

## Notice

NOTICE is hereby given that the 70<sup>th</sup> Annual General Meeting of the Members of Pfizer Limited will be held on **Thursday, August 19, 2021 at 3.00 p.m. IST through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM')** to transact the following business:

### ORDINARY BUSINESS:

#### Item No. 1 – Adoption of the Audited Financial Statement.

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2021, including the Reports of the Board of Directors and Auditors thereon.

#### Item No. 2 – Declaration of Dividend.

To declare a dividend of ₹35/- (350%) per equity share for the financial year ended March 31, 2021.

#### Item No. 3 – Appointment of Mr. Samir Kazi (DIN: 07184083) as a Director liable to retire by rotation.

To consider appointment of a Director in place of Mr. Samir Kazi (DIN: 07184083), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### Item No 4 - To consider re-appointment of Mr. S. Sridhar (DIN: 05162648) as the Managing Director of the Company effective March 18, 2021.

To consider the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, Schedule V to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Mr. S. Sridhar (DIN: 05162648) as the Managing Director of the Company for a period of 5 (five) years with effect from March 18, 2021 and to his receiving remuneration, payments, perquisites, benefits and amenities 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 ₹8,00,00,000/- (Rupees Eight Crore only) per annum.

#### B. Other Perquisites, Benefits and Amenities:

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

##### (a) Car Allowance:

Mr. S. Sridhar shall be entitled to a Company maintained car as per the rules of the Company.

##### (b) Communication Expenses:

Mr. S. Sridhar shall be entitled to reimbursement of expenses incurred towards phone and other communication and/or internet connectivity facilities, as per the rules of the Company.

##### (c) Medical Expenses:

Mr. S. Sridhar shall be entitled to reimbursement of hospitalization expenses incurred for him and his family as per the rules of the Company.

##### (d) Personal Accident Insurance and Group Term Insurance Coverage:

Mr. S. Sridhar shall be entitled to Personal Accident Insurance and Group Term Insurance Coverage as per the rules of the Company.

##### (e) Provident Fund:

Mr. S. Sridhar shall be entitled to contribution to the Company's Provident Fund Scheme, in accordance with the rules of the Scheme.

##### (f) Gratuity:

Mr. S. Sridhar shall be entitled to contribution to Gratuity Fund as per the rules of the Company.

##### (g) Club Membership:

Mr. S. Sridhar shall be entitled to monthly/annual subscription fee for one club, as per the rules of the Company.

##### (h) Reimbursement of Expenses:

Mr. S. Sridhar shall be entitled to reimbursement of expenses incurred by him for the purpose of the business of the Company, as per the rules of the Company.

(i) Mr. S. Sridhar shall be entitled to such other benefits, amenities and perquisites 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 place of residence will not be considered as perquisite. Personal use of Company's car will be considered as perquisite in accordance with the prevailing Income-Tax Rules, 1962, wherever applicable

The Company's contribution to provident fund, gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of tenure, as per the rules of the Company, shall not be included in the computation of the above ceiling of ₹8,00,00,000/- (Rupees Eight Crore only) per annum.

**C. Minimum Remuneration:**

Notwithstanding anything contained above, in the event in any financial year during Mr. S. Sridhar's tenure as the Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Sridhar shall be subject to the provisions of Section 197 of the Companies Act, 2013, and the provisions of Section II of Part II of Schedule V to the Act or any other law or enactment for the time being in force.

**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 hereinbefore stipulated and revise the same from time to time, within the maximum limit stipulated. The terms of remuneration payable to Mr. Sridhar shall be in compliance with the provisions of Sections 197 and 198 of the Act read with Schedule V to the Act.

**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."

**Item No. 5 – To consider and ratify the remuneration payable to Messrs. RA & Co., Cost Accountants for the financial year ending March 31, 2022.**

To consider the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹13,25,000/- (Rupees Thirteen Lakhs Twenty Five Thousand only) plus applicable taxes and out-of-pocket expenses as approved by the Board of Directors of the Company, payable to Messrs. RA & Co., Cost Accountants, having Firm's Registration No. 000242 for conducting Cost Audit of the cost records maintained by the Company for manufacturing of pharmaceutical formulations for the financial year ending March 31, 2022, be and is hereby ratified."

**By Order of the Board of Directors**

**Prajeet Nair**

**Company Secretary**

**Mumbai, May 26, 2021**

**Membership No.: ACS19267**

Registered Office:

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

Website: [www.pfizerindia.com](http://www.pfizerindia.com)

E-mail ID: [contactus.india@pfizer.com](mailto:contactus.india@pfizer.com)

CIN: L24231MH1950PLC008311

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated January 13, 2021 read with Circulars dated April 8, 2020, April 13, 2020 and read with the SEBI Circulars dated May 12, 2020 and January 15, 2021 (the SEBI Circulars), May 5, 2020 (collectively referred to as "MCA Circulars") permitted holding of the Annual General Meeting ("AGM") through VC / OAVM, without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, this AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. A statement setting out material facts pursuant to Section 102 of the Act with respect to Item Nos. 4 and 5 of the Notice is annexed hereto.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, August 13, 2021 to Thursday, August 19, 2021 (both days inclusive) for the purpose of payment of dividend.

The dividend for the financial year ended March 31, 2021, as recommended by the Board of Directors of the Company, if approved at the Annual General Meeting, will be paid to the Members on or before September 15, 2021 as under:

i. To all Beneficial Owners in respect of shares in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Thursday, August 12, 2021.

ii. To all Members in respect of shares held in physical form as per the Register of Members, as may be made available by the Company's Registrar and Share Transfer Agent, as of the close of business hours on Thursday, August 12, 2021.

4. As this AGM is being held through VC / OAVM pursuant to the applicable MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Further, since the AGM is being held through VC / OAVM, the route map of the venue of the Meeting is also not annexed to this Notice.

5. Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit Transfer and Refund) Rules, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("Rules") and other applicable provisions of the Act, if any, the Company had after sending due reminders to the requisite shareholders and publishing advertisement in the newspapers, credited the shares of the shareholders whose dividend has remained unclaimed for seven consecutive years to the Demat Account of the Investor Education and Protection Fund ("IEPF"). Details of the shares credited are as follows:

Particulars	Number of Shareholders	Number of Shares
Total shares in the MCA IEPF Account as on April 1, 2020	5,306	3,20,877
Details of shares transferred on December 31, 2020, with respect to the Dividend for the year ended March 31, 2013.	269	14,605
Details of shares transferred on February 19, 2021 with respect to the Interim Dividend for the year ended March 31, 2014.	208	11,911
Number of shares claimed and transferred to the shareholders from MCA IEPF Account during the year.	10	750
Total shares in the MCA IEPF Account as on March 31, 2021.	5,772	3,46,643

Voting rights on shares lying in the MCA IEPF account shall remain frozen till the rightful owner of such shares establishes his/her title of ownership to claim the shares. The details of shares so transferred are available on the Company's website under the Investor Relations Section at [www.pfizerindia.com](http://www.pfizerindia.com).

The concerned shareholders may note that, no claim shall lie against the Company in respect of unclaimed dividend amounts and shares credited to the Demat Account of IEPF. Pursuant to the provisions of

the Act and the Rules, the concerned shareholders can claim the shares along with the unclaimed dividend amount(s) which have been transferred to IEPF Account from the MCA. The procedure for claiming such dividend and/or shares is available on the website of the Company at [www.pfizerindia.com](http://www.pfizerindia.com) and on the website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in) and [www.iepf.gov.in](http://www.iepf.gov.in).

The Members/claimants whose shares, unclaimed dividend, etc. have been transferred to the Fund may claim the shares by making an application to IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by the Authority from time to time. The Member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto.

Further, please note that in accordance with the provisions of Sections 124 and 125 of the Act, the unclaimed dividend in respect of the financial year ended March 31, 2015, will be transferred to the IEPF on or before August 31, 2022. The Shareholders are requested to claim their unclaimed dividend for the Financial Year ended March 31, 2015 on or before July 31, 2022.

6. In compliance with Sections 124 and 125 of the Act, the Company has transferred the unpaid and unclaimed dividends declared up to the financial year ended March 31, 2014 for Pfizer Limited and erstwhile Wyeth Limited from time to time to the IEPF established by the Central Government. The Company has uploaded the details of shareholders who have not claimed their dividend for the past seven years which is lying with the Company on its website, [www.pfizerindia.com](http://www.pfizerindia.com). For any clarification/assistance with respect to outstanding dividends for the succeeding years, the concerned shareholder(s) may contact the Company's Registrar and Transfer Agent:

KFin Technologies Private Limited  
UNIT: PFIZER LIMITED  
Selenium Tower B,  
Plot No 31 & 32, Gachibowli Financial District,  
Nanakramguda, Serilingampally, Hyderabad,  
Telangana - 500032.  
Contact person: Mr. Premkumar Nair - Manager  
Tel: +91 40 6716 2222  
TOLL FREE NO.: 1800-309-4001  
E-mail ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Further, the Company has also uploaded on its website, the list of shareholders who have not claimed dividend(s) for the financial year ended March 31, 2020.

Members are requested to note that dividends that are not claimed or remain unpaid till seven years from the date of transfer to the Company's unpaid dividend account will be transferred to the IEPF. Further, equity shares in respect whereof dividend remains unclaimed/unpaid for seven consecutive years or more will be transferred to the demat account of the IEPF Authority as per Section 124 of the Act read with Rules notified thereunder, as may be amended from time to time.

7. Pursuant to Schedule V and VI to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, 15,172 unclaimed shares held by 514 shareholders were outstanding in the Company's Unclaimed Suspense Account as on March 31, 2021, details of which are as follows:

Particulars	Number of Shareholders	Number of Outstanding Shares
Aggregate number as at April 1, 2020.	656	19,996
Number of shares transferred from the Unclaimed Suspense Accounts to MCA IEPF Account during the year.	142	4,824
Number of shareholders who approached Company for transfer of shares from unclaimed suspense account during the year.	0	0
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account.	NA	NA
Aggregate number as at March 31, 2021.	514	15,172

Voting rights on shares lying in the Unclaimed Suspense Account shall remain frozen till the rightful owner of such shares establishes his/her title of ownership to claim the shares.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every Member as part of their KYC. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the

Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form are requested to submit their PAN to the Company's Registrar and Share Transfer Agent.

9. Pursuant to SEBI Notification dated June 8, 2018, on Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and amendments thereof, Listed Companies and their Registrars and Transfer Agents (RTAs) have been advised to ensure that shares which are lodged for transfer are mandatorily in dematerialized form with effect from April 1, 2019.

Further, SEBI vide its Circulars dated September 7, 2020 and December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and mandated that the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this, the Shareholders holding shares in physical mode are advised to dematerialize their shares at the earliest to avail the benefits thereof including smooth transfer of shares if they propose to do so in future. The basic process for dematerialization of shares and its benefits are available under the "Member Utility" and "Frequently Asked Questions" respectively in "Investor Services" tab of the "Investor Relations" section on the Company's website- [www.pfizerindia.com](http://www.pfizerindia.com). In case the shareholders have any queries or need any assistance in this regard, they are requested to contact the Company's Registrar and Transfer Agent – KFin Technologies Private Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or the Company at [contactus.india@pfizer.com](mailto:contactus.india@pfizer.com).

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held by them in electronic form and to the Company at [contactus.india@pfizer.com](mailto:contactus.india@pfizer.com) or the Company's Registrar and Transfer Agent at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) in case the shares are held by them in physical form.

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, KFin Technologies Private Limited at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Address Proof (self-attested scanned copy of Address proof, preferably Aadhaar card) for registering email address.
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Following additional details need to be provided in case of updating Bank Account Details:

- a) Name and Branch of the Bank in which you wish to receive the dividend,
- b) Bank Account type,
- c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions,
- d) 9-digit MICR Code Number,
- e) 11-digit IFSC Code, and
- f) A scanned copy of the cancelled cheque bearing the name of the first shareholder.

Demat Holding	Shareholders holding shares in Demat mode are requested to reach out to their Depository Participant (DP) for updation/ registration of the aforementioned details.
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11. As per SEBI Directive, in case of failure to register the PAN and bank account details as aforesaid, any transaction in the securities of the Company shall be subject to enhanced due diligence by the Company/ RTA, as may be prescribed.
12. In terms of Section 72 of the Act read with the applicable rules thereto, every holder of shares in the Company may nominate, in the prescribed manner, a person to whom his / her shares in the Company shall vest, in the event of his / her death. Nomination forms in SH-13 format can be obtained from the Registrar & Share Transfer Agent. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
13. **Dispatch of Annual Report through Electronic Mode:** In compliance with the MCA Circulars and SEBI Circular, dated January 15, 2021 read with Circular dated May 12, 2020, Notice of this AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participants. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.pfizerindia.com](http://www.pfizerindia.com) and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the Company's Registrar and Transfer Agent, KFin Technologies Private Limited (KFinTech) at <https://evoting.kfintech.com>

14. For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered/updated their email address and mobile number with the Company are requested to register/update the same by clicking <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [contactus.india@pfizer.com](mailto:contactus.india@pfizer.com) or to KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- b) Members holding shares in dematerialized mode are requested to register/update their email address and mobile number with the respective Depository Participant(s).

Shareholders who have not registered their email address and mobile number can temporarily register the same with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> to enable us to email to the Notice for the 70<sup>th</sup> AGM, Annual Report 2020-21 and e-voting instructions along with the User ID and Password. Shareholders are requested to follow the below mentioned steps to temporarily register their email address and mobile number.

In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**STEPS TO TEMPORARILY REGISTER THE EMAIL-ID AND MOBILE NUMBER WITH THE COMPANY:**

**A. Electronic Folio(s) - DP ID Client ID**

- (a) Visit the link:  
<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- (b) Select the Company name.
- (c) Shareholder to enter DPID-CLID and PAN.
- (d) Shareholder to enter the email ID and Mobile No.
- (e) System check the authenticity of the DP ID Client ID and PAN and send the different OTPs to Mobile and email to validate.
- (f) Shareholder to enter the OTPs received by SMS and email ID to complete the validation process. (OTPs will be valid for 5 min. only).
- (g) System confirms the email ID for the limited purpose of sending 70<sup>th</sup> AGM Notice, Annual Report 2020-21 and e-voting instructions along with the User ID and Password.

- (h) System will thereafter send the notice and procedure for e-voting to the email ID registered by shareholder.

**B. Physical folio(s):**

- (a) Visit the link:  
<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- (b) Select Company name.
- (c) Shareholder to enter physical Folio No. and PAN.
- (d) If PAN is not available in the records, shareholder to enter one of the Company's Share Certificate Number.
- (e) Shareholder to enter the email ID and Mobile No.
- (f) System checks the authenticity of the Folio No. and PAN / Certificate No. and sends the different OTPs to Mobile and email to validate.
- (g) Shareholder to enter the OTPs received by SMS and email ID to complete the validation process. (OTPs will be valid for 5 min. only).
- (h) If PAN is not available, system will prompt to upload the duly signed scan copy of the PAN.
- (i) System confirms the email ID for the limited purpose of sending 70<sup>th</sup> AGM Notice, Annual Report 2020-21 and e-voting instructions along with the User ID and Password.
- (j) System will thereafter send the notice and procedure for e-voting to the email ID registered by shareholder.

**15. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:**

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Company is pleased to offer remote e-voting facility, which will enable the Members to cast their votes electronically on all resolutions set out in the Notice.

Further in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites



of Depositories / Depository Participants in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility

The remote e-voting period commences on Sunday, August 15, 2021 (9.00 a.m. IST) and ends on Wednesday, August 18, 2021 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form as on Thursday, August 12, 2021 i.e., cut-off date, may cast their vote electronically.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled upon expiry of the aforesaid period.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

**16. The details of the process and manner for remote e-voting and e-voting at the AGM are explained hereinbelow:**

The Company has appointed KFin Technologies Private Limited ("KFinTech") to provide the remote e-voting facility. In case of any query pertaining to e-voting, please visit Help & FAQ's section of KFinTech e-voting website: <https://evoting.kfintech.com>.

**Step 1:** Instructions to access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Instructions to access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Step 3:** Instructions to access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

**Details on Step 1 are mentioned below:  
Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>National Securities Depositories Limited (NSDL)</b>	<p><b>1. User already registered for IDEAS facility:</b></p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDEAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with <b>National Securities Depositories Limited (NSDL)</b>	<p><b>2. User not registered for IDEAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select "Register Online for IDEAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>National Securities Depositories Limited ('NSDL')</b>	<p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon "Login" which is available under 'Shareholder/ Member' section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with <b>Central Depository Services (India) Limited ('CDSL')</b>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>Central Depository Services (India) Limited ('CDSL')</b>	<p><b>2. User not registered for Easi/ Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p>
Individual Shareholders holding securities in demat mode with <b>Central Depository Services (India) Limited ('CDSL')</b>	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e-Voting is in progress.</p>
<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>



**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 102 0990</b> and <b>1800 224 430</b>
	Please contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cDSLindia.com">evoting@cDSLindia.com</a> or contact at <b>022-23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/Depository Participants, will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the below process:
- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
  - After entering these details appropriately, click on "LOGIN".
  - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of

your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., "Pfizer Limited - AGM" and click on "Submit"
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- You may then cast your vote by selecting an appropriate option and click on "Submit".
- A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [scrutinizer@dholakia-associates.com](mailto:scrutinizer@dholakia-associates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No." Alternatively, the aforesaid documents may be uploaded on the KFinTech e-voting website: <https://evoting.kfintech.com>

(B) Members whose email IDs are not registered with the Company/Depository Participant(s), are requested to follow the below process:

i. Members who have not registered/updated their email address, are requested to register/update the same with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

ii Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

i. After due verification, the Company / KFintech will forward your login credentials to your registered email address.

ii. After receiving the e-voting instructions, please follow all steps at A. (i) to (xi) to cast your vote by electronic means.

**Details on Step 3 are mentioned below:  
'Instructions to access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.'**

The Company is pleased to provide facility of VC / OAVM and live webcast of the proceedings of the AGM on August 19, 2021 from 2.30 P.M. (IST) onwards at the web link – <https://emeetings.kfintech.com/>

(a) Members are requested to follow the procedure given below:

i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>

ii. Enter the login credentials provided in the email received from the Company/ KFintech. (i.e., User ID and password for e-voting).

iii. After logging in, click on "Video Conference" tab and select the EVEN of the Company.

iv. Then click on the video symbol and accept the meeting etiquettes to attend the Meeting.

b) Please note that the Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above at point.

c) Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser) / Safari / Internet Explorer / Microsoft Edge / Mozilla Firefox 22.

d) Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

e) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com/> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Saturday, August 14, 2021 to Tuesday, August 17, 2021. Only those members who have pre-registered their name will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

f) The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from Saturday, August 14, 2021 to Tuesday, August 17, 2021.

g) Members will be allowed to attend the AGM through VC / OAVM on first-come-first-served basis.

Facility of joining AGM through VC/OAVM shall be available for at least 2000 members to participate in the AGM and such participation shall be on a

first-come-first-served basis. However, please note that pursuant to the MCA Circulars, large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first served principle.

- h) Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
  - i) Members who need assistance before or during the AGM, can contact KFinTech on [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or call on toll free number 1800-309-4001 Kindly quote your name, DP ID-Client ID / Folio no. and e-voting Event Number in all your communications.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
18. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
19. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
20. Members are requested to note the following contact details for addressing e-voting grievances:

Mr. Premkumar Nair, Manager  
KFin Technologies Private Limited  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District,  
Nanakramguda, Hyderabad 500 032  
Phone No.: +91 40 6716 2222  
Toll-free No.: 1800-309-4001  
E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**21. General Instructions for Shareholders:**

- i) The Cut-off date for determining the eligibility of Members for remote e-voting and Instapoll is Thursday, August 12, 2021 at close of business hours.
- ii) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic

shareholding) as on the cut-off date i.e., Thursday, August 12, 2021, at close of business hours. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Thursday, August 12, 2021 at close of business hours only shall be entitled to avail the facility of remote e-voting /Insta Poll.

- iii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Thursday, August 12, 2021, at close of business hours may obtain the User ID and password in the manner as mentioned below:
  - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID, Client ID and PAN to generate a password.
- c) In case of any clarification regarding remote e-voting and e-voting, Members may call on KFinTech's toll-free number 1800-309-4001 (from 9:00 a.m. to 6:00 p.m.). Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). If the member is already registered with KFinTech's e-voting platform, then he/she can use his existing password for logging in.
- iv) The Notice of the 70<sup>th</sup> AGM of the Company is also available on KFinTech remote e-voting website: <https://evoting.kfintech.com>
- v) The remote e-voting shall close at 5.00 p.m. IST on Wednesday, August 18, 2021, KFinTech shall block the remote e-voting module after 5.00 p.m. IST on Wednesday, August 18, 2021.

- vi) e-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

**22. Information and instructions relating to e-voting/ Insta Poll are as under:**

- i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- ii. A member can opt for only single mode of voting per event, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Thursday, August 12, 2021 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
- iv. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

The e-voting facility at AGM will be disabled after 15 minutes from the conclusion of the Meeting.

**23. The Company has appointed (CS) Mr. Bhumitra V. Dholakia, Designated Partner of Dholakia & Associates LLP, Company Secretaries in practice as the Scrutinizer for conducting the electronic**

**voting and electronic polling process in a fair and transparent manner.**

The Scrutinizer shall within two working days from the conclusion of the Annual General Meeting, submit his report of the votes cast in favour or against, through electronic voting and electronic polling process to the Chairman or to any other person as authorized by the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company [www.pfizerindia.com](http://www.pfizerindia.com) and on the website of KFinTech <https://evoting.kfintech.com/>. The results shall simultaneously be communicated to the BSE Limited and the National Stock Exchange of India Limited.

**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

- 24. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice and Explanatory Statement thereto will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [contactus.india@pfizer.com](mailto:contactus.india@pfizer.com).

- 25. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, August 18, 2021 through email on [contactus.india@pfizer.com](mailto:contactus.india@pfizer.com). The same will be replied by the Company suitably.
- 26. Pursuant to the provisions of the Income Tax Act, 1961, the Company is required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. No tax will be deducted on payment of dividend to the resident individual shareholders if the total aggregate dividend paid during the year ending March 31, 2022 does not exceed ₹5,000/-.

The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company/KFintech/Depository Participant.

Given below are the details of withholding tax rate as per the residency status of the shareholders and list of documents required to be submitted for the same:

#### A. RESIDENT SHAREHOLDERS:

##### A.1 Tax Deductible at Source for Resident Shareholders

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)
1.	Valid Permanent Account Number (PAN) updated in the Company's Register of Members.	10%	No document required (if no exemption is sought).
2.	In absence of a valid PAN or PAN being reflected in list of specified person on the reporting portal of income tax department under section 206AB updated in the Company's Register of Members.	20%	No document required (if no exemption is sought).
3.	Availability of lower/nil tax deduction certificate issued by Income Tax Department under section 197 of Income Tax Act, 1961.	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority.

**A.2 No tax will be deducted as source on dividend payment to resident shareholders, if the resident shareholders submit and register the following documents with the Company / KFinTech through the link <https://ris.kfintech.com/form15/>**

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)
1.	Individual shareholder whose tax on his / her estimated total income of the financial year ending March 31, 2022 including the dividend received and receivable by the Company will be Nil.	Nil	Self-declaration in Form No. 15G with all the required fields duly filled up.
2.	Individual shareholder, who is of the age of 60 years or more at any time during the financial year ending March 31, 2022, whose tax on his / her estimated total income of the financial year including the dividend received and receivable by the Company will be Nil.	Nil	Self-declaration in Form No. 15H with all the required fields duly filled up.
3.	Shareholders to whom the provisions of section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, or any other insurer.	Nil	Documentary evidence that the said provisions are not applicable and a self-declaration of beneficial interest in the shares of the Company held by it.
4.	Shareholder covered under section 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	Nil	Documentary evidence for coverage under section 196 of Income Tax Act, 1961 and a self-declaration of beneficial interest in the shares of the Company held by it.
5.	Category I and II Alternative Investment Fund, as notified in Notification number 51/2015 dated 25 June 2015.	Nil	SEBI registration certificate to claim benefit under section 197A(1F) of Income Tax Act, 1961 along with Self attested copy of PAN card.
6.	Funds, Authorities, Boards, Institutions or Bodies by whatever name called, whose income is unconditionally exempt from tax and who are not statutorily required to file return of income under section 139 of the Income-tax Act, 1961, as listed in Circular18/2017 issued by the Central Board of Direct Taxes.		Documentary evidence of coverage under Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT) and eligible for unconditional exemption under section 10 of the Income-tax Act, 1961.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)
7.	National Pension System Trust referred to in clause 44 of section 10 of the Income-tax Act, 1961.	Nil	Documentary evidence of coverage under clause 44 of section 10 of the Income-tax Act, 1961.

**B. NON-RESIDENT SHAREHOLDERS:**

**Withholding tax on dividend payment to non-resident shareholders, if the non-resident shareholders submit and register the following documents with the Company / KFinTech through the link <https://ris.kfintech.com/form15/>**

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)
1.	Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)/Other Non-resident shareholders.	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	<p>To avail beneficial rate of tax treaty all the following documents would be required:</p> <ol style="list-style-type: none"> <li>1. FII/FPI registration number / certificate, if applicable.</li> <li>2. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received.</li> <li>3. Self-attested copy of Permanent Account Number issued by Indian tax authorities.</li> <li>4. Form 10F filled &amp; duly signed.</li> <li>5. Self-declaration for non-existence of permanent establishment / fixed base in India.</li> <li>6. Self-declaration of Beneficial ownership of the shares held in the Company by the non-resident shareholder.</li> </ol> <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the accuracy and completeness of the documents submitted by the Non Resident shareholder and review to the satisfaction of the Company).</p>
2.	Indian Branch of a Foreign Bank.	Nil	No tax deduction certificate under section 195(3) obtained from Income Tax Authority, Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and name of Indian branch of foreign bank is not appearing in the list of specified persons under section 206AB on the reporting portal.
3.	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department under section 195(2) or 195(3) or 197 of Income Tax Act, 1961.	Rate specified in certificate	Nil / lower tax deduction certificate obtained from Income Tax Authority.



- (i) The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / KFinTech post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS) provided that the correct PAN is registered with the Company/Depository Participants.
- (ii) The aforesaid documents such as Form 15G / 15H, documents under Sections 195, 196, 197A, FII/FPI Registration Certificate, Tax Residency Certificate, Form 10F, Nil/lower tax certificate, self declaration etc. duly filled in all respects are required to be uploaded on the link <https://ris.kfintech.com/form15/> on or before Tuesday, August 10, 2021 to enable the Company to determine the appropriate TDS / with holding tax rate applicable. Any communication on the tax determination/deduction for the purpose of the said final dividend received post Tuesday, August 10, 2021 shall not be considered under any circumstances. Please note that incomplete, invalid documents shall be subject to rejection at the discretion of the Company.
- (iii) Effective July 1, 2021, Finance Act, 2021 has inserted Section 206AB of the Income Tax Act ('IT Act') as a special provision for TDS for non-filers of income-tax return whereby tax has to be deducted at twice the rate specified in the relevant provision of the IT Act.
- (iv) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / KFinTech.
- (v) The Shareholders who have not updated their PAN details are required to update the same with Company in case of physical holding with their respective Depository Participant in case of Electronic holding on or before Tuesday, August 10, 2021 to avoid higher rate of tax deduction and to avail the credit of tax so deducted.
- (vi) In case, for any reasons, TDS is deducted at a higher rate by the Company, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- (vii) In the event of any income tax demand (including interest, penalty, etc.) due to short deduction of tax at source by the Company arising from any

misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any tax assessment or appellate proceedings, as may be required.

- (viii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

- 27. Members holding shares in the physical mode are requested to address their communications regarding transfer of shares, change of address etc., quoting their folio number(s) to the Company's Registrar & Share Transfer Agents:

KFin Technologies Private Limited  
 UNIT: PFIZER LIMITED  
 Selenium Tower B, Plot No 31 & 32,  
 Gachibowli Financial District, Nanakramguda,  
 Serilingampally, Hyderabad,  
 Telangana - 500032.  
 Contact person: Mr. Premkumar Nair - Manager  
 Tel: +91 40 6716 2222  
 TOLL FREE NO.: 1800-309-4001  
 e-mail ID: einward.ris@kfintech.com

**AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS 2-SECRETARIAL STANDARDS ON GENERAL MEETINGS, GIVEN BELOW ARE THE DETAILS OF THE DIRECTOR PROPOSED FOR RE-APPOINTMENT.**

**ITEM NO. 3:**

Mr. Samir Kazi (DIN: 07184083) aged about 45 years, is a lawyer with over 20 years of rich legal experience. Mr. Kazi earned his Bachelor's of Law degree from the University of Mumbai in the year 1999. Mr. Kazi started his career with an illustrious law firm in Mumbai - Mulla & Mulla & Craigie Blunt & Caroe, where Mr. Kazi practiced for over 7 years before taking up in-house law practice. Thereafter, Mr. Kazi was a Legal advisor to the Hinduja Group India Limited, before being associated with Pfizer Limited since 2007.

Mr. Kazi has represented various clients in a broad range of litigation disputes and transactional matters, handled complex commercial and business litigation and specialized in alternative dispute resolution. Mr. Kazi's core competencies includes Corporate Laws, Intellectual Property laws, Corporate Governance, Cross Border transactions,

Mergers & Acquisitions, Joint Ventures, Amalgamations and Regulatory laws amongst various other areas of expertise.

Mr. Kazi is responsible for providing quality legal advice, including inputs on matters relating to industrial bodies, governance, compliance and mergers & acquisitions, establishment of strategic alliances, partnerships and relationships with internal & external clients.

Mr. Kazi was appointed as a Whole-time Director on the Board designated as Executive Director - Legal for a period of 5 years on February 14, 2020.

In terms of Section 152 of the Companies Act, 2013, Mr. Kazi is liable to retire by rotation at the 70<sup>th</sup> Annual General Meeting. Mr. Kazi being eligible, offers himself for re-appointment.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Kazi (being the appointee) are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3. This Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 - Secretarial Standard on General Meetings.

None of the Directors or Key Managerial Personnel are related to each other. The Number of Board / Committee Meetings attended during the year and other Directorships, Membership / Chairmanship of Committees are stated in the Corporate Governance Report (Annexure G to the Board's Report).

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

**A STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ("THE ACT") FOR ITEM NOS: 4-5.**

**ITEM NOS. 4**

The Board of Directors of the Company at their meeting held on February 5, 2021 had, pursuant to the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. S. Sridhar (DIN: 05162648) as the Managing Director of the Company for a further period of 5 years with effect from March 18, 2021 on such remuneration, payments, perquisites, benefits and amenities as set out in the Resolution at Item No. 4 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.

Mr. S. Sridhar, aged about 53 years, is leading Pfizer Inc's commercial business in India. Mr. Sridhar has in his career successfully steered many strategic projects, global brand launches, business restructuring actions, Mergers & Acquisitions and Joint Ventures. A Chartered Accountant with three decades of experience, Mr. Sridhar has successfully donned multiple hats in his career as Chief Financial Officer, Business Unit and Supply Chain Head and the Managing Director of Pfizer Limited business since March 18, 2016. Mr. Sridhar was appointed as the Executive Director of the Company in May 14, 2013.

Mr. Sridhar has successfully led the implementation of merger of Wyeth Limited with Pfizer Limited that has resulted in the two listed entities successfully combining talent and product portfolios to create a single 'go to market' strategy, stronger market presence and increased long term shareholder value. Mr. Sridhar was also responsible for developing the integrated company's institutional business strategy which resulted in a strong Pfizer product portfolio presence in major institutions across the country and leading the development of company's multi-channel marketing strategy.

Mr. Sridhar is an Executive Member and President of Organisation of Pharmaceutical Producers of India (an association of Research Based Pharmaceuticals Organisations) and is also the Chair of its Finance and Taxation Work Group. Mr. Sridhar is also the former Chair of The Federation of Indian Chambers of Commerce and Industry (FICCI) Pharma Committee. In this capacity, Mr. Sridhar has effectively advocated for policies that are pro patient, encourage innovation and provide for a positive environment for the industry to grow.

Prior to joining Pfizer, Mr. Sridhar spent 13 years with Diageo, one of the largest alcoholic beverages companies. Mr. Sridhar was the Finance Director when he left Diageo India.

Mr. Sridhar does not hold any shares in the Company. Mr. Sridhar is an Executive Member and President of Organisation of Pharmaceutical Producers of India. Mr. Sridhar is not a Director in any other Company.

Mr. Sridhar is not disqualified from being appointed/ re-appointed as Director and Managing Director in terms of Section 164 and other applicable provisions of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Sridhar (being the appointee) are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4. This Statement may also be regarded as a disclosure under

Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 - Secretarial Standard on General Meetings.

The given particulars of his appointment and remuneration as set out in the Resolution at Item No. 4 of the Notice of the Meeting may be treated as an Abstract pursuant to Section 190 of the Act. None of the Directors or Key Managerial Personnel are related to each other. The Number of Board / Committee Meetings attended during the year and other Directorships, Membership / Chairmanship of Committees are stated in the Corporate Governance Report (Annexure G to the Board's Report).

The terms and conditions of re-appointment of Mr. Sridhar is open for inspection by the Members.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

**ITEM NO. 5:**

Pursuant to Section 148 of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors at its Meeting held on May 26, 2021, on the recommendation of the Audit Committee, appointed Messrs. RA & Co., Cost Accountants (having Firm's Registration No. 000242) for conducting Cost Audit of the cost records maintained by the Company for manufacturing of pharmaceutical formulations for the financial year ending March 31, 2022, at a remuneration of ₹13,25,000/- (Rupees Thirteen Lakhs and Twenty Five

Thousand only) plus applicable taxes and out-of-pocket expenses which is subject to ratification by the Members. The said remuneration as approved by the Board of Directors payable to Messrs. RA & Co. requires to be ratified by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

**By Order of the Board of Directors**

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

**Mumbai, May 26, 2021**      **Membership No.: ACS19267**

Registered Office:  
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  
Website: [www.pfizerindia.com](http://www.pfizerindia.com)  
E-mail ID: [contactus.india@pfizer.com](mailto:contactus.india@pfizer.com)  
CIN: L24231MH1950PLC008311