

Notice

Notice is hereby given that the 62nd Annual General Meeting of the members of Pfizer Limited will be held at **Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021 on Friday, September 6, 2013 at 3.00 p.m.** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the financial year ended 31st March, 2013 and the Reports of the Directors and Auditors thereon.
2. To declare a dividend for the financial year ended 31st March, 2013.
3. To appoint a Director in place of Mr. R.A. Shah who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. B S R & Co., Chartered Accountants, as 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. S. Sridhar who holds office as Additional Director of the Company 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."

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, consent of the Company be and is hereby accorded to the appointment of Mr. S. Sridhar as a Whole-time Director of the Company for a period of 5 years with effect from 14th May, 2013 and to his receiving remuneration, payments, perquisites, benefits 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. S. Sridhar shall be subject to a maximum limit of ₹2,50,00,000/- (Rupees Two Crores 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. S. Sridhar shall also be entitled to the following perquisites, benefits and amenities:

(a) Residential Accommodation:

Residential accommodation together with amenities, facilities, utilities, etc., as per rules of the Company from time to time. In case the Company owned/leased accommodation is not provided, Mr. S. Sridhar shall be entitled for House Rent Allowance subject to a maximum limit of ₹20,00,000/- (Rupees Twenty Lakhs only) per annum.

(b) Conveyance:

Mr. S. Sridhar will be entitled to use the Company maintained car for official and personal use.

(c) Communication Expenses:

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

(d) Medical Expenses:

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



(e) Leave and Leave Travel Assistance:

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

(j) Reimbursement of Expenses:

Mr. S. Sridhar will also be entitled to reimbursement of expenses incurred by him for the purpose 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 perquisite. Perquisites shall be valued as per Income-Tax Rules, 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. S. Sridhar 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. S. Sridhar lower remuneration than the maximum remuneration herein before stipulated and revise the same from time to time, within the maximum limits stipulated. The terms of remuneration payable to Mr. S. Sridhar 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. S. Sridhar 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 a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 309(4) of the Companies Act, 1956 ("the Act") and Article 125 of the Articles of Association of the Company and other applicable provisions, if any, of the Act, the Company do hereby approve the payment to Resident Indian Non-Executive Directors of the Company, a commission at the rate of 1% of the net profits of the Company, subject to a maximum limit of ₹80,00,000/- (Rupees Eighty Lakhs only) per annum, to be computed in the manner laid down in Section 198(1) of the Act, for a period of five years commencing from 1st December, 2013.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the precise quantum of commission payable to each such Resident Indian Non-Executive Directors on a year to year basis.

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.”

By Order of the Board of Directors of Pfizer Limited

**Prajeet Nair
Company Secretary**

Mumbai, 14th May, 2013

Registered Office:

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

Notes:

1. The Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item Nos. 5, 6 and 7 are annexed hereto.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 30th August, 2013 to Friday, 6th September, 2013 (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/HERSELF 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 commencement of the Meeting. Members may please note that a proxy can vote only on a poll.
4. 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. Members seeking any information or clarification on the Accounts are requested to send written queries to the Company, at least one week before the date of the Meeting, to enable the Management to keep the information ready.
6. Members are requested to address their communications regarding transfer of shares, change of address, dividend mandates etc., quoting their folio number(s) to the Company’s Registrar & Share Transfer Agents:
Karvy Computershare Pvt. Ltd.
UNIT: PFIZER LIMITED
Plot No. 17 – 24, Vittalrao Nagar, Near Image Hospital,
Madhapur, Hyderabad – 500 081.
Tel: 040 4465 5000 Fax: 040 2342 0814
TOLL FREE NO.: 1-800-3454-001
E-mail: einward.ris@karvy.com
7. In compliance with Clause 5A.II of the Listing Agreements with the Stock Exchanges, the Company has transferred 52,128 unclaimed shares held by 1872 shareholders to an Unclaimed Suspense Account and dematerialized the same on 3rd May, 2013. No shareholder has claimed share(s) from the said Unclaimed Suspense Account till the date of this Notice.
8. Members holding shares in physical mode 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 & Share Transfer Agents, M/s. Karvy Computershare Pvt. Ltd. by 29th August, 2013. Members are requested to furnish their Core Banking Account Number to the Company’s Registrar & Share Transfer Agents, M/s. Karvy Computershare Pvt. Ltd. along with blank cancelled cheque by 29th August, 2013. 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. In compliance with Sections 205A and 205C of the Companies Act, 1956, unclaimed dividend for the year ended 30th November, 2005 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 Share Transfer Agents M/s. Karvy Computershare Pvt. Ltd., in respect of their outstanding dividends for the succeeding years.

10. Members may note that Securities and Exchange Board of India (SEBI) has vide its Circular dated 7th January, 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.
11. 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/intimation of credit of dividend through N-ECS (if opted)/other shareholder communication through electronic mode to the e-mail addresses which are registered for this purpose from time to time.

To avail of this initiative, Members are requested to fill in the form appearing at the end of this Annual Report and to submit the same to the Company’s Registrars and Share Transfer Agents M/s. Karvy Computershare Pvt. Ltd.

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

Mr. R.A. Shah was appointed as a Director, liable to retire by rotation, by the shareholders at the 60th Annual General Meeting held on 19th July, 2011. Mr. R.A. Shah is liable to retire by rotation at the 62nd 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. R.A. Shah is a leading Solicitor and a Senior Partner of M/s. Crawford Bayley & Co., a firm of Advocates & Solicitors. He specializes in a broad spectrum of corporate laws in general, with special focus on Foreign Investments, Joint Ventures, Technology and License Agreements, Intellectual Property Rights, Mergers and Acquisitions, Industrial Licensing and Anti Trust Laws, Company Law and Taxation.

Mr. R.A. Shah holds 3,400 equity shares of ₹10/- each in the Company.

Mr. Shah is the Chairman/Director of the following other Indian public limited companies and Chairman/Member of the following other Board Committees as on 31st March, 2013:

Name of the Company	Designation	Chairmanship/Membership of Audit Committee of Board
Clariant Chemicals (India) Limited	Chairman	Chairman
Godfrey Phillips India Limited (Phillips Morris Affiliate)	Chairman	-
Procter & Gamble Hygiene and Healthcare Limited	Chairman	Chairman
Colgate Palmolive India Limited	Vice-Chairman	Chairman
Abbott India Limited	Director	Member
Asian Paints Limited	Director	-
The Bombay Dyeing & Mfg. Co. Limited	Director	Member
BASF India Limited	Director	Member
Century Enka Limited	Director	Member
Deepak Fertilizers & Petrochemicals Corporation Limited	Director	-
Lupin Limited	Director	-
Wockhardt Limited	Director	Member
Atul Limited	Director	-



Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 ("the Act")

Item Nos. 5 & 6:

The Board of Directors of the Company at their meeting held on 14th May, 2013 appointed Mr. S. Sridhar as Additional Director of the Company with effect from 14th May, 2013. In terms of Section 260 of the Act, Mr. S. Sridhar 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. Sridhar's candidature as a Director.

The Board of Directors of the Company at their meeting held on 14th May, 2013 appointed Mr. S. Sridhar as a Whole-time Director of the Company for a period of 5 years with effect from 14th May, 2013 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.

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

Mr. S. Sridhar is 45 years old and is a Chartered Accountant by profession with over 20 years of experience in the finance field. Mr. Sridhar joined Pfizer in June 2008. He assumed additional responsibility of the Distribution function from May 2013. Before joining Pfizer, he was the Finance Director of the India Hub of Diageo India Pvt. Ltd.

Mr. Sridhar is on the Board of Wyeth Limited and he does not hold any membership/chairmanship of any Board Committees of Wyeth Limited. Mr. Sridhar is a member of the Organization of Pharmaceutical Producers of India, Finance and Taxation Committee.

Mr. Sridhar does not hold any shares in the Company.

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 Item No. 6 of the Notice may be treated as an abstract pursuant to Section 302 of the Act.

A copy of the draft Agreement to be entered into between the Company and Mr. S. Sridhar 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. S. Sridhar 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:

At the 58th Annual General Meeting of the Company held on 15th April, 2009, the shareholders had approved payment of commission at the rate of 1% of the net profits of the Company subject to a maximum limit of ₹50,00,000/- (Rupees Fifty Lakhs only) per annum to Resident Indian Non-Executive Directors. This approval was effective for a period of five years commencing from 1st December, 2008.

Approval of the shareholders by a Special Resolution is being sought, pursuant to the provisions of Section 309(4) of the Companies Act, 1956 for payment of commission at the rate of 1% of the net profits of the Company subject to maximum limit of ₹80,00,000/- (Rupees Eighty Lakhs only) per annum to Resident Indian Non-Executive Directors. This approval would be effective for a period of five years commencing from 1st December, 2013.

Mr. R.A. Shah, Mr. Pradip Shah and Mr. Uday Khanna who are Resident Indian Non-Executive Directors of the Company may be deemed to be concerned or interested in the passing of this Special Resolution as it concerns them. None of the other Directors of the Company are interested or concerned in the passing of this Special Resolution.

By Order of the Board of Directors of Pfizer Limited

Mumbai, 14th May, 2013

Prajeet Nair
Company Secretary

Registered Office:

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

