



**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 13, 2018

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

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

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 March 31, 2018.

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 : March 31, 2018

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>&amp;</sup>	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	41	7	9	5
Mr.	Pradip Shah	AAEPS0592F 00066242	Independent Director – Non-Executive Director	10/11/2014	41	7	8	1
Mr.	Uday Khanna	AFEPK7061E 00079129	Independent Director – Non-Executive Director	10/11/2014	41	5	7	3
Mr.	Sunil Lalbhai	AAFPL0691R 00045590	Independent Director – Non-Executive Director	14/02/2015	38	2	3	0

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* (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.	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	28/02/2018 <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 a Whole-time Director (Woman Director) for a term of five years with effect from November 4, 2016.

<sup>%</sup> Mr. Ravi Prakash Bhagavathula had tendered his resignation as Whole Time Director effective close of business on February 28, 2018.

<sup>++</sup> 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.

<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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§ 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)
November 10, 2017	January 24, 2018	74 days
January 24, 2018	March 1, 2018	35 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 – January 24, 2018	Yes (100% quorum)	November 10, 2017	74 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: April 13, 2018

Place: Mumbai

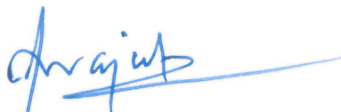
Encl: A/a

**ANNEXURE I**

**DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS**

<b>Particulars</b>	<b>Details</b>
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 March 31, 2018	1. Pfizer Innovative Supply Point Intl BVBA, Belgium – 90.29 crore 2. Pfizer Service Company BVBA, Belgium – 20.12 crore
Period	January 1, 2018 – March 31, 2018

**For Pfizer Limited**



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

## ANNEXURE II

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance Status (Yes/No/N.A.)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/N.A.)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

**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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - **Not Applicable**

**For PFIZER LIMITED**

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

Date: April 13, 2018

Place: Mumbai