

Notice

Notice is hereby given that the 61st Annual General Meeting of the members of Pfizer Limited will be held at **Yashwantrao Chavan Pratishthan Auditorium, General Jagannathrao Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021 on Thursday, August 2, 2012, at 3.00 p.m.** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012, Profit and Loss Account for the financial year ended March 31, 2012 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the financial year ended March 31, 2012.
3. To appoint a Director in place of Mr. Pradip Shah who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

Special Business:

5. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Aijaz Tobaccowalla who holds office as Additional Director up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 (“the Act”) and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 257 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

6. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) read with Schedule XIII to the Act and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to the appointment of Mr. Aijaz Tobaccowalla as the Managing Director of the Company for a period of 3 years with effect from August 16, 2012 and to his receiving remuneration, payments, perquisites and amenities from that date as given below:

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

The aggregate of Salary, Fixed Allowances and Bonus/Performance Linked Incentives payable to Mr. Aijaz Tobaccowalla shall be subject to a maximum limit of ₹ 4,00,00,000/- (Rupees Four Crore Only) per annum.

B. Perquisites, Benefits and Amenities:

In addition to the above Salary, Fixed Allowances and Bonus/Performance Linked Incentives, Mr. Aijaz Tobaccowalla shall be entitled to the following perquisites, benefits and amenities:

(a) Residential Accommodation:

Furnished residential accommodation together with amenities, facilities, utilities such as gas, water, electricity, etc., as may be approved by the Board of Directors of the Company from time to time.

(b) Conveyance:

Company maintained car(s) with chauffeur service for official and personal use.

(c) Communication expenses:

Reimbursement of expenses incurred towards phone and other communication and/or internet connectivity facility at residence.

(d) Medical Expenses:

Reimbursement of all medical expenses incurred by Mr. Tobaccowalla, his wife and children (family).

(e) Leave and Leave Passage:

Leave as per the rules of the Company. Leave Travel Assistance to Mr. Tobaccowalla and his family once in a year to his home country.

(f) Club Membership:

Entrance fees and monthly subscription fees for not more than two clubs.

(g) Children's Educational Expenses:

The educational expenses of the children, whether studying in India or abroad, would be borne by the Company.

(h) Relocation Expenses and Hardship Allowance:

Reimbursement of Relocation Expenses and Hardship Allowance as per the rules of the Company.

(i) Personal Accident Insurance, Group Term Assurance and Hospitalization Coverage:

As per the rules of the Company.

(j) Provident Fund:

Contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.

(k) Reimbursement of Expenses:

Reimbursement of expenses incurred by Mr. Tobaccowalla for the purposes of the business of the Company.

(l) 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 telephone at residence will not be considered as perquisites. Personal use of Company's car will be considered as perquisite. Perquisites shall be valued in accordance with Income-Tax Rules, 1962, wherever applicable.

C. Minimum Remuneration:

The remuneration determined by the Board of Directors of the Company within the limits specified in sub-paragraph A above, and the perquisites, benefits and amenities specified in sub-paragraph B above shall be paid and allowed to Mr. Tobaccowalla during his tenure of office as Managing Director of the Company, notwithstanding the absence or inadequacy of profits in any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company may, in its discretion, pay to Mr. Tobaccowalla lower remuneration than the maximum remuneration hereinbefore stipulated and revise the same from time to time, within the maximum limits stipulated. The terms of remuneration payable to Mr. Tobaccowalla shall be in compliance with the provisions of Sections 198, 269, 309 and 310 of the Act read with Schedule XIII to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized from time to time to amend, alter or otherwise vary the terms and conditions of the appointment of Mr. Tobaccowalla including remuneration, provided that such remuneration shall not exceed the maximum limit for payment of remuneration as may be admissible to him, within the overall limits specified in the Act, and as existing or as amended, modified or re-enacted from time to time by the Government of India, as the Board may deem fit.

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."

7. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Uday Khanna who holds office as Additional Director up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 (“the Act”) and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 257 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Sunil Madhok who holds office as Additional Director up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 (“the Act”) and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 257 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) read with Schedule XIII to the Act, consent of the Company be and is hereby accorded to the appointment of Mr. Sunil Madhok as a Whole-time Director designated as Executive Director, Business Operations of the Company for a period of 3 years with effect from May 21, 2012 or till the date of his retirement as per the rules of the Company, whichever is earlier, and to his receiving remuneration, payments, perquisites and amenities from that date as given below:

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

The aggregate of Salary, Fixed Allowances and Bonus/Performance Linked Incentives payable to Mr. Sunil Madhok shall be subject to a maximum limit of ₹ 1,50,00,000/- (Rupees One Crore and Fifty Lakhs Only) per annum.

B. Perquisites, Benefits and Amenities:

In addition to the above mentioned Salary, Fixed Allowances and Bonus/Performance Linked Incentives, Mr. Madhok shall be entitled to the following perquisites, benefits and amenities:

(a) Residential Accommodation:

Residential accommodation together with amenities, facilities, utilities such as gas, water, electricity, etc. as may be approved by the Board of Directors of the Company from time to time. In case the Company owned/leased accommodation is not provided, Mr. Madhok shall be entitled for House Rent Allowance subject to the maximum limit of ₹ 20,00,000/- (Rupees Twenty Lakhs Only) per annum.

(b) Conveyance:

Use of car for official and personal use, with the Company meeting all running, maintenance, repair and other expenses in respect thereof.

(c) Communication Expenses:

Mr. Madhok will be entitled to reimbursement of communication expenses as per the rules of the Company.

(d) Medical Expenses:

Reimbursement of medical expenses incurred for Mr. Madhok, his wife and children (family) as per the rules of the Company.

(e) Leave and Leave Travel Assistance:

Leave as per the rules of the Company. Leave Travel Assistance for Mr. Madhok and family once in a year as per the rules of the Company.

(f) Club Membership:

Entrance fees and monthly subscription fees for not more than one club.

(g) Personal Accident Insurance, Group Term Assurance and Hospitalization Coverage:

As per the rules of the Company.

(h) Provident Fund:

Contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.

(i) Gratuity:

Contribution to Gratuity fund as per the rules of the Company.

(j) Reimbursement of Expenses:

Mr. Madhok will also be entitled to reimbursement of expenses incurred by him for the purposes of the business of the Company.

(k) 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 will not be considered as perquisites. Perquisites shall be valued in accordance with Income-Tax Rules, 1962, wherever applicable.

C. Minimum Remuneration:

The remuneration determined by the Board of Directors of the Company within the limits specified in sub-paragraph A above, and the perquisites, benefits and amenities specified in sub-paragraph B above shall be paid and allowed to Mr. Madhok during his tenure of office as Whole-time Director of the Company, notwithstanding the absence or inadequacy of profits in any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company may, in its discretion, pay to Mr. Madhok lower remuneration than the maximum remuneration hereinbefore stipulated and revise the same from time to time, within the maximum limits stipulated. The terms of remuneration payable to Mr. Madhok shall be in compliance with the provisions of Sections 198, 269, 309 and 310 of the Act read with Schedule XIII to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized from time to time to amend, alter or otherwise vary the terms and conditions of the appointment of Mr. Madhok including remuneration, provided that such remuneration shall not exceed the maximum limit for payment of remuneration as may be admissible to him, within the overall limits specified in the Act, and as existing or as amended, modified or re-enacted from time to time by the Government of India, as the Board may deem fit.

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."

10. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Vivek Dhariwal who holds office as Additional Director up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 ("the Act") and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 257 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

11. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") read with Schedule XIII to the Act, consent of the Company be and is hereby accorded to the appointment of Mr. Vivek Dhariwal as a Whole-time Director designated as Executive Director, Technical Operations of the Company for a period of 5 years with effect from May 21, 2012 and to his receiving remuneration, payments, perquisites and amenities from that date as given below:

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

The aggregate of Salary, Fixed Allowances and Bonus/Performance Linked Incentives payable to Mr. Dhariwal shall be subject to a maximum limit of ₹ 1,50,00,000/- (Rupees One Crore and Fifty Lakhs Only) per annum.

B. Perquisites, Benefits and Amenities:

In addition to the above mentioned Salary, Fixed Allowances and Bonus/Performance Linked Incentives, Mr. Dhariwal shall be entitled to the following perquisites, benefits and amenities:

(a) Residential Accommodation:

Residential accommodation together with amenities, facilities, utilities as may be approved by the Board of Directors of the Company from time to time. In case the Company owned/leased accommodation is not provided, Mr. Dhariwal shall be entitled for House Rent Allowance subject to the maximum limit of ₹ 20,00,000/- (Rupees Twenty Lakhs Only) per annum.

(b) Conveyance:

Mr. Dhariwal will be entitled to use of car for official and personal use and/or conveyance allowance as per rules of the Company.

(c) Communication Expenses:

Mr. Dhariwal will be entitled for reimbursement of communication expenses as per the rules of the Company.

(d) Medical Expenses:

Reimbursement of medical expenses incurred for Mr. Dhariwal, his wife and children (family) as per the rules of the Company.

(e) Leave and Leave Travel Assistance:

Leave as per the rules of the Company. Leave Travel Assistance for Mr. Dhariwal and family once in a year as per the rules of the Company.

(f) Club Membership:

Entrance fees and monthly subscription fees for not more than one club.

(g) Personal Accident Insurance, Group Term Assurance and Hospitalization Coverage:

As per the rules of the Company.

(h) Provident Fund:

Contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.

(i) Gratuity:

Contribution to Gratuity fund as per the rules of the Company.

(j) Reimbursement of Expenses:

Mr. Dhariwal will be entitled to reimbursement of expenses incurred by him for the purposes of the business of the Company.

(k) 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 will not be considered as perquisites. Perquisites shall be valued in accordance with Income-Tax Rules, 1962, wherever applicable.

C. Minimum Remuneration:

The remuneration determined by the Board of Directors of the Company within the limits specified in sub-paragraph A above, and the perquisites, benefits and amenities specified in sub-paragraph B above shall be paid and allowed to Mr. Dhariwal during his tenure of office as Whole-time Director of the Company, notwithstanding the absence or inadequacy of profits in any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company may, in its discretion, pay to Mr. Dhariwal lower remuneration than the maximum remuneration hereinbefore stipulated and revise the same from time to time, within the maximum limits stipulated. The terms of remuneration payable to Mr. Dhariwal shall be in compliance with the provisions of Sections 198, 269, 309 and 310 of the Act read with Schedule XIII to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized from time to time to amend, alter or otherwise vary the terms and conditions of the appointment of Mr. Dhariwal including remuneration, provided that such remuneration shall not exceed the maximum limit for payment of remuneration as may be admissible to him, within the overall limits specified in the Act, and as existing or as amended, modified or re-enacted from time to time by the Government of India, as the Board may deem fit.

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.”

Notes:

1. The Explanatory statement pursuant to Section 173 of the Companies Act, 1956 in respect of Item Nos. 5 to 11 is annexed hereto.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, July 26, 2012 to Thursday, August 2, 2012 (both days inclusive) for the purpose of payment of dividend.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
4. The members/proxies are requested to bring their copy of the Annual Report to the Meeting along with duly-filled in Attendance Slips for attending the Meeting.
5. You are requested to note that the Members have by requisite majority approved the sale and transfer of the Animal Health Business of the Company to its wholly-owned subsidiary, Pfizer Animal Pharma Private Limited through Postal Ballot on March 26, 2012. The results of the Postal Ballot are mentioned in the Corporate Governance Report that forms a part of this Annual Report.
6. The members seeking any information with regard to accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.
7. In compliance with new Clause 5A. II of the Listing Agreement, the Company has sent three reminders to all shareholders whose shares remain unclaimed with the Company and is in the process to transfer the same to an Unclaimed Suspense Account and dematerialize the same.
8. The Reserve Bank of India vide its circular dated July 29, 2009, had instructed banks to move to the National-Electronic Clearing Services (N-ECS) platform. Members are requested to note that in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through N-ECS, they should submit their details to the Company's Registrar & Transfer Agents, M/s. Karvy Computershare Pvt. Ltd. by July 25, 2012. In order to avail the facility of N-ECS, Members holding shares in physical form are requested to furnish their Core Banking Account Number to the Company's Registrar & Transfer Agents, M/s. Karvy Computershare Pvt. Ltd. along with blank cancelled cheque by July 25, 2012. Members (Beneficiaries) holding scrip of the Company in dematerialized mode should intimate change in their bank details to their Depository Participant (DP) furnishing their details with the correct 9 digit MICR code of their bank along with blank cancelled cheque.
9. Members (Beneficiaries) holding shares in dematerialized mode are requested to note that the bank details furnished by them to their respective Depository Participants will be printed on their Dividend Warrants, if not opted for N-ECS. This is pursuant to the SEBI directive vide Circular No. D&CC/FITTC/CIR-4/2001 dated 13.11.2001.
10. In compliance with Sections 205A and 205C of the Companies Act, 1956, unclaimed dividend for the year ended November 30, 2004 has been transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government. Members shall not be able to register their claim in respect of their unencashed dividend with regard to the said dividend. Unclaimed dividend for all the subsequent years will be transferred to the "Investor Education and Protection Fund" according to the statutory stipulations. Members are requested to contact the Company's Registrars and Transfer Agents, M/s. Karvy Computershare Pvt. Ltd. in respect of their outstanding dividends for the succeeding years.
11. Members may note that Securities and Exchange Board of India (SEBI) has vide its Circular dated January 7, 2010 made it mandatory to furnish a copy of PAN Card in the following cases:
 - (i) Deletion of name of deceased shareholder(s), where the shares are held in the name of two or more shareholders.

- (ii) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
- (iii) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
12. The Ministry of Corporate Affairs has announced a “Green Initiative in Corporate Governance” thereby allowing paperless compliance through electronic mode. The Company supports this environment friendly initiative of the Government of India and proposes to send notices for General Meetings/Annual Reports/Other Shareholder Communication through electronic mode to the e-mail addresses which are registered for this purpose from time to time.
- Members are requested to take advantage of this initiative and register their e-mail address with the Company.

By Order of the Board of Directors of Pfizer Limited

Mumbai, June 28, 2012

Prajeet Nair
Company Secretary

Registered Office:

Pfizer Centre, Patel Estate, Off S.V. Road,
Jogeshwari (W), Mumbai – 400 102.

Profile of Mr. Pradip Shah, Director being re-appointed, as required under Clause 49 of the Listing Agreement:

Mr. Pradip Shah was appointed as a Director liable to retire by rotation by the shareholders at the 58th Annual General Meeting held on April 15, 2009. Mr. Shah is liable to retire by rotation at the 61st Annual General Meeting and, being eligible, offers himself for re-appointment.

The information required to be furnished under the Code of Corporate Governance is given hereunder:

Mr. Shah holds a MBA from the Harvard Business School. He is also a Chartered Accountant and a Cost Accountant and ranked first in India in the Chartered Accountancy Examination.

Mr. Shah is the ex-Managing Director of CRISIL, India’s first and the largest credit rating agency. Prior to founding CRISIL, Mr. Shah assisted in founding the Housing Development Finance Corporation (HDFC) in 1977. Mr. Shah has also served as a consultant to USAID, the World Bank and the Asian Development Bank. Mr. Shah is a Director on the Board of several reputed companies. He is also a member of managing committees of two chambers of commerce. Mr. Shah is presently the Chairman of Indasia Fund Advisors Pvt. Ltd.

Mr. Pradip Shah does not hold any shares in the Company either in his name or for other persons on a beneficial basis.

Mr. Pradip Shah is 59 years old and is the Chairman/Director of the following other Indian public limited companies and Chairman/Member of following other Board Committees as on March 31, 2012:

Name of Company	Designation	Chairmanship/Membership of Audit Committee of Board
BASF India Limited	Director	Member
Godrej & Boyce Mfg. Co. Limited	Director	-
Grindwell Norton Limited	Director	-
Kansai Nerolac Paints Limited	Director	Chairman
KSB Pumps Limited	Director	-
Mukand Limited	Director	-
Panasonic Energy India Co. Limited	Director	Member
Reid & Taylor (India) Limited	Director	-
Shah Foods Limited	Chairman	-
Sonata Software Limited	Chairman	Member
Tata Investment Corporation Limited	Director	Member
Wyeth Limited	Chairman	-

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 (“the Act”)

Item Nos. 5 & 6:

The Board of Directors of the Company at their meeting held on June 28, 2012 appointed Mr. Aijaz Tobaccowalla as Additional Director of the Company with effect from June 28, 2012. In terms of Section 260 of the Act, Mr. Tobaccowalla will hold office up to the date of this Annual General Meeting.

The Company has received a notice pursuant to Section 257 of the Act from a member together with requisite deposit proposing Mr. Tobaccowalla candidature as a Director.

The Board of Directors of the Company at their meeting held on June 28, 2012 also appointed Mr. Tobaccowalla as the Managing Director of the Company for a period of three years with effect from August 16, 2012 on such remuneration, payments, perquisites, benefits and amenities as set out in the Resolution at Item No. 6 of the Notice of the Meeting. The said appointment is subject to the approval of the shareholders at the Annual General Meeting of the Company and approval of the Central Government.

The information required to be furnished under the Code of Corporate Governance is given hereunder:

Mr. Tobaccowalla is 45 years old and is a non-resident. Mr. Tobaccowalla is a Science graduate with a major in Computer Science and a minor in Mathematics. Mr. Tobaccowalla also holds a Masters Degree in Business Administration from the Stern School of Business, New York University. Mr. Tobaccowalla is an experienced global leader and has worked in the United States, Europe and Asia supporting established and emerging markets.

Mr. Tobaccowalla has expertise in the area of Business Technology and is a strategist with global capability. He has designed and delivered consistent results in a global marketplace including areas of Business Intelligence, Sales Force Automation, R&D systems, ERP, e-Business and Manufacturing Systems. Mr. Tobaccowalla has held positions of increasing responsibility in Pfizer Inc., USA, the latest being the position of Senior Vice President, Worldwide Biopharmaceutical and Commercial Business Technology, where he was *inter alia* responsible for the Global, Commercial and Clinical Information Organization supporting all Pfizer Business Units and Pfizer's Digital and Mobile team.

Mr. Tobaccowalla is a Director on the Board of Wyeth Limited. Mr. Tobaccowalla has also been appointed as the Managing Director of the said Company with effect from August 16, 2012.

Mr. Tobaccowalla does not hold any shares in the Company either by himself or for any other person on a beneficial basis.

The Board recommends the resolutions as set out at Item Nos. 5 and 6 of the Notice for the approval of the members.

The given particulars of his appointment and remuneration as set out at No. 6 of the Notice may be treated as an abstract pursuant to Section 302 of the Act.

A copy of draft Agreement to be entered into between the Company and Mr. Tobaccowalla will be available for inspection by any member of the Company at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

Mr. Tobaccowalla is deemed to be interested in these resolutions as it concerns him. No other Director is concerned or interested in the passing of these resolutions.

Item No. 7:

The Board of Directors of the Company at their meeting held on May 21, 2012 appointed Mr. Uday Khanna as Additional Director of the Company with effect from May 21, 2012. In terms of Section 260 of the Act, Mr. Khanna will hold office up to the date of this Annual General Meeting.

The Company has received a notice pursuant to Section 257 of the Act from a member together with requisite deposit proposing Mr. Khanna's candidature as a Director.

The information required to be furnished under the Code of Corporate Governance is given hereunder:

Mr. Khanna is a Chartered Accountant. Mr. Khanna is the Chairman of Lafarge India Private Limited and also Chairman of Bata India Limited. Prior to this he was the Managing Director and CEO of Lafarge India

till July 2005. Mr. Khanna joined the Lafarge Group in Paris on June 1, 2003 as Senior Vice President for Group Strategy, after a long experience of almost 30 years with Hindustan Lever Ltd. / Unilever in a variety of financial, commercial and general management roles both nationally and internationally. Mr. Khanna's last position before joining Lafarge, was Senior Vice President Finance, Unilever - Asia, based in Singapore. Mr. Khanna has earlier been on the Board of Hindustan Lever Ltd. (Hindustan Unilever Ltd.) as Director - Exports. Mr. Khanna has also worked as Vice Chairman of Lever Brothers in Nigeria and General Auditor for Unilever-North America based in the USA. Mr. Khanna was the President of the Indo-French Chamber of Commerce & Industry in 2008 and 2009 and is currently Vice President of the Bombay Chamber of Commerce & Industry and on the Managing Committee of the Associated Chamber of Commerce & Industry.

Mr. Khanna is 62 years old and is the Chairman/Director of the following other Indian public limited companies and Chairman/Member of following other Board Committees:

Name of Company	Designation	Chairmanship/Membership of Audit Committee of Board
Bata India Limited	Chairman	Member
Castrol India Limited	Director	Chairman

Mr. Khanna does not hold any shares in the Company either in his name or for other persons on a beneficial basis. The Board recommends the resolution set out at Item No. 7 of the Notice for the approval of the Members.

Mr. Khanna is deemed to be interested in this resolution as it concerns him. No other Director is concerned or interested in the passing of this resolution.

Item Nos. 8 & 9:

The Board of Directors of the Company at their meeting held on May 21, 2012 appointed Mr. Sunil Madhok as an Additional Director of the Company with effect from May 21, 2012. In terms of Section 260 of the Act, Mr. Madhok will hold office up to the date of this Annual General Meeting.

The Company has received a notice pursuant to Section 257 of the Act from a member together with requisite deposit proposing Mr. Madhok's candidature as a Director.

The Board of Directors of the Company at their meeting held on May 21, 2012 appointed Mr. Madhok as a Whole-time Director designated as Executive Director, Business Operations of the Company for a period of 3 years with effect from May 21, 2012 or till the date of his retirement as per the rules of the Company, whichever is earlier, on such remuneration, payments, perquisites, benefits and amenities as set out in the Resolution at Item No. 9 of the Notice of the Meeting. The said appointment is subject to the approval of the shareholders at the Annual General Meeting of the Company.

The information required to be furnished under the Code of Corporate Governance is given hereunder:

Mr. Madhok holds a Bachelors Degree in Science and PGDM in Business Management. Mr. Madhok has been associated with Pharmaceutical Industry for close to four decades with experience across the country. Mr. Madhok has varied experience at different levels of responsibility and has managed the Pharmaceutical Business in both Human as well as Animal Health space. Mr. Madhok joined Pfizer Limited in 1976 as a Professional Sales Officer. Mr. Madhok was promoted as District Manager in 1981 and Regional Business Manager in 1990 in the Pharma Division. In 1994, he moved to the Animal Health Division as National Sales Manager. Mr. Madhok served the Animal Health Division as General Manager and Senior Director until 2008, when he returned to Pharma Division as Senior Director, Asia Strategy. Mr. Madhok was appointed Senior Director, Business Operations in February 2009.

Before joining the Company, Mr. Madhok was associated with Alembic Chemical Works Limited for a period of 5 years.

Mr. Madhok is 59 years old and does not hold Directorship in any other Company.

Mr. Madhok holds 164 equity shares of ₹ 10/- each in the Company.

The Board recommends the resolutions as set out at Item Nos. 8 and 9 of the Notice for the approval of the members.

The given particulars of his appointment and remuneration as set out at No. 9 of the Notice may be treated as an abstract pursuant to Section 302 of the Act.

A copy of draft Agreement to be entered into between the Company and Mr. Madhok will be available for inspection by any member of the Company at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

Mr. Madhok is deemed to be interested in these resolutions as it concerns him. No other Director is concerned or interested in the passing of these resolutions.

Item Nos. 10 & 11:

The Board of Directors of the Company at their meeting held on May 21, 2012 appointed Mr. Vivek Dhariwal as Additional Director of the Company with effect from May 21, 2012. In terms of Section 260 of the Act, Mr. Dhariwal will hold office up to the date of this Annual General Meeting.

The Company has received a notice pursuant to Section 257 of the Act from a member together with requisite deposit proposing Mr. Dhariwal's candidature as a Director.

The Board of Directors of the Company at their meeting held on May 21, 2012 appointed Mr. Dhariwal as a Whole-time Director designated as Executive Director, Technical Operations of the Company for a period of 5 years with effect from May 21, 2012 on such remuneration, payments, perquisite, benefit and amenities as set out in the Resolution at Item No. 11 of the Notice of the Meeting. The said appointment is subject to the approval of the shareholders at the Annual General Meeting of the Company.

The information required to be furnished under the Code of Corporate Governance is given hereunder:

Mr. Dhariwal holds a Bachelors Degree in Chemical Engineering from the Indian Institute of Technology, Mumbai and a Masters Degree in Chemical Engineering from the University of Kentucky, Lexington, USA. Mr. Dhariwal has substantial expertise and experience in manufacturing and supply chain management. Mr. Dhariwal has a wide range of Industrial experience in Pharmaceuticals, Agrochemicals, Speciality Chemicals and Bulk and Heavy Chemicals. Mr. Dhariwal was earlier the Director, Manufacturing at Baxter (India) Private Limited and was responsible for India and Philippine markets. Mr. Dhariwal has held senior positions in Baxter (India) Private Limited and ICI Plc, U.K.

Mr. Dhariwal is 45 years old and is the Director of the following other Indian public limited companies and Chairman/ Member of following other Board Committees:

Name of Company	Designation	Chairmanship/Membership of Audit Committee of Board
Wyeth Limited	Director	Nil

Mr. Dhariwal does not hold any shares in the Company either in his name or for other persons on a beneficial basis.

The Board recommends the resolutions as set out at Item Nos. 10 and 11 of the Notice for the approval of the members.

The given particulars of his appointment and remuneration as set out at No. 11 of the Notice may be treated as an abstract pursuant to Section 302 of the Act.

A copy of draft Agreement to be entered into between the Company and Mr. Dhariwal will be available for inspection by any member of the Company at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

Mr. Dhariwal is deemed to be interested in these resolutions as it concerns him. No other Director is concerned or interested in the passing of these resolutions.

By Order of the Board of Directors of Pfizer Limited

Mumbai, June 28, 2012

Registered Office:
Pfizer Centre, Patel Estate, Off S.V. Road,
Jogeshwari (W), Mumbai – 400 102.

Prajeet Nair
Company Secretary