date: July 12, 2017  
Place: Mumbai