



Pfizer Limited

Pfizer Centre, Patel Estate,
Off S. V. Road, Jogeshwari (W), Mumbai 400 102
Tel : +91 22 6693 2000 Fax : +91 22 2678 2600

BY ONLINE/FAX/COURIER

November 11, 2014

The Corporate Relationship Dept.
BSE Limited
1st Floor, P.J.Towers
Dalal Street, Fort
Mumbai - 400 001
Fax: (022) 2272 3121
Email: corp.relations@bseindia.com

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
Fax: (022) 2659 8238 / (022) 2659 8237
Email: cmlist@nse.co.in

Dear Sirs:

Sub: Compliance with Clause 35A of the Listing Agreement – e-voting details.

Enclosed herewith please find details of the e-voting results of items placed before the Annual General Meeting (AGM) of Pfizer Limited, held on November 10, 2014 at 10.30 a.m., in the required format.

The Scrutinizer's Report will be available on the Company's website – www.pfizerindia.com

Request you to kindly take the same on record.

Thanking you,

Yours truly,
For PFIZER LIMITED

Prajeet Nair
Company Secretary

Encl: A/a

PFIZER LIMITED

Disclosure in terms of Clause 35A of the Listing Agreement in relation to Annual General Meeting of the Company:

Sr. No.	Description	Particulars
1.	Date of AGM	10 th November, 2014
2.	Total number of Shareholders as on Book Closure Date	66643
3.	No. of Shareholders present in the meeting either in person or through proxy:	
	Promoters and Promoter Group:	4
	Public:	175
4.	No. of Shareholders attended the meeting through Video Conferencing:	
	Promoters and Promoter Group:	Not applicable
	Public:	Not applicable
5.	Mode of Voting	E-Voting

Details of result on each item of AGM Notice:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	No. of Votes – abstained	% of Votes in favour on votes polled	% of Votes against on votes polled	% of Votes abstained on votes polled
Promoter & Promoter Group	2,11,13,171	2,11,13,171	100	2,11,13,171	NIL	NIL	100	NIL	NIL
Public – Institutional Holders	25,92,459	14,03,908	54.1535	14,03,908	NIL	NIL	100	NIL	NIL
Public - Others	61,35,810	1,100	0.0179	1,100	NIL	NIL	100	NIL	NIL
Total	2,98,41,440	2,25,18,179		2,25,18,179	NIL	NIL	100	NIL	NIL



2. To appoint a Director in place of Mr. Vivek Dhariwal (DIN: 02826679) who retires by rotation and being eligible offers himself for re-appointment.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	No. of Votes – abstained	% of Votes in favour on votes polled	% of Votes against on votes polled	% of Votes abstained on votes polled
Promoter & Promoter Group	2,11,13,171	2,11,13,171	100	2,11,13,171	NIL	NIL	100	NIL	NIL
Public – Institutional Holders	25,92,459	14,03,908	54.1535	13,54,331	49,577	NIL	96.4686	3.5314	NIL
Public - Others	61,35,810	1,100	0.0179	1,065	NIL	35	96.8182	NIL	3.1818
Total	2,98,41,440	2,25,18,179		2,24,68,567	49,577	35	99.7797	0.2202	0.0001

3. To consider and appoint Messrs. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a term of 3 years.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	No. of Votes – abstained	% of Votes in favour on votes polled	% of Votes against on votes polled	% of Votes abstained on votes polled
Promoter & Promoter Group	2,11,13,171	2,11,13,171	100	2,11,13,171	NIL	NIL	100	NIL	NIL
Public – Institutional Holders	25,92,459	14,03,908	54.1535	2,26,389	7,75,695	4,01,824	16.1256	55.2526	28.6218
Public – Others	61,35,810	1,100	0.0179	1,065	NIL	35	96.8182	NIL	3.1818
Total	2,98,41,440	2,25,18,179		2,13,40,625	7,75,695	4,01,859	94.7707	3.4448	1.7845

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4. To consider and appoint Mr. R. A. Shah (DIN: 00009851) as an Independent Director of the Company, for a term of 5 years effective 10th November, 2014.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	No. of Votes – abstained	% of Votes in favour on votes polled	% of Votes against on votes polled	% of Votes abstained on votes polled
Promoter & Promoter Group	2,11,13,171	2,11,13,171	100	2,11,13,171	NIL	NIL	100	NIL	NIL
Public – Institutional Holders	25,92,459	14,03,908	54.1535	9,27,077	57,025	4,19,806	66.0355	4.0619	29.9026
Public – Others	61,35,810	1,100	0.0179	1,015	50	35	92.2727	4.5455	3.1818
Total	2,98,41,440	2,25,18,179		2,20,41,263	57,075	4,19,841	97.8821	0.2535	1.8644

5. To consider and appoint Mr. Pradip Shah (DIN: 00066242) as an Independent Director of the Company, for a term of 5 years effective 10th November, 2014.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	No. of Votes – abstained	% of Votes in favour on votes polled	% of Votes against on votes polled	% of Votes abstained on votes polled
Promoter & Promoter Group	2,11,13,171	2,11,13,171	100	2,11,13,171	NIL	NIL	100	NIL	NIL
Public – Institutional Holders	25,92,459	14,03,908	54.1535	10,01,636	448	4,01,824	71.3463	0.0319	28.6218
Public – Others	61,35,810	1,100	0.0179	1,065	NIL	35	96.8182	NIL	3.1818
Total	2,98,41,440	2,25,18,179		2,21,15,872	448	4,01,859	98.2134	0.0020	1.7846

6. To consider and appoint Mr. Uday Khanna (DIN: 00079129) as an Independent Director of the Company, for a term of 5 years effective 10th November, 2014.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	No. of Votes – abstained	% of Votes in favour on votes polled	% of Votes against on votes polled	% of Votes abstained on votes polled
Promoter & Promoter Group	2,11,13,171	2,11,13,171	100	2,11,13,171	NIL	NIL	100	NIL	NIL
Public – Institutional Holders	25,92,459	14,03,908	54.1535	14,03,460	448	NIL	99.9681	0.0319	NIL
Public – Others	61,35,810	1,100	0.0179	1,065	NIL	35	96.8182	NIL	3.1818
Total	2,98,41,440	2,25,18,179		2,25,17,696	448	35	99.9979	0.0020	0.0001

7. To consider and ratify the remuneration payable to Messrs. RA & Co., Cost Accountants for the financial year ending 31st March, 2015.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	No. of Votes – abstained	% of Votes in favour on votes polled	% of Votes against on votes polled	% of Votes abstained on votes polled
Promoter & Promoter Group	2,11,13,171	2,11,13,171	100	2,11,13,171	NIL	NIL	100	NIL	NIL
Public – Institutional Holders	25,92,459	14,03,908	54.1535	14,03,908	NIL	NIL	100	NIL	NIL
Public - Others	61,35,810	1,100	0.0179	1,065	NIL	35	96.8182	NIL	3.1818
Total	2,98,41,440	2,25,18,179		2,25,18,144	NIL	35	99.9998	NIL	0.0002

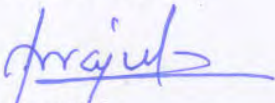
X

8. To consider and grant approval to the Board of Directors, to enter into contracts / arrangements / transactions with Pfizer Export Company, Ireland, a 'Related Party'.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	No. of Votes – abstained	% of Votes in favour on votes polled	% of Votes against on votes polled	% of Votes abstained on votes polled
Promoter & Promoter Group *	2,11,13,171	NA	NA	NA	NA	NA	NA	NA	NA
Public – Institutional Holders	25,92,459	14,03,908	54.1535	14,03,908	NIL	NIL	100	NIL	NIL
Public - Others	61,35,810	1,100	0.0179	1,065	35	NIL	96.8182	3.1818	NIL
Total	2,98,41,440	14,05,008		14,04,973	35	NIL	99.9975	0.0025	NIL

* Pursuant to Clause 49 (VII) of the Listing Agreement, Related Parties of the Company cannot vote for this Item.

Yours truly,
For PFIZER LIMITED



Prajeet Nair
Company Secretary

Encls. a/a

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson of 63rd Annual General Meeting of Pfizer Limited

To be held on Monday, the 10th November, 2014 at 10.30 a.m. at Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Partner of M/s. Dholakia & Associates, Company Secretaries** appointed as a Scrutinizer by the Board of Directors of **Pfizer Limited ("the Company")** vide Letter dated 10th October, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-Voting) on the resolutions contained in the Notice of 63rd Annual General Meeting of the Company to be held on Monday, the 10th November, 2014 at 10.30 a.m., submit my report as under:

1. The e-Voting commenced on November 3, 2014 (9:00 am) and was closed on November 5, 2014 (5.00 pm).
2. The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
3. The e-Voting Result was unblocked at Mumbai from the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com and the Excel File containing the Result was opened in the presence of Mr. Lalit Shah and Mr. Vidyut Vasavada who are not in the employment of the Company. **(Declaration attached)**
4. The Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of the Board Resolution/Authority Letter, etc. at email ID: pfizerevoting2014@dholakia-associates.com or who have uploaded on the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com have been considered valid.
5. For Item No. 8, pursuant to Clause 49(VII) of the Listing Agreement, the Votes cast by Related Parties of the Company have not been considered for the purpose of my scrutiny.

Scrutinizer's Report – e-Voting – Pfizer Limited



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6. The result of the e – Voting is as under :

(a) Item No 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	Number of Members who cast vote Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	55	2,25,18,180
<u>Less:</u> Total Number of Invalid Votes (Refer Point No. 4)	1	1
Total Number of Valid Votes	54	2,25,18,179

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
54	2,25,18,179	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(b) Item No 2: To appoint a Director in place of Mr. Vivek Dhariwal (DIN: 02826679) who retires by rotation and being eligible offers himself for re-appointment.

Particulars	Number of Members who cast vote Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	55	2,25,18,180
Less: Total Number of Invalid Votes (Refer Point No. 4)	1	1
Total Number of Valid Votes	54	2,25,18,179

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
52	2,24,68,567	99.7797

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
1	49,577	0.2202

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
1	35	0.0001

- (c) Item No 3: To consider and appoint Messrs. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a term of 3 years.

Particulars	Number of Members who cast vote Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	55	2,25,18,180
Less: Total Number of Invalid Votes (Refer Point No. 4)	1	1
Total Number of Valid Votes	54	2,25,18,179

- (i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
33	2,13,40,625	94.7707

- (ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
12	7,75,695	3.4448

- (iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
9	4,01,859	1.7845

- (d) Item No 4: To consider and appoint Mr. R. A. Shah (DIN: 00009851) as an Independent Director of the Company, for a term of 5 years effective 10th November, 2014.

Particulars	Number of Members who cast vote Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	55	2,25,18,180
Less: Total Number of Invalid Votes (Refer Point No. 4)	1	1
Total Number of Valid Votes	54	2,25,18,179

- (i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
38	2,20,41,263	97.8821

- (ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
4	57,075	0.2535

- (iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
12	4,19,841	1.8644

- (e) Item No 5: To consider and appoint Mr. Pradip Shah (DIN: 00066242) as an Independent Director of the Company, for a term of 5 years effective 10th November, 2014.

Particulars	Number of Members who cast vote Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	55	2,25,18,180
Less: Total Number of Invalid Votes (Refer Point No. 4)	1	1
Total Number of Valid Votes	54	2,25,18,179

- (i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
44	2,21,15,872	98.2134

- (ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
1	448	0.0020

- (iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
9	4,01,859	1.7846

- (f) Item No 6: To consider and appoint Mr. Uday Khanna (DIN: 00079129) as an Independent Director of the Company, for a term of 5 years effective 10th November, 2014.

Particulars	Number of Members who cast vote Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	55	2,25,18,180
<u>Less:</u> Total Number of Invalid Votes (Refer Point No. 4)	1	1
Total Number of Valid Votes	54	2,25,18,179

- (i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
52	2,25,17,696	99.9979

- (ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
1	448	0.0020

- (iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
1	35	0.0001

(g) Item No 7: To consider and ratify the remuneration payable to Messrs. RA & Co., Cost Accountants for the financial year ending 31st March, 2015.

Particulars	Number of Members who cast vote Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	55	2,25,18,180
Less: Total Number of Invalid Votes (Refer Point No. 4)	1	1
Total Number of Valid Votes	54	2,25,18,179

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
53	2,25,18,144	99.9998

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
1	35	0.0002

(h) Item No 8: To consider and grant approval to the Board of Directors, to enter into contracts / arrangements / transactions with Pfizer Export Company, Ireland, a 'Related Party'. (Refer Point 5.)

Particulars	Number of Members who cast vote Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	51	14,05,009
<u>Less:</u> Total Number of Invalid Votes (Refer Point No. 4)	1	1
Total Number of Valid Votes	50	14,05,008

(i). Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
49	14,04,973	99.9975

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
1	35	0.0025

(iii) Abstained from voting:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

7. You may accordingly declare the result of the e-Voting.
8. The Register of e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(3)(xiii) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,



CS Bhumitra B. Dholakia
Partner
Dholakia & Associates
(Company Secretaries)
CP No: 507

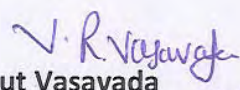
Place : Mumbai

Date : 6th November, 2014

TO WHOMSOEVER IT MAY CONCERN

We, Lalit Shah and Vidyut Vasavada hereby state that the Excel Sheet containing the Results of e-Voting of **PFIZER LIMITED ("the Company")** for the 63rd Annual General Meeting of the Company to be held on Monday, the 10th November, 2014 at 10.30 a.m. at Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021 was unblocked from the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com and opened in our presence as required under Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014.


Lalit Shah


Vidyut Vasavada

5-11-14
@
5.55 P.M.