

FORM A

(Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges)

1	Name of the Company	:	Pfizer Limited
2	Annual Financial Statements for the year ended	:	31 st March, 2015
3	Type of Audit Observation	:	Un-qualified
4	Frequency of observation	:	Not Applicable

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No:
101248W/W-100022




Sadashiv Shetty
Partner
Membership No: 048648

For **Pfizer Limited**



R.A. Shah
Chairman &
Chairman of Audit Committee
(DIN: 00009851)

For **Pfizer Limited**



Aijaz Tobacowalla
Managing Director
(DIN: 05312126)

For **Pfizer Limited**



Ravi Prakash Bhagavathula
Chief Financial Officer

Place: Mumbai
Date: 24 June, 2015

Place: Mumbai
Date: 24 June, 2015





She is
shouldering
more responsibilities
and owning her
own success.

She is forcing change
by becoming it herself.
By becoming more
than she ever was before.

She is leaving
old notions behind;
navigating her way
into uncharted territory.

is becoming more than she ever was before

At **Pfizer** too, we are becoming more than we were before. This year, we saw the benefits of the integration between the Pfizer and Wyeth assets - an integrated portfolio and team - that delivered a strong performance in the market.

The integrated Pfizer portfolio is deeper and wider than before - deeper now in the therapy areas we were present in and wider by opening up entirely new segments of patients to serve. The most telling example of a deeper and wider portfolio is our offerings in the area of Women's Health - offerings that address their healthcare needs across age groups.

The integrated workforce is now living shared values, driving a stronger business performance and also winning industry recognition.



As a business, Pfizer has delivered a strong performance. We are now even more meaningful to many more healthcare professionals, patients and customers than ever, continue to lead our peers in the market and place our own products among the top brands of the country. Our engagement and advocacy with policymakers, too, is much more active, as is our role within the industry associations.

In the pursuit of becoming more than we were before, we are in fact becoming more of what we always were – a company that applies science and its people to bring therapies that extend and significantly improve their lives.



She

is shouldering
bigger responsibilities

She is not satisfied with what was. She is acquiring new skills and opening the doors to brand new opportunities.

Today, She is running her own business, leading the village panchayat and flying airplanes. And if she chooses to, she is also whipping up a delicious recipe, bringing up her children and running the household.

She is outsmarting the traditional conventions. She is taking on even bigger responsibilities.

Pfizer is changing too, taking on bigger responsibilities with a much bigger portfolio.

Complementary product portfolios are now integrated into one strong set of seamless offerings.

The integrated portfolio now also features powerful brands in oral contraceptives to give us a comprehensive range of solutions in this segment. With the addition of the biggest folic acid brand and the biggest Iron supplement brand, Pfizer now plays a much larger part in meeting the needs of a woman's health.

The expanded portfolio has also created scale. From a reasonable participation in the therapeutic area, Pfizer is now among the strongest in Women's Health.

With the addition of Prevenar 13, Pfizer now debuted in this therapeutic area with India's largest vaccine.

Building upon their strong equity, key flagship Pfizer brands are also expanding with the addition of line extensions to cater to a wider segment of patients and consumers.

She

is bringing
a family together



In a role as a family caregiver, She remains the 'sutraddhar'- the central figure that brings all together.

She is the custodian of values, and She builds and integrates her family around them.

Her way is one of fair and equitable care and affection. She will help set ambitions and often be the provider of what each member needs to succeed. Yet, She is the center of the "One Family" – of shared achievements, shared joy and shared celebration.

The **Pfizer** values are a declaration of our core beliefs and define a culture that cultivates achievement. They reflect the enduring character of the company and its people.

Bringing colleagues from the merged Pfizer entity together under one set of shared values and a One Pfizer way, has been a parallel and ongoing process to that of the legal merger with Wyeth.

A number of activities were conducted and processes implemented, including the harmonization of compensation benefits. Company-wide training programs and workshops were conducted through the year, particularly for enhancing the competency of field colleagues. This year, the company has seen the full benefits of an aligned and integrated team.

The Pfizer field force today has expanded expertise in many new therapeutic areas, opening up entire segments of health care professionals on whom we call upon. The effectiveness and efficiency of our Sales force was also recognized by the Industry; when Pfizer received the prestigious OPPI Sales Force Excellence Award.

Combined with a more comprehensive portfolio, Pfizer has a lot more to offer to many more patients and healthcare professionals than ever before.



She

is creating
her own success

She is forging her own path and creating her own success. Not only for herself, but also for those who depend on her.

As an entrepreneur, She is creating livelihoods for many She employs.

As a CEO, She is leading with confidence and courage, driving performance and creating value for her customers and shareholders.

For **Pfizer** too, this year stands out for achieving success and delivering a strong performance. This was driven by a more comprehensive portfolio and an active engagement strategy in the field that saw an increase in the number of prescribers for Pfizer products.

On a like to like comparable basis, the company reported a revenue growth of 12% while profit from operations grew by 17%.

In fact, as per IMS MAT March 2015 data, Pfizer's revenue growth was higher than the peer multi-national companies.

The company continues to place more of its products among the top pharmaceuticals brands of the country. This year, Eight of the Pfizer products featured among the top 100 of the country, up from six last year. In fact, three of these feature among the top 20 pharmaceuticals brands in India. Pfizer Ltd. itself ranks among the top ten pharmaceuticals companies in the country.

In Vaccines, Vitamins & Minerals, Respiratory and Blood related therapeutic areas, the top brand (Prevenar 13, Becosules, Corex Cough Syrup and Folvite respectively) belongs to Pfizer. (as per IMS MAT March 2015).

The Women's Health portfolio is a leader in the represented gynecology market with most of its brands in the top or among the top 3 positions in their respective segments. The team increased its focus on customer coverage, communication and product pack changes which helped in gaining higher volumes in the market.

MANAGING DIRECTOR'S LETTER

DEAR SHAREHOLDERS,

This year, we concluded the amalgamation between Wyeth Limited and Pfizer Limited. The two organizations together are now finally, and formally, One Pfizer!

Our portfolio, as a consequence, is stronger than ever. The most significant addition is in the area of Women's Health. Your company is now calling upon a much wider base of physicians and serving the healthcare needs of many more patients and consumers in the country. We are now among the top ten in the Pharmaceuticals sector in India.

The ability to be one in name and spirit has brought our people together; unified under common values that define the way we work. We have continued to invest in building our people's skills and advancing their personal growth. We have continued to leverage technology in our field operations. This has contributed to the organization achieving its business goals and also being recognized by our industry association through the OPPI Field Force Excellence Award.

Proficient people and a powerful portfolio emerged as the key contributors to a strong performance. On a comparable basis, your Company reported a revenue growth of 12% while profit from operations grew by 17%. The policy environment in which your Company operates, plays an important part in its success. A key development on this front was a change in the Government



at the Centre. The new Government has promised to improve the ease of doing business in India and help push growth across various sectors. Initiatives such as the work towards the National Health Policy and an Intellectual Property Rights Policy signal a positive intent. At the same time, the Pharmaceuticals Industry saw major challenges that had an impact on the very core of its business. The most significant of these was the imposition of price controls on drugs beyond the National List of Essential Medicines (NLEM). Work also started during the year on the revision of the NLEM itself, with any new drugs falling under automatic price control. These developments underscore the unpredictability of pricing policies for the pharmaceuticals sector in India.

The end of the year has brought us closer to the beginning of a new chapter in the way we work. Your Company is in the final stages of moving into a brand new corporate office at the Capital building in Bandra Kurla Complex, the heart of Mumbai's new commercial district. This will bring colleagues from all parts of our business under one roof in an open office setting. Increased collaboration and pride in the new workplace will usher in new energy.

Yours Sincerely,
Aijaz Tobacowalla
Managing Director
Pfizer Limited

TOP PERFORMING BRANDS ACROSS TEAMS



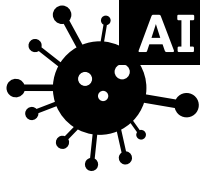
RESPIRATORY





CNS (Central Nervous System)

CV (Cardiovascular)



AI (Anti-Infective)





FOLVITE[®]
FOIC ACID TABLET 5 mg

Autrin[®]
(Haematinic Capsules)

Premarin[®]
Conjugated Estrogens Tablets USP 0.3 mg and 0.625 mg

♀ WHC (Women's Healthcare)



MAGNUM/TRADE Rx

BECOSULES[®]

Gelusil[®]
ANTACID & ANTI-GAS
ALUMINA, MAGNESIA and SIMETHICONE

Wysolone^{*}
PREDNOLONE 5mg/10mg

Terramycin^{*}



VACCINES





IP (Innovative Products)

CONSUMER HEALTHCARE



Disclaimer – The annual report and its entire contents are for the information of the shareholders of the Company, and are not intended to recommend, advertise or suggest the use of any products.

VISION Innovate to bring therapies to patients that significantly improve their lives.

INTEGRITY | RESPECT FOR PEOPLE | CUSTOMER FOCUS | COMMUNITY | INNOVATION
COLLABORATION | PERFORMANCE | LEADERSHIP | QUALITY

VALUES

MISSION To be the premier, innovative bio-pharmaceutical company.



KEY MILESTONES ACHIEVED

Conducted more than 250 clinical trials in India.

First pharmaceutical company to receive accreditation from the Association for the Accreditation of Human Research Protection Programs (AAHRPP).



AWARDS AND RECOGNITION

Winner of OPPI Sales Force Excellence Award 2014

Winner of the 8th Indo-American Corporate Excellence Award in the manufacturing category for being the best U.S. company operating in India (2012)

Received the Platinum Award at the Indian Manufacturing Excellence Awards (IMEA) for the Pfizer India Goa plant



COMPANY HISTORY

Employee Strength 2,797
(As on 31 Mar, 2015)

Pfizer ranks 9th among the IPM (Indian Pharmaceutical Market) and 3rd among MNC's.
(As per IMS Mar, 2015 TSA data)

Pfizer's major M&A Parke-Davis in 2003, Pharmacia in 2005 and Wyeth in 2014.



BUSINESS

Pfizer's revenue in last three financial years
FY 13-14 ₹ 100,427.20 lakhs
FY 12-13 ₹ 94,797.73 lakhs
FY 11-12 ₹ 101,732.34 lakhs

Stockists & Retailers
Around 7,000 stockists
Over 300,000 retailers



PRODUCT

120 Brands

Top Brands in respective categories

PREVENAR-13	COREX	BECOSULES	GELUSIL-MPS	MAGNEX	DOLONEX
No. 1	No. 1	No. 1	No. 1	No. 1	No. 3

WOMEN'S HEALTHCARE

Pfizer's Women's Healthcare Portfolio consists of a comprehensive range of products. As a therapeutic area, Women's Health is a key portfolio for Pfizer.

In several segments, within the portfolio, your Company enjoys market leadership positions.

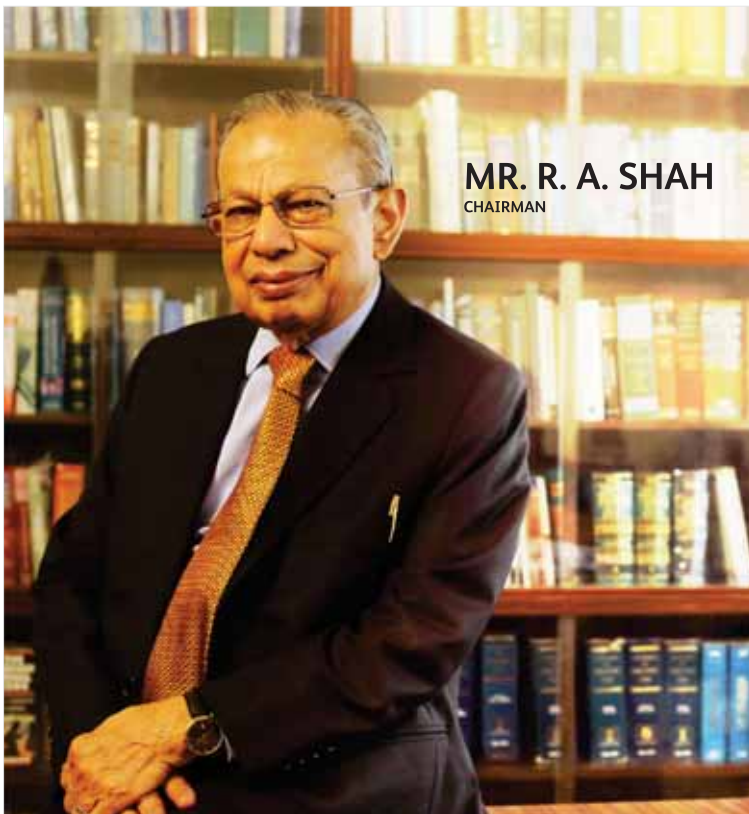
In the Oral Contraceptives segment, Ovral L enjoys 27.8% of the units volume market share. This makes it the number one brand in the segment (Source: IMS TSA MAT March 2015). With 46.5% units volume market share, Folvite remains the number one brand in the category of Folic Acid Supplements, while Autrin is in the leadership position in the category of Hematinic Oral Solids, with units volume market share of 10.1%.

Brands such as Mucaine in the category of Liquid Antacids, Premarin in the category of Conjugated Estrogens and Citralka in Urinary Alkalizers feature among the top three in their respective segments in units volume market share. The integrated portfolio together with a number of in-market initiatives, new product pack introductions and targeted engagement with physicians have resulted in an increased prescription for our brands.





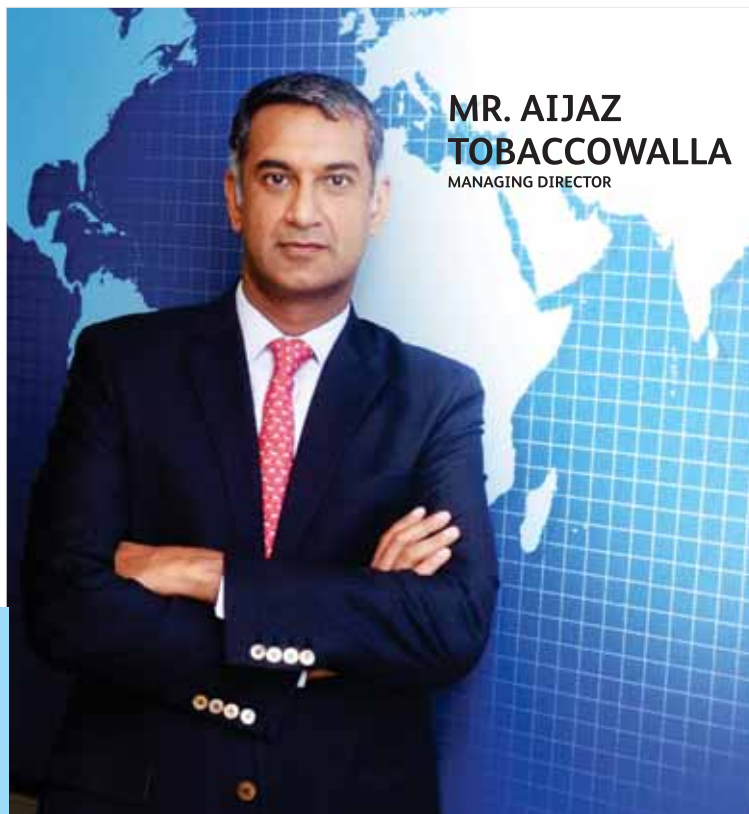
BOARD OF DIRECTORS



MR. R. A. SHAH
CHAIRMAN

Mr. R. A. Shah is a Solicitor by profession and is the Senior Partner of Crawford Bayley & Co., a leading firm of Advocates & Solicitors.

Mr. Shah specializes in a broad spectrum of corporate laws in general, with special focus on Foreign Investments, Joint Ventures, Technology & License Agreement, Intellectual Property Rights, Mergers & Acquisitions, Industrial Licensing & Anti-Trust Laws, Company Law and Taxation. He is also the Chairman/Director of several public listed companies.

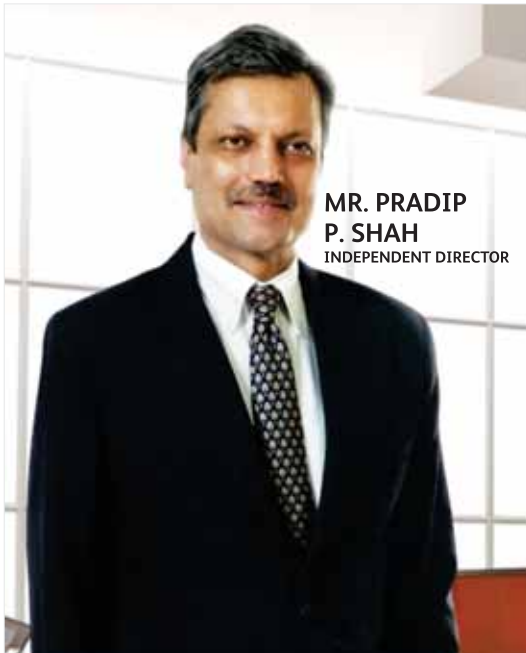


Mr. Aijaz Tobaccowalla was appointed as the Managing Director of the Company with effect from August 16, 2012.

He is an experienced global leader and has worked with the Promoter Group in the United States, Europe, and Asia, supporting established and emerging markets. He has extensive pharmaceutical experience and is a strategist with global delivery capability. Mr. Tobaccowalla has held positions of increasing responsibility in Pfizer Inc., USA, the last being the position of Senior Vice President, Worldwide Bio-pharmaceutical and Commercial Business Technology.

He is a Science graduate with a major in Computer Science and a minor in Mathematics. He also holds a Masters Degree in Business Administration from the Stern School of Business, New York University.

BOARD OF DIRECTORS



Mr. Pradip 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. He has also served as a consultant to USAID, the World Bank and the Asian Development Bank.

Mr. Shah is on the Board of several reputed companies and is also a member of various prestigious committees/commissions. He is presently the Chairman of IndAsia Fund Advisors Pvt. Ltd.

Mr. Pradip Shah holds an 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. Uday Khanna is currently the Chairman of Bata India Limited. He was the Chairman of Lafarge India Private Limited. He is also on the Board of several reputed companies.

Mr. Khanna was the President of the Indo-French Chamber of Commerce & Industry in 2008 and 2009. He was the President of the Bombay Chamber of Commerce & Industry in 2012 and 2013.

Mr. Uday Khanna is a Chartered Accountant by profession, with a distinguished career spanning close to four decades with Hindustan Lever/Unilever and Lafarge India and had handled a variety of roles in finance, commercial and general management including the position of Managing Director & CEO of Lafarge India from July 2005 to July 2011.



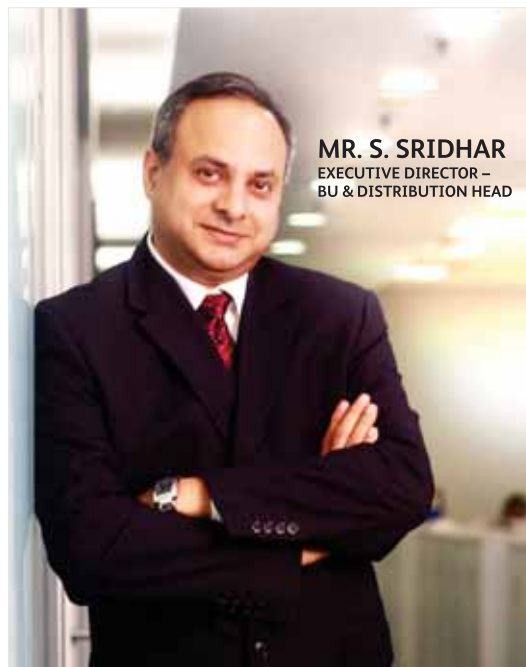


**MR. SUNIL
S. LALBHAI**
INDEPENDENT DIRECTOR

Mr. Sunil Lalbhai is the Chairman and Managing Director of Atul Limited, a leading diversified chemical company. He has expertise and wide experience in the Management field.

He was on the Board of Wyeth Limited from 2002 till its amalgamation with Pfizer Limited. Mr. Lalbhai joined the Board of Pfizer Limited with effect from February 14, 2015.

Mr. Lalbhai holds a Masters degree in Chemistry from the University of Massachusetts and a Masters Degree in Economic Policy and Planning from Northeastern University.



MR. S. SRIDHAR
EXECUTIVE DIRECTOR –
BU & DISTRIBUTION HEAD

Mr. S. Sridhar is a Business Unit Head and also heads the Distribution function. Prior to this role, he held the position of Chief Financial Officer of the Company from June 5, 2008 to May 12, 2015.

Mr. Sridhar is a Chartered Accountant by profession with over 20 years of experience in the finance field. He was appointed to the Board with effect from May 14, 2013.

Before joining Pfizer, Mr. Sridhar held the position of Finance Director of Diageo India Pvt. Ltd. He is also a member of the Organization of Pharmaceutical Producers of India, Finance and Taxation Committee.

BOARD OF DIRECTORS



**MR. VIVEK
DHARIWAL**
EXECUTIVE DIRECTOR –
TECHNICAL OPERATIONS

Mr. Vivek Dhariwal heads the Manufacturing Division of the Company.

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 and has a wide range of Industrial experience in Pharmaceuticals, Agrochemicals, Specialty 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.

Dr. Lakshmi Nadkarni joined Pfizer Limited in March, 2013 to lead the Corporate Human Resources Division.

In this role, she leads the delivery of strategic HR solutions. Dr. Lakshmi Nadkarni was appointed as Executive Director on the Board of Pfizer Limited effective February 14, 2015.

Dr. Nadkarni has over two decades of experience in Human Resources Management and Business Partnering across Chemical, Manufacturing, and FMCG Sectors. She was awarded the 'Woman Super Achiever 2014' award, at the World Woman Leadership Congress, Mumbai. She has earned her Doctorate in Sociology from the Pune University after her Masters in Sociology.



**DR. LAKSHMI
NADKARNI**
EXECUTIVE DIRECTOR –
HUMAN RESOURCES

LEADERSHIP TEAM

(as on June 12, 2015)

Registered Office:

Pfizer Limited
Pfizer Centre, Patel Estate,
Off S. V. Road, Jogeshwari (W),
Mumbai - 400 102.
Tel: 022-66932000 Fax: 022-26784569
Website: www.pfizerindia.com
E-mail ID: contactus.india@pfizer.com
CIN: L24231MH1950PLC008311

Registrar &

Share Transfer Agents:

Karvy Computershare Private Limited
UNIT: PFIZER LIMITED
Karvy Selenium Tower B, Plot No 31 & 32
Gachibowli, Financial District,
Nanakramguda, Serilingampally
Hyderabad, Telangana – 500032
Tel: 040-67162222 Fax: 040-23001153
TOLL FREE NO.: 1-800-3454-001
E-mail ID: einward.ris@karvy.com

SOLICITORS & ADVOCATES

AZB Partners
Crawford Bayley & Co.

BANKERS

Citibank N.A.
Deutsche Bank AG
HSBC Limited
ICICI Bank
Standard Chartered Bank

Company Secretary
Prajeet Nair

Statutory Auditor
B S R & Co. LLP

Cost Auditor
RA & Co.

Aijaz Tobaccowalla
Managing Director



Gul Raj Bhatia
Business Unit Head



Manoj Irap
Business Unit Head



Partha Ghosh
Business Unit Head



S. Sridhar
Business Unit
and Distribution Head



Suresh Muddana
Business Unit Head



Suresh Subramanian
Business Unit Head



Vivek Dhariwal
Technical Operations



Ashish Venkataramani
Strategy &
Business Operations



Ashish Vohra
Compliance



Lakshmi Nadkarni (Dr.)
Human Resources



**Ravi Prakash
Bhagavathula**
Chief Financial Officer



Samir Kazi
Legal



Sharad Goswami
Public Affairs



Shiva Nair
Business Technology

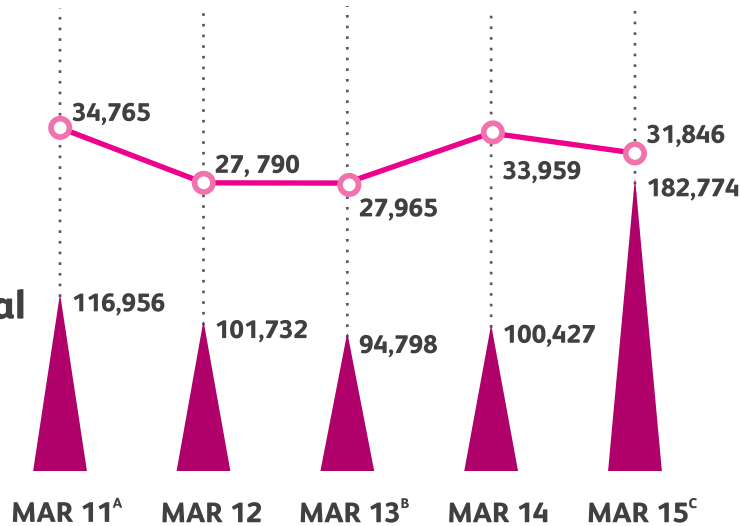


Sung-Ryeul Park
Global Commercial
Operations



FINANCIAL HIGHLIGHTS

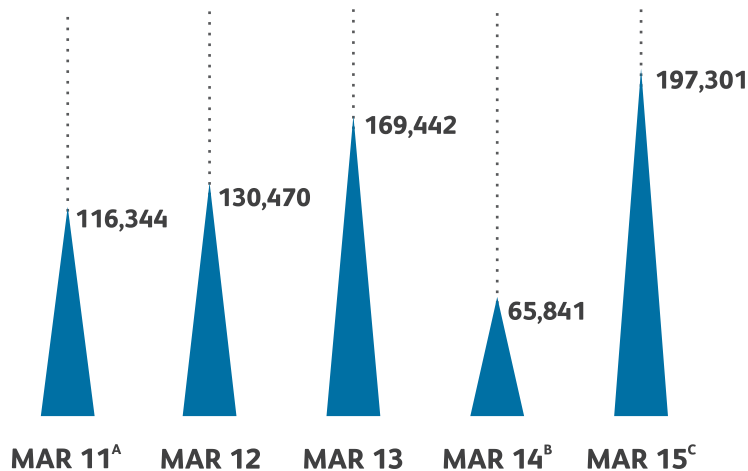
Revenue & Profit Before Tax and exceptional items
₹ in Lakhs



▲ Revenue ● Profit before tax and exceptional items

A - 16 month period | B - Revenues for the year March 2013 were lower due to sale of Animal Health Business in April 2012
C - Amalgamation of Wyeth Ltd, Profit lower due to amortization of intangible assets & goodwill and higher expenses

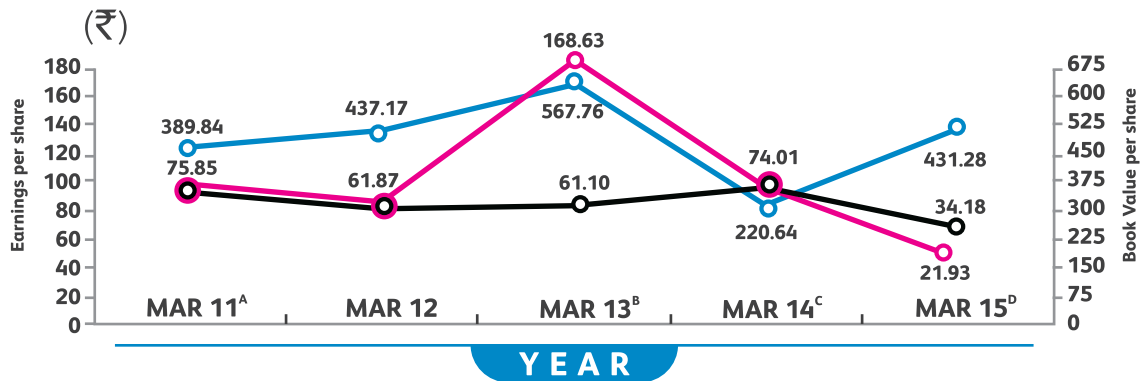
Net Worth
₹ in Lakhs



▲ Net Worth

A - 16 month period | B - Interim Dividend payment ₹ 360 per share resulted in lower net worth | C - Amalgamation of Wyeth Ltd.

EPS & Book Value



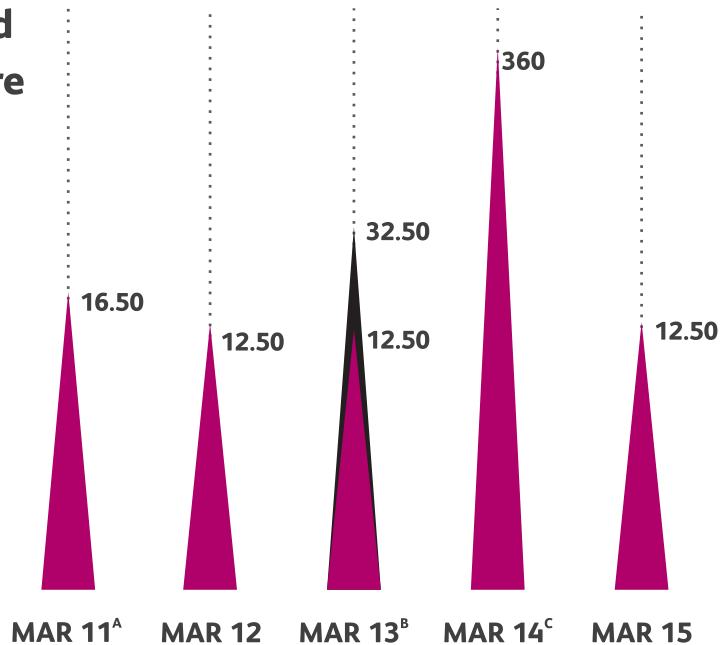
● EPS before exceptional items ● EPS after exceptional items ● Book Value

A - 16 month period | B - EPS and Book value per share were impacted due to sale of Animal Health Business

C - Interim Dividend payment ₹ 360 per share resulted in lower Book value per share

D - Amalgamation of Wyeth Ltd, EPS for March 2015 lower due to amortization of intangible assets & goodwill and higher expenses

Dividend Per Share (₹)



▲ Normal ▲ Special

A - 16 month period | B - Special dividend of ₹ 20 per share on sale of Animal Health Business

C - Interim dividend payment ₹ 360 per share

TEN YEAR FINANCIAL SUMMARY

Currency: ₹ in lakhs

Particulars	Nov 2005	Nov 2006	Nov 2007 #	Nov 2008 **	Nov 2009 ^	Mar 2011 16 months	Mar 2012	Mar 2013 @	Mar 2014	Mar 2015 \$
Sources of Funds										
Shareholders' Funds										
Share Capital	2,984	2,984	2,984	2,984	2,984	2,984	2,984	2,984	2,984	4,575
Reserves and Surplus	34,672	37,589	61,880	86,972	96,449	113,360	127,486	166,458	62,857	192,726
Total Shareholders' Funds	37,656	40,573	64,864	89,956	99,433	116,344	130,470	169,442	65,841	197,301
Borrowed Funds										
Unsecured Loans	-	-	-	-	-	-	-	-	-	250
Total	37,656	40,573	64,864	89,956	99,433	116,344	130,470	169,442	65,841	197,551
Application of Funds										
Net Fixed Assets	7,770	6,675	7,040	8,306	9,329	8,621	3,186	2,594	2,318	95,690
Investments	-	-	50	50	50	-	4,755	4,599	4,449	4,266
Deferred Tax Asset (Net)	903	1,436	1,298	2,267	2,750	3,554	3,708	3,988	3,419	6,714
Current Assets, Loans and Advances:										
Inventories	8,983	9,845	9,506	12,468	11,337	15,932	18,324	16,515	15,150	38,790
Sundry Debtors	8,282	6,901	6,137	5,973	6,439	9,819	14,178	14,209	17,339	15,787
Cash and Bank Balances	20,993	30,651	47,979	54,306	52,740	57,701	86,627	143,294	30,779	60,929
Other Current Assets	214	903	817	1,449	482	591	964	2,098	611	1,430
Loans & Advances	6,693	6,821	13,537	24,795	37,209	42,127	26,414	18,653	23,604	37,549
Total Currents Assets, Loans and Advances	45,165	55,121	77,976	98,991	108,207	126,170	146,507	194,769	87,483	154,484
Less: Current Liabilities and Provisions										
Current Liabilities	13,404	14,495	10,628	12,214	13,289	15,719	17,168	19,026	21,471	42,090
Provisions	6,448	9,498	11,165	7,444	7,614	6,282	10,518	17,482	10,357	21,513
Net Current Assets	25,313	31,128	56,183	79,333	87,304	104,169	118,821	158,261	55,655	90,881
Voluntary Retirement Schemes	3,670	1,334	293	-	-	-	-	-	-	-
Total	37,656	40,573	64,864	89,956	99,433	116,344	130,470	169,442	65,841	197,551
Income										
Gross Sales	69,750	76,586	77,301	76,482	81,183	121,501	105,834	99,509	105,743	190,076
Less : Excise Duty	5,416	6,039	6,199	5,409	3,956	4,545	4,102	4,711	5,315	7,302
Less : Sales Tax	4,482	4,312	3,836	3,302	-	-	-	-	-	-
Net Sales	59,852	66,235	67,266	67,771	77,227	116,956	101,732	94,798	100,427	182,774
Operating and Other Income	4,103	5,953	34,270	9,342	10,074	17,579	16,870	20,733	21,692	9,292
Total	63,955	72,188	101,536	77,113	87,301	134,535	118,602	115,531	122,119	192,066
Expenditure										
Material Cost	20,007	22,356	23,148	23,759	28,771	39,049	35,910	33,305	37,488	73,985
Personnel Cost	10,014	10,234	10,170	10,210	12,920	22,699	19,282	20,670	19,177	23,636
Manufacturing and Other Expenses	19,273	19,746	20,510	20,966	22,689	36,823	34,605	32,323	30,662	49,414
Interest Expense	15	7	2	-	-	-	-	-	-	-
Depreciation and amortization	1,385	1,307	958	1,112	828	1,200	956	802	797	13,108
Finance Cost	-	-	-	-	-	-	59	24	36	77
Total	50,694	53,650	54,788	56,047	65,208	99,771	90,812	87,124	88,160	160,220
Profit Before Taxation and Exceptional Items	13,261	18,538	46,748	21,066	22,093	34,764	27,790	27,965	33,959	31,846
Exceptional Items -Net	(2,337)	(2,337)	(1,735)	20,790	(1,092)	(302)	(37)	41,412	-	(8,045)
Profit Before Taxation	10,924	16,201	45,013	41,856	21,001	34,462	27,753	69,377	33,959	23,801
Taxation	4,112	5,628	11,120	11,944	7,313	11,828	9,292	19,057	11,873	13,768
Profit for the year before impact of the Scheme of Amalgamation	6,812	10,573	33,893	29,912	13,688	22,634	18,461	50,320	22,086	10,033
(i) Profit after tax of erstwhile Wyeth Limited, the amalgamating company	-	-	-	-	-	-	-	-	-	8,792
(ii) Depreciation / amortization on fair valuation of fixed assets (net of tax)	-	-	-	-	-	-	-	-	-	(11,844)
Profit for the year	6,812	10,573	33,893	29,912	13,688	22,634	18,461	50,320	22,086	6,981
Tax Provision as a % of PBT (%)	37.6	34.7	24.7	28.5	34.8	34.3	33.5	27.5	35.0	57.8
Net Profit as a % of Sales (%)	9.8	13.8	50.3	44.1	17.7	19.4	18.1	53.1	22.0	3.8
Earnings Per Share (₹)										
(a) Computed on the basis of profit for the year	22.83	35.43	113.58	100.24	45.87	75.85	61.87	168.63	74.01	15.26
(b) Computed on the basis of profit for the year before the impact of Scheme of Amalgamation										
(i) before exceptional items (net of tax)	-	-	-	-	-	-	-	-	-	34.18
(ii) after exceptional items	-	-	-	-	-	-	-	-	-	21.93
Equity Dividend Per Share (₹)	10.00	22.50	27.50	12.50	12.50	16.50	12.50	32.50	360.0	12.50
Total Dividend Amount (₹ in Lakhs)	2,984	6,714	8,206	3,730	3,730	4,924	3,730	9,699	10,742.9	5,718
Book Value per share (₹)	126.19	135.95	217.37	301.46	333.22	389.84	437.17	567.76	220.64	431.28

Includes profit on sale of Chandigarh property.

** Includes profit on sale of 4 consumer healthcare brands.

^ Includes results of erstwhile Duchem Laboratories Ltd. on its amalgamation with the Company.

@ Includes gain on sale of the animal health business and sale of investment in the subsidiary.

\$ Includes results of erstwhile Wyeth Limited on its amalgamation with the Company.

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NOTICE -

64th Annual General Meeting

NOTICE is hereby given that the 64th 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 Monday, 13th July, 2015 at 3.00 p.m.** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company including the Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend for the financial year ended 31st March, 2015.
3. To appoint a Director in place of Mr. S. Sridhar (DIN: 05162648), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 ordinary resolution passed by the Members at the 63rd Annual General Meeting of the Company and the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Messrs. B S R & Co. LLP, Chartered Accountants, having Firm’s Registration No. 101248W/W-100022 as the Statutory Auditors of the Company for the financial year ending 31st March, 2016, at such remuneration as may be approved by the Board of Directors of the Company, be and is hereby ratified.”

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 pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sunil S. Lalbhai (DIN: 00045590), who holds office as an Additional Director of the Company up to the date of this Annual General Meeting in terms of Section 161 of the Act and who qualifies for being appointed as an Independent Director, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of 5 (five) years, effective 14th February, 2015, not being 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 Dr. Lakshmi Nadkarni (DIN: 07076164) who holds office as an Additional Director of the Company up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (“the Act”) and being eligible for appointment, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Act and Clause 49 of the Listing Agreement (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 appointment of Dr. Lakshmi Nadkarni (DIN: 07076164) as a Whole-time Director of the Company for a term of 5 (five) years with effect from 14th February, 2015 and to her 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 Dr. Lakshmi Nadkarni shall be subject to a maximum limit of ₹1,75,00,000/- (Rupees One Crore Seventy-five Lakhs only) per annum.

B. Perquisites, Benefits and Amenities:

In addition to the above mentioned Salary, Fixed Allowances and Bonus / Performance Linked Incentives, Dr. Lakshmi Nadkarni will also be entitled to the following perquisites, benefits and amenities:

(a) Conveyance/Car Allowance:

Dr. Lakshmi Nadkarni will be entitled to conveyance/car allowance as per rules of the Company.

(b) Communication Allowance/Expenses:

Dr. Lakshmi Nadkarni will be entitled for communication allowance/reimbursement as per rules of the Company.

(c) Medical Expenses:

Reimbursement of medical expenses incurred by Dr. Lakshmi Nadkarni and her family as per rules of the Company.

(d) Leave and Leave Travel Assistance:

Leave as per rules of the Company. Leave Travel Assistance for Dr. Lakshmi Nadkarni and family as per rules of the Company.

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

Personal Accident Insurance, Group Term Assurance and Hospitalization Coverage as per rules of the Company.

(f) Provident Fund:

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

(g) Gratuity

Contribution to Gratuity Fund as per rules of the Company.

(h) Reimbursement of Expenses:

Dr. Lakshmi Nadkarni will also be entitled to reimbursement of expenses incurred by her for the purpose of business of the Company.

(i) 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, 1962, wherever applicable.

C. Minimum Remuneration:

Subject to such approvals as may be necessary, 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 will be paid and allowed to Dr. Lakshmi Nadkarni during her tenure of office as a 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 Dr. Lakshmi Nadkarni 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 Dr. Lakshmi Nadkarni 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."

8. 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 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 thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹10,40,000/- (Rupees Ten Lakhs Forty Thousand only) plus service tax 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 records maintained by the Company for the financial year ending 31st March, 2016, be and is hereby ratified."

9. 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 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the revised Articles of Association which is placed before the Members at this meeting duly initialed by Mr. R. A. Shah, Chairman for the purpose of identification, be and is hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

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

Prajeet Nair
Company Secretary

Mumbai, 12th June, 2015

Registered Office:

Pfizer Limited

Pfizer Centre, Patel Estate, Off S. V. Road,

Jogeshwari (W), Mumbai - 400 102

Tel: 91 22 6693 2000 Fax: 91 22 2678 4569

Website: www.pfizerindia.com

E-mail ID: contactus.india@pfizer.com

CIN: L24231MH1950PLC008311

Notes:

1. A Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, (“the Act”) with respect to Item Nos. 5 to 9 of the Notice is annexed hereto.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 3rd July, 2015 to Monday, 13th July, 2015 (both days inclusive) for the purpose of payment of dividend.

Dividend for the financial year ended 31st March, 2015, as recommended by the Board of Directors of the Company, if approved at the Annual General Meeting, will be paid to the Members on 28th July, 2015 as under:

- i. To all Beneficial Owners in respect of shares held 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, 2nd July, 2015;
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Thursday, 2nd July, 2015.
3. IN TERMS OF SECTION 105 OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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.

A person can act as Proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.

The instrument appointing the 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 does not have the right to speak at the Meeting and can vote only on a poll.

4. Members / Proxies / Authorized Representatives 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. The Annual Report duly circulated to the Members of the Company, is available on the Company's Website at 'www.pfizerindia.com'.
6. Members seeking any information or clarification on the Annual Report are requested to send written queries to the Company, at least one week before the date of the Meeting to enable the Company to compile the information and provide replies at the Meeting.
7. 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:

Karvy Computershare Private Limited

UNIT: PFIZER LIMITED

Karvy Selenium Tower B, Plot No 31 & 32
 Gachibowli, Financial District, Nanakramguda, Serilingampally
 Hyderabad, Telangana – 500032
 Contact person: Mr. MRV Subrahmaniam
 Tel: 040 6716 2222
 Fax: 040 2300 1153
 TOLL FREE NO.: 1-800-3454-001
 E-mail ID: einward.ris@karvy.com

8. Pursuant to Clause 5A.II of the Listing Agreement with the Stock Exchanges, 67,056 unclaimed shares held by 2440 shareholders were outstanding in the Company's Unclaimed Suspense Account (including erstwhile Wyeth Limited) as on 31st March, 2015, details of which are as follows:

Particulars	Number of Shareholders	Number of Shares*
Aggregate number as at 1 st April, 2014 (including erstwhile Wyeth Limited)	2,459	74,444
Number of shares claimed and transferred from the Unclaimed Suspense Account during the year (including erstwhile Wyeth Limited)	19	649
Aggregate number as at 31 st March, 2015	2,440	67,056

* The opening balance of 74,444 shares in the Unclaimed Suspense Account includes 22,638 shares held by 592 shareholders of erstwhile Wyeth Limited. 3 shareholders had claimed 175 shares and the same has been transferred to them from the Unclaimed Suspense Account of erstwhile Wyeth Limited. Further, pursuant to the Amalgamation of erstwhile Wyeth Limited with Pfizer Limited, 15,724 shares of Pfizer Limited were issued in lieu of 22,463 unclaimed shares of erstwhile Wyeth Limited as per the share exchange ratio of the Scheme of Amalgamation.

9. In compliance with Sections 205A and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends declared upto the financial years 2006-07, from time to time to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 10th November, 2014 (date of last Annual General Meeting) on the website of the Company, 'www.pfizerindia.com' and also on the website of the Ministry of Corporate Affairs.

Members are requested to contact the Company's Registrar & Share Transfer Agents, in respect of their outstanding dividends for the succeeding years.

10. Pursuant to Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report for 2014-15 is being sent through electronic mode to all the Members whose E-mail IDs are registered with the Company / Depository Participants for communication purposes, unless any member has requested for physical copy of the same. For Members who have not registered their E-mail IDs with the Company / Depository Participants, a physical copy of the Annual Report for 2014-15 is being sent by the permitted mode.

To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Karvy Computershare Private Limited / their respective Depository Participants.

11. 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 can be obtained from the Registrar & Share Transfer Agents.

12. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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. The remote e-voting period commences on Thursday, 9th July, 2015 (9.00 a.m.) and ends on Sunday, 12th July, 2015 (5.00 p.m.).

13. Remote e-voting facility:

A. The Company has appointed Karvy Computershare Private Limited (“Karvy”) to provide the remote e-voting facility. In case of any query pertaining to e-voting, please visit Help & FAQ’s section of Karvy e-voting website: evoting.karvy.com

B. The Instructions for e-voting are as under:

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii) Enter the login credentials (i.e., User ID and password mentioned in your email / printed on the Attendance Slip. Your Folio No. / DP ID - Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User ID:	For Members holding shares in Demat form:
	a. For NSDL: 8 character DP ID followed by 8 digit Client ID
	b. For CDSL: 16 digit Beneficiary ID / Client ID
	For Members holding shares in Physical form:
	Event No. (EVEN) followed by Folio No. registered with the Company
Password:	Your unique password is printed on the Attendance Slip / provided in the email forwarding the electronic notice.

- iii) After entering these details appropriately, click on “LOGIN”.
- iv) 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, E-mail 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.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the “EVENT” i.e., Pfizer Limited.
- vii) 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 in “AGAINST” but the total number in “FOR / AGAINST” taken together should not exceed your total shareholding. If the shareholder does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii) 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 confirm, 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 Resolutions.
- ix) Once the vote on the Resolution is cast by the shareholder, he / she shall not be allowed to change it subsequently.
- x) 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. to the Scrutinizer at E-mail ID pfizerevoting2015@dholakia-associates.com with a copy marked to evoting@karvy.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 Karvy e-voting website: <https://evoting.karvy.com>
- xi) The Cut-off date for determining the eligibility of Members for remote e-voting and poll is Monday, 6th July, 2015.

- xii) 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., Monday, 6th July, 2015. 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., Monday, 6th July, 2015 only shall be entitled to avail the facility of remote e-voting / poll.
- xiii) 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., Monday, 6th July, 2015, 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 <space> 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.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DP ID, Client ID and PAN to generate a password.
 - c) Member may call Karvy’s toll free number 1-800-3454-001
- xiv) The Annual Report 2014-15 of the Company containing the Notice of the Annual General Meeting is also available on Karvy e-voting website: <https://evoting.karvy.com>
- xv) Karvy Computershare Private Limited shall block the remote e-voting module after 5 p.m. on Sunday, 12th July, 2015.
- xvi) Members who have voted electronically through remote e-voting shall not be eligible to vote at the Annual General Meeting.

14. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting through polling paper shall also be made available to those Members who attends the Annual General Meeting and have not already cast their vote by e-voting.

15. 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 polling process in a fair and transparent manner.

The Scrutinizer shall within a period of three days from the conclusion of the Annual General Meeting, submit his report of the votes cast in favour or against, if any, through electronic voting and polling process to the Chairman. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the website of the Company www.pfizerindia.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

As required under Clause 49 of the Listing Agreement, given below are the details of the Director proposed for re-appointment:

Item No. 3:

Mr. S. Sridhar (DIN: 05162648), aged about 47 years, is a Chartered Accountant by profession with over 20 years of experience in the finance field. He joined Pfizer in June 2008. He was appointed as Executive Director – Finance on the Board of Pfizer Limited with effect from 14th May, 2013. In June 2013, Mr. Sridhar assumed additional responsibility of Distribution function and was re-designated as Executive Director – Finance & Distribution. In May 2015, Mr. Sridhar moved to a new role in the Company as Business Unit Head. Post moving to the new role, Mr. Sridhar continued to head Distribution function. Mr. Sridhar vacated the position of Chief Financial Officer effective close of business hours on 12th May, 2015. He is currently designated as Executive Director - Business Unit and Distribution Head. Before joining Pfizer, he was the Finance Director of Diaego India Private Limited.

Mr. Sridhar does not hold any shares in the Company. Mr. Sridhar is not a Director in any other Company.

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. 3.

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

A STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, (“the Act”) FOR ITEM NOS. 5 to 9:

ITEM NO. 5 :

The Board of Directors of the Company at their meeting held on 14th February, 2015 appointed Mr. Sunil S. Lalbhai (DIN: 00045590) as an Additional Director of the Company with effect from 14th February, 2015. In terms of Section 161 of the Companies Act, 2013, (“the Act”) Mr. Lalbhai will hold office up to the date of this Annual General Meeting. The Board of Directors of the Company at their meeting held on 14th February, 2015, also appointed Mr. Sunil Lalbhai as an Independent Director of the Company for a period of 5 (five) years with effect from 14th February, 2015,

Mr. Sunil S. Lalbhai (DIN: 00045590), aged about 55 years, holds an M.S. degree in Chemistry from the University of Massachusetts and M.S. degree in Economic Policy and Planning from Northeastern University. He has expertise and wide experience in the Management field. Mr. Lalbhai is presently the Chairman and Managing Director of Atul Limited, a diversified chemical company where he has been working since 1983.

Mr. Lalbhai holds 2,477 shares in the Company in his individual capacity along with his relatives and as a trustee. The details of his Directorship in other Public Limited Companies and membership of Board Committees thereof as on 5th May, 2015, is given as under:

Name of Company	Designation	Chairmanship / Membership of Audit Committee	Chairmanship / Membership of Stakeholders' Relationship Committee
Amal Limited	Chairman	-	-
Atul Bioscience Limited	Chairman	-	-
Atul Limited	Chairman and Managing Director	-	Member
Atul Rajasthan Date Palms Limited	Vice Chairman	-	-
Navin Fluorine International Limited	Director	Member	-

Mr. Lalbhai is a Member of the Governing Council of Shree Vallabh Shikshan Ashram, a Trustee on the Board of BAIF Development Research Foundation, Chairman of Gujarat Rural Institute for Socio Economic Reconstruction Vadodara, Chairman of Dharampur Utthan Vahini and some other social institutions established by Lalbhai Group.

Mr. Lalbhai is not a Director of any Private Company.

The Company has received a declaration from Mr. Lalbhai confirming that he meets with the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 (“the Act”) and Clause 49 of the Listing Agreement. Further, Mr. Lalbhai is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In terms of Section 149 read with Section 152 of the Act, Mr. Lalbhai shall hold office for a term up to 5 (five) years on the Board and is not liable to retire by rotation. The Company has received a notice in writing from a Member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Lalbhai for the office of Director of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Lalbhai (being the appointee) and his relatives who hold shares in the Company are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The terms and conditions of the appointment of Mr. Lalbhai shall be made available for inspection by the Members at the Registered Office of the Company on all working days, (Monday to Friday), between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

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

ITEM NOS. 6 & 7:

The Board of Directors of the Company at their meeting held on 14th February, 2015 appointed Dr. Lakshmi Nadkarni (DIN: 07076164) as an Additional Director of the Company with effect from 14th February, 2015. In terms of Section 161 of the Companies Act, 2013, (“the Act”) Dr. Nadkarni will hold office up to the date of this Annual General Meeting.

The Board of Directors of the Company at their meeting held on 14th February, 2015, also appointed Dr. Lakshmi Nadkarni as a Whole-time Director of the Company for a period of 5 (five) years with effect from 14th February, 2015, on such remuneration, payments, perquisites, benefits and amenities as set out in the Resolution at Item No. 7 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.

Dr. Lakshmi Nadkarni, aged about 55 years, holds an M.S. degree in Sociology and Social Welfare and Doctorate in Industrial Sociology. Dr. Nadkarni has more than 20 years of corporate experience. She joined the Company as Senior Director, Human Resources in March 2013. Before joining the Company, Dr. Nadkarni held the position of Human Resources Leader with Dow Chemical International Private Limited.

Dr. Nadkarni does not hold any shares in the Company. Dr. Nadkarni is not a Director of any other Company.

Dr. Nadkarni is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received a notice in writing from a Member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Nadkarni for the office of Director of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Dr. Nadkarni (being the appointee) are concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 6 and 7.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The given particulars of her appointment and remuneration as set out at Item No. 7 of the Notice may be treated as an abstract pursuant to Section 190 of the Act.

A copy of the draft letter of appointment shall be made available for inspection by the Members at the Registered Office of the Company on all working days, (Monday to Friday), between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board recommends the Ordinary Resolutions set out at Item Nos. 6 and 7 of the Notice for approval by the Members.

ITEM NO. 8:

Pursuant to Section 148 of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors at its meeting held on 5th May, 2015, on recommendation of the Audit Committee, appointed Messrs. RA & Co., Cost Accountants (having Firm's Registration No. 000242) for conducting the Audit of the cost accounting records maintained by the Company for the financial year ending 31st March, 2016, at a remuneration of ₹10,40,000/- (Rupees Ten Lakhs and Forty Thousand only) plus service tax and out-of-pocket expenses which is subject to ratification by the Members.

Pursuant to Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration as approved by the Board of Directors payable to the Messrs. RA & Co., requires to be ratified by the Shareholders 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. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

ITEM NO. 9:

Pfizer Limited was incorporated on 21st November, 1950, under the provisions of the Indian Companies Act, 1913. The Articles of Association of the Company, as currently in force, was adopted when the Company was incorporated under the Indian Companies Act, 1913 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956. Pursuant to the notification of Companies Act, 2013, the existing Articles of Association require amendments to certain provisions to align the same in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act which deal with the general working of the companies have been notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares. Accordingly, it is considered expedient to replace the existing Articles of Association by adopting a revised Articles of Association.

While some of the Articles of the existing Articles of Association of the Company require alteration or deletions, material changes that are proposed in the new draft Articles of Association are given below for ease of reference to shareholders:

Sr. No.	Particulars as per draft Articles of Association	Summary of change
1.	Definitions	Definitions are appropriately amended to align with the provisions of the Companies Act, 2013.
2.	General Meetings	Proceedings with respect to the Annual General Meeting regarding length of the Notice calling the general meeting, requirement of to whom the notice for the general meeting needs to be given, material facts to be set out in the explanatory statements, business to be transacted at the general meetings and other general meeting matters including adjournment, poll etc. are amended in line with the provisions of the Companies Act, 2013.
3.	Voting rights	To include voting through electronic means.
4.	Proxy	Restrictions on Proxy incorporated to align with the provisions of the Companies Act, 2013 with regard to limit of a person acting as a proxy.
5.	Retirement and Rotation of Directors	Provisions with respect to the retirement and rotation of Directors are amended to align with the provisions of the Companies Act, 2013.
6.	Appointment of Directors	Provisions with respect to the appointment of Directors and procedure thereof is amended to align with the provisions of the Companies Act, 2013.
7.	Proceedings of Board of Directors	Proceedings with respect to the Meetings of Board of Directors, quorum for the meeting, notice calling the meeting, etc. are amended in line with the provisions of the Companies Act, 2013.
8.	Powers of Board	Specific powers of Board is amended to activities as per the provisions of the Companies Act, 2013.
9.	Capitalization	Provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized are amended to align with the provisions of the Companies Act, 2013 and redundant provisions have been removed.
10.	General Powers	The statutory provisions of the Act which permit a Company to do some acts "if so authorized by its Articles" or provisions which require a Company to do acts in a prescribed manner "unless the Articles otherwise provide" have been specifically included.

Certain provisions of existing Articles of Association have been simplified by providing reference to the applicable Sections of the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition.

The draft of the revised Articles of Association shall be made available for inspection by the Members at the Registered Office of the Company on all working days, (Monday to Friday), between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

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. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

By Order of the Board of Directors

Prajeet Nair
Company Secretary

Mumbai, 12th June, 2015

Registered Office:

Pfizer Limited

Pfizer Centre, Patel Estate, Off S. V. Road,

Jogeshwari (W), Mumbai - 400 102

Tel: 91 22 6693 2000 Fax: 91 22 2678 4569

Website: www.pfizerindia.com

E-mail ID: contactus.india@pfizer.com

CIN: L24231MH1950PLC008311

BOARD'S REPORT

Including Management Discussion and Analysis

TO THE MEMBERS

Your Directors take pleasure in presenting this 64th Annual Report along with the Audited Financial Statements for the financial year ended 31st March, 2015. The Company operates only in one business segment viz., "Pharmaceuticals" and this Report covers its Pharmaceutical business performance. The audited figures given hereunder for the financial year under review and the previous year are not comparable, as the current year includes figures of Wyeth Limited which amalgamated with the Company effective 1st December, 2014. The prior year figures are only of standalone Pfizer Limited. The Appointed date for the said Amalgamation was 1st April, 2013.

DIVIDEND

Your Directors recommended a dividend of ₹12.50 per share (125%) for the period under review. The dividend payout will be ₹5,718 Lakhs and the dividend distribution tax payable by the Company would amount to ₹1,164 Lakhs. This aggregates to ₹6,882 Lakhs.

FINANCIAL HIGHLIGHTS

₹ in lakhs

Particulars	Year ended 31 st March, 2015	Year ended 31 st March, 2014
Revenue from Operations	182,774	100,427
Operating and other Income	9,292	21,692
Profit Before Tax and Exceptional Items	31,846	33,958
Exceptional Items (Expenses)/Income	(8,045)	-
Profit Before Tax	23,801	33,958
Less: Taxation		
Current Tax	15,100	11,304
Deferred Tax (Credit)/Debit	(1,332)	568
Profit before impact of Scheme of Amalgamation	10,034	22,086
Impact of Scheme of Amalgamation	(3,052)	-
Profit for the year after impact of Scheme of Amalgamation	6,982	22,086
Balance of Profit from Prior Years	30,387	136,197
Surplus available for Appropriation	37,369	158,283
Appropriations:		
Transfer to General Reserve	-	2,209
Adjustment on account of Depreciation	19	-
Interim Dividend	-	107,429
Proposed Dividend	5,718	-
Tax on Dividend	1,164	18,258
Surplus as per Balance Sheet	30,467	30,387

The Scheme of Amalgamation of Wyeth Limited with the Company ("the Scheme") received approval of the Hon'ble High Court of Judicature at Bombay on 31st October, 2014 and, subsequent to approvals by other relevant regulatory authorities, the Scheme has become effective 1st December, 2014. Since the Scheme received all the requisite approvals after the financial statements for the year ended 31st March, 2014 were adopted and approved by the shareholders of the respective companies, the impact of amalgamation has been given in the current financial year with effect from the appointed date i.e., 1st April, 2013.

In terms of the Scheme of Amalgamation, your Company allotted and issued 15,906,292 equity shares of ₹10/- each to the shareholders of Wyeth Limited. Accordingly, the paid up equity share capital of your Company now stands increased to ₹4,575 Lakhs.

Your Company's net sales for the year ended 31st March, 2015 was ₹182,774 Lakhs. Your Company achieved a Net Profit of ₹10,034 Lakhs before giving effect to the Scheme.

The Company had announced a Voluntary Retirement Scheme ("VRS") during the year under review in its Plant at Thane. The expenses in relation to VRS and other related costs are reflected as Exceptional item.

As stated earlier, the audited figures for 31st March, 2015 are not comparable with that of 31st March, 2014. However, on a like to like comparison, the pharmaceutical revenue from operations for the year under review was ₹182,774 Lakhs as compared to ₹163,223 Lakhs in the previous year, registering a growth of 12%. Higher expenses and depreciation/amortization as a result of amalgamation have impacted profit from operations for the year.

Profit after tax has been impacted by the comparatively lower bank interest income and higher expenses. On a like to like comparison, Profit from operations for the year after adjusting for the incremental impact on depreciation / amortization and other income would be ₹37,032 Lakhs, reflecting a growth of 17% over the previous year ended 31st March, 2014.

The profit for the year ended 31st March, 2014 of erstwhile Wyeth Limited of ₹8,792 Lakhs, depreciation on tangible assets, amortization of goodwill and intangible assets arising from the amalgamation for the period 1st April, 2013 to 31st March, 2014, aggregating to ₹11,844 Lakhs, have been accounted for in the current year's statement of profit and loss. Accordingly, the profit for the year under review after giving effect to the Scheme was ₹6,982 Lakhs.

PHARMACEUTICAL INDUSTRY PERFORMANCE - OVERVIEW & OUTLOOK

India offers significant growth opportunities across various sectors and is projected to be amongst the Top-10 markets globally by 2020 across several sectors, for e.g., pharmaceuticals, steel, consumer goods and automobiles. India's potential is driven significantly by growth of the middle income households, which are expected to expand from ~20% of households to ~31% by 2020 as per McKinsey analysis. A combination of increasing levels of affluence, in addition to a younger, more urban demographic will sustain consumption growth in India.

The economic outlook for India is cautiously buoyant; however the same is predicated on an expectation of significant reforms by the current government which, for the first time in 30 years, results from a single party majority in the Parliament. The election outcomes have triggered significant positive sentiment; with IMF, (World Economic Update - January 2015), projecting that India will be one of the fastest growing large economies in 2016-17 at ~6.5%. However, it is imperative that the government translates its intent into actions before the positive sentiments wanes.

The Indian Pharmaceutical Market (IPM) as per IMS MAT March 2015 is at ₹90,346 Crores and registered 12.1% growth in 2014-15; with, volumes of existing products contributing 4.6%, new products volume contributing 5.9% and price increase contributing 1.6% to this growth. The IPM observed a moderation in growth i.e., from a high of 16.3% in 2011-12 to 12.1% in 2014-15.

The IPM is dominated by branded generics with government regulation playing a major role in the industry's evolution. The pharmaceutical market consists of a large number of brands resulting in high competitive intensity across all market segments with only a few large brands of more than ₹100 Crores.

OPPORTUNITIES, THREATS, RISKS & CONCERNS

The socio-economic situation in India coupled with the high and rising disease burden across therapy areas provides an opportunity for the pharmaceuticals industry to serve larger unmet needs. McKinsey (India Pharma 2020) report cited rising incomes coupled with improving medical infrastructure, rise in the prevalence and treatment of chronic diseases, greater health insurance coverage, launches of patented products and new market creation as the key growth drivers for the industry.

The Hospital Segment in particular is expected to play an increasing role in driving demand for drugs across therapeutic areas. With the continuing expansion of corporate hospital groups into new cities and towns, the Government's stated intent to increase the number of tertiary public hospitals, together with the continuing focus of health insurance programs on in-patient care, this segment is expected to contribute reasonable volumes for the pharmaceuticals industry.

At the same time, the industry faces a significant challenge – particularly from unpredictable policies and expanding scope of price controls.

McKinsey, in (India Pharma 2020), project the Indian Pharmaceuticals Market to reach USD 55 billion by the year 2020. However, it also stated that in a pessimistic scenario owing to regulatory controls and economic slowdown, the market may only reach USD 35 billion. In other words, the report puts a value of USD 20 billion on the risks associated with regulatory measures, including price controls, together with possible economic slowdown.

During the year under review, price controls have been extended to a number of drugs through the notifications resulting from the implementation of the Drug Price Control Order of 2013. This has caused significant value erosion for leading brands. In addition, the Government also invoked provisions under Para 19 of the DPCO 2013 – meant for use under extraordinary circumstances and in public interest – in essence to regulate the price difference between brands. This brought an additional 108 products, over and above those in the NLEM, under price controls, further eroding value and denting confidence in predictability of pricing policies. While the full impact of these measures has not yet been seen and absorbed, India is on the verge of another revision of the National List of Essential Medicines (NLEM). All drugs included in this list will fall under price control.

The year also saw the implementation of the new provisions of Schedule H1 (covering 46 drugs) under the Drugs and Cosmetics Act, 1945 that imposes additional stringent requirements in the distribution and sale of these drugs.

At a macro level too, the budgetary allocation for healthcare, that was expected to be enhanced, has remained stagnant around the 1.2% of GDP mark. The Government's draft National Health Policy though, does recommend an increase of allocation to 2.5% of GDP, in order to support the various ambitions set out in the policy document.

In the area of Intellectual Property ("IP"), innovator companies have faced an uncertain and challenging environment with regard to the protection of their IP in India. Certain provisions in the IP laws and the manner in which they have been interpreted in several cases has undermined the ability of such companies to compete fairly, while creating an unpredictable business environment for investments.

However, a number of recent initiatives signal the new Government's focus on IP related matters with a view to enhance India's reputation as a secure destination for IP and investments. Work on the draft National Intellectual Property Rights ("IPR") Policy was initiated during the year while a high level working group on IPR has been established between India and the US, as a part of the Trade Policy Forum.

While the outcome of these initiatives remains to be seen, there is an optimism and expectation that the Government will lay greater emphasis on the creation of IP in India, provide for high standards of IP protection and enforcement, promote commercialization and build human resources and related capabilities to successfully implement its new IPR policy.

IMS Prognosis Report - March 2015 projects a CAGR growth of 11.2% for the Indian Pharmaceuticals Industry over the period 2014 and 2019. There is a need for consistency and predictability in the policy environment - particularly in the area of price controls - and also a higher budgetary allocation towards the healthcare sector, for the industry to meet its full potential.

Your Company continues to maintain a positive outlook and is well placed to capitalize upon the current and future opportunities for growth.

REVIEW OF OPERATIONS

During the year under review, the Company has seen the benefits of the amalgamation of Wyeth Limited and the Company coming into play. The expanded portfolio and integrated teams have further strengthened our presence and opened up new therapeutic areas with powerful offerings. Eight products of your Company feature in the list of top 100 pharmaceutical brands in India. Three of its key brands Corex (Cough Formulation), Becosules (Multivitamin) and Prevenar-13 (pneumococcal vaccine) ranked among the top 20 pharmaceutical brands in India (IMS-TSA, MAT March 2015).

The Company also focused on margin improvement by optimum allocation of its resources and through forex management. Your Company was also able to achieve improved efficiencies by leveraging technology as a differentiator.

Your Company has 9 teams promoting various products of the Company.

Trade Rx:

During the year under review, the flagship brands of your Company continued to retain the leadership positions. The Trade Rx team which houses some of your Company's block buster brands viz., Corex, Becosules and Gelusil, is the largest team with ~36% contribution to the total revenue. During the year under review number of promotional activities were initiated with multiple stakeholders across trade channels and geographies. These engagements included dissemination of scientific literature, continuous medical education, television advertisement, social media campaigns, etc. Several Chemist awareness and trade loyalty programs were also conducted.

As a part of the strategy to further grow the Company's flagship brands in the market, a number of new line extensions of some of these brands were launched during the year. This strategy is also supported by the findings of a market research that have revealed continuing high consumer trust for these flagship brands. The initial response towards these new launches has been positive.

Women's Health Care (WHC):

The Women's Health Portfolio has been one of the biggest beneficiaries of the amalgamation of Wyeth Limited with the Company. The offering in women's health is now much more comprehensive with leadership positions in areas such as contraceptives, folic acid and iron supplements. The Women's Healthcare Portfolio of your Company now is a leader in the represented gynecology market with a market share of about 8%. Most of the brands in the portfolio are leaders or feature in the top 3 brands in their respective segments.

WHC team focused on increasing volume growth of the key products impacted by the new Pricing Policy to partially offset the loss of revenue by expanding customer coverage.

In order to enhance awareness and increase the adoption of oral contraceptives, the marketing team of WHC conceptualized a 'Myth Busting Campaign'. The campaign reached out to doctors and patients alike to demystify the myths associated with long term oral contraceptive usage. Further, the campaign also included expanded usage of oral contraceptives by strengthening the "Act on Facts" initiatives.

Key Opinion Leader Engagement was stepped up through International Speaker Programs and activities involving partnership with Indian Menopause Society to cascade emerging positive perception for Menopausal Hormone therapy.

Mucaine, which is the category leader in Liquid Antacid, registered a good growth on the back of an active promotion campaign and introduction of a new bigger 350 ml pack. This new packaging offers convenience to patients for longer term usage and the brand was also promoted as a co-prescription brand with Proton Pump Inhibitors (PPIs), yielding desired results.

Anti-Infective & Cardiovascular:

Your Company ranks 5th in the hospital segment with a wide portfolio covering categories across critical care segment. This position has been built over the years through initiatives such as scientific engagements and strong medical advocacy. Magnex is the number one brand in the hospital antibiotic category with a 6% market share. By consolidating the teams - the One-team approach - with its strategy on portfolio selling provided positive traction. Your Company has taken several new initiatives focusing on the role of its brands at various stages of Trauma management.

In order to emphasize on Pfizer quality and efficacy, the Anti-infective team also used its core theme "Original is One" to design its engagements with stakeholders and Key Opinion Leaders.

In the Cardiovascular segment, the team focused on indication expansion to drive growth for the segment.

Pain, Respiratory & Central Nervous System (CNS):

In the acute pain segment, your Company launched Dolonex Rapid, while the makeover of Dolonex from 'pain relief' to 'mobility' helped to improve the rank and market share for the product. For Dalacin, the Company focused on indication expansion and specialty engagement initiatives at Orthopedics and Dentists while expanding usage to all stages in diabetic foot infections. The increased focus on specialties and primary care hospitals has improved scrip contribution and specialty dominance for Dolonex and Dalacin.

In the Respiratory segment, your Company expanded its coverage with ENTs through a disease progression approach and Chronic Obstructive Pulmonary Disease continuum.

Your Company is ranked 6th in the CNS market, with a CAGR of 4.2%. Brands like Ativan and Pacitane are leaders in their respective TA4 category. Overall, the team achieved a growth in prescriptions and prescriber base for both Psychiatry and Neurology segments.

Vaccines:

In the Indian Vaccines Market, your Company today has the country's single largest vaccine. (source: IMS TSA MAT Mar 2015). Prevenar13 is approved for the prevention of pneumococcal pneumonia and invasive pneumococcal disease caused by 13 streptococcus pneumonia strains. It is approved for children of 6 weeks up to 5 years of age and is the only pneumococcal conjugate vaccine approved in India for adults 50 years of age and older.

The Company has implemented a number of successful strategies to raise awareness amongst Pediatricians and other stakeholders and enhanced the adoption of the vaccine. Some of these include, Certification program for Nurses on Child Health & Immunisation in collaboration with Training Nurses Association of India & IAP, Cold Chain management program for vaccine wholesalers and their staff, GP Advocacy program in collaboration with Indian Medical Association and Vaccine reminder program in collaboration with a leading mobile operator and the Indian Academy of Pediatrics.

The Company has also undertaken several initiatives to inculcate the culture of vaccination for the elderly through medical education amongst doctors. Towards this, your Company is working closely with the Association of Physicians of India, society of Nephrology and college of Chest Physicians.

Consumer Healthcare:

The Consumer Healthcare Team focused on building consumer and trade activation programs and on increasing distribution coverage for Anacin in select markets.

Anne French All Natural variant was launched during the year with the objective of strengthening the Anne French portfolio with an improved formulation. The packaging comprises of an attractive window carton with a free Skin-Polishing Sponge to help consumers get an enhanced hair removal experience.

MANUFACTURING OPERATIONS:

Your Company's Manufacturing Division has always endeavoured to deliver new introductions to the current product portfolio and to the market to improve patient health and contribute to a better standard of living. Manufacturing operations are carried out in full compliance with local statutory laws and stringent Global Quality standards. The Company's continued focus on renewable resources has created an excellent model for environmental sustainability. There is a constant emphasis on conservation of resources across manufacturing sites and to reduce waste.

As yet another positive outcome of the amalgamation of Wyeth Limited with the Company, your Company now has award winning manufacturing facility at Goa. The plant manufactures products with the most stringent global quality standards and delivers quality products with high level of customer satisfaction. Besides complying with Schedule M of the Drugs and Cosmetics Rules, 1945 under the Drugs & Cosmetics Act, 1940, the site holds ISO 9001 and GMP (ICH Guidelines – Version 04) accreditation. The Plant strictly adheres to Global safety and environmental norms and has received a number of corporate awards. The site holds accreditation of ISO 14001 & OHSAS 18001.

The Plant was the recipient of the Supply Chain Excellence Award in 2014 by Frost and Sullivan.

MEDICAL AFFAIRS DIVISION:

With access to Pfizer's scientific material, the Medical Affairs Division supports each business unit in its engagement with healthcare professionals. These engagement activities are aimed at developing scientific partnership with healthcare professionals, medical associations and institutes towards improving patient outcomes. During the year, the team also utilized digital platforms such as virtual discussion forums to conduct a number of physician education programs.

In addition to supporting the engagement with physicians, the Medical Division also provided regular therapy and product updates for improving field force effectiveness. This was accomplished through differential training and scientific communication to field colleagues through medical newsletters.

HUMAN RESOURCES (“HR”) / INDUSTRIAL RELATIONS:

HR priorities during the year under review have been on Service Delivery, Proactive Talent Management, creating a Change Agile organization and being the Stewards of Pfizer Culture.

Among the important initiatives undertaken during the year was the introduction of the *‘No Labels’ performance management* for management colleagues. This meant performance review was summed up on not only ‘what’ was done but ‘how’ it was done through the use of honest and candid feedback devoid of biases and retaliation. Colleagues were measured on cultural traits and behaviors and managers trained to provide ongoing feedback at regular intervals in the absence of rating labels.

As a part of the proactive talent management focus, Assessment Centers – A scientific process for evaluation of quality talent was introduced for effecting promotion decisions for managerial positions in the sales organization. These centers are based on the Pfizer Competency Framework.

The team also focused enhancing colleague engagement and driving the **OWNIT** culture across the organisation. The **OWNIT** culture was reinforced throughout the year with several cross-functional platforms for collaborative projects. A special celebration was conducted on the Annual **OWNIT** Day in March 2015. Straight Talk and Straight Listening were encouraged to build trust, and create a transparent and healthy environment.

Colleague engagement was also built through celebrations around festive occasions and visits of Pfizer global leadership teams to India. The Company also launched a health and wellness initiative called “Pfit” for colleagues at the corporate office.

As an annual initiative, the Pfizer Voice Survey is conducted to map employee perceptions and provide the company management with insights on areas for organization development. The outcomes of this year’s survey showed extremely positive results on the parameters of leadership, employee engagement, corporate culture, and organizational systems and structures.

Post the completion of amalgamation of Wyeth Limited with the Company in December 2014, the HR division also undertook and concluded a complex process of harmonization of compensation benefits for the integrated workforce.

The Company floated a Voluntary Retirement Scheme for its workmen at its Thane Plant. 132 workmen opted for the Scheme. The balance 80 workmen continued to be on the rolls. Presently no operations are being carried out in the said plant.

In respect of your Company’s Plant at Goa, a matter of conciliation between the workmen union and management is being heard at the State Labour Commissioner’s office following a charter of demands submitted by the Union. The Company has made necessary submissions in this regard. The Company has adequate manufacturing capacity through existing and other arrangements to ensure continued supply of products.

The ‘Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013’ seeks to protect women colleagues against sexual harassment at their place of work. A specially-designed online course was rolled out to help all colleagues and associates understand what constitutes sexual harassment at workplace and how to address it; as well as the organization’s role in preventing it.

The Company has also in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the financial year under review, one complaint was received and the same was duly disposed off.

INTERNAL CONTROL SYSTEMS, THEIR ADEQUACY AND COMPLIANCE

Compliance, Controls and Risk (CCR) Team is responsible for continuously monitoring the adequacy and effectiveness of internal controls with an objective to provide to the Senior Management and Audit Committee, an independent and reasonable assurance on the adequacy and effectiveness of the Company’s risk management, control and governance processes. This is achieved through a co-sourced internal audit model which includes independent reviews performed by CCR team together with audit reviews performed through an independent Chartered Accountant firm.

Your Company has well defined Standard Operating Procedures for identifying and mitigating business risks across all functions of the Company. The Company periodically identifies all risks and prioritizes the major ones and develops appropriate plans for their mitigation. Senior management has ownership of the major business risks, their management and mitigation plans.

Annually risk assessment is performed by the CCR Team and this risk based audit approach is used to create an annual audit plan which is approved by the Audit Committee and followed throughout the year. As part of the quarterly review, status of the annual audit plan, design assessment, operating effectiveness, key audit findings and remediation status of prior findings are presented and discussed with Audit Committee.

The Audit Committee discusses with the Company's Statutory Auditors their views on the financial statements, including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal controls and systems followed by the Company.

Through its governance structure and policies and procedures, Pfizer strives for fast and efficient decision making, clear and effective levels of accountability, and control & governance.

As part of our ongoing commitment to Compliance and Integrity, your Company has created a dedicated team for supporting colleagues in ensuring compliance while interacting with Healthcare Professionals and Government Officials.

As part of annual review, an updated policy covering interaction with Healthcare Professionals and Government officials called 'My Anti-Corruption Policy & Procedures' (MAPP) was released to the entire Organization. The updated policy rollout was followed by extensive training and communication activities to ensure that all colleagues are aware of requirements. The said policy addresses both local legal requirements while also leveraging on best practices followed in other markets.

As a way of reinforcing our culture of compliance, your Company has identified 100 odd colleagues as "Compliance Champions" from various teams who act as first point of contact for any colleague in case they have policy related questions. During the year, we have further enhanced our "Compliance Champion" program and have included all our regional sales managers in the program.

Given all the enhancements made during the year, your Company is well placed in driving the spirit of Compliance across our colleagues and stakeholders.

WHISTLE BLOWER / VIGIL MECHANISM

The Company has established a Whistle Blower / Vigil Mechanism through which its Directors, Employees and Stakeholders can report their genuine concerns about unethical behaviours, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The said Policy provides for adequate safeguards against victimization and also direct access to the higher levels of supervisors.

The E-mail ID for reporting genuine concerns is: 'corporate.compliance@pfizer.com'.

CORPORATE AFFAIRS

The Corporate Affairs Division works in the areas of Government Relations, Internal and External Communications and Corporate Social Responsibility. Through the various initiatives it pursues, the team aims at enhancing Pfizer's reputation among its various stakeholders, advocating on matters of policy that impact the business, building engagement within the organization and establishing the Company as a responsible corporate organization.

From a policy formulation perspective, this was a year of high activity. The new Government at the Centre began work on a number of new policies, most significantly, the Intellectual Property Rights Policy and the National Health Policy. In addition, the process of revision of the National List of Essential Medicines was also initiated during the year. On each of these, the Corporate Affairs team engaged extensively with both the stakeholders in Government and the experts contributing to these processes. Pfizer also played a leading role in its industry association, the OPPI, on areas of pricing and intellectual property.

A CSR Committee was constituted this year to act in an advisory capacity to the Board and Management with respect to the Company's CSR policies and strategies. Subsequently, the Company has formulated a comprehensive policy that has been adopted by the Board. As focus areas, Pfizer will encourage and support Indian innovation and intellectual property with an emphasis on healthcare, support national programs with linkage to healthcare, participate in disaster relief work and enlist employees as volunteers to support activities around disease awareness. The policy and the programs envisaged in it are in compliance with Schedule VII and other CSR provisions of the Companies Act, 2013.

The first set of initiatives was launched during the year where Pfizer supported the Swachh Vidyalaya Campaign – a part of the Government's national Swachh Bharat program. Pfizer has committed a part of its CSR funds and time of its own employees as volunteers to build and refurbish sanitation facilities in Schools, particularly for Girl students. The Company, together with Pfizer Foundation (a trust incorporated in US by our parent company Pfizer Inc. USA) also stepped forward to support relief and rehabilitation efforts for the survivors of the Jammu and Kashmir floods in 2014.

The Internal Communications effort remained focused on enhancing employee engagement. The team publishes a quarterly internal magazine titled Crucible that showcases important projects, initiatives and successes from the various business units and support functions in the organization. A digital version of the publication is now under preparation with the aim of offering this content to the entire field force as on their iPADS.

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **“Annexure - A”** of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company - ‘www.pfizerindia.com’.

CAUTIONARY NOTE

Certain statements in respect to Management Discussion and Analysis may be forward looking and are stated as required by the applicable laws and regulations. The future results of the Company may be affected by many factors, which could be different from what the Directors envisage in terms of future performance and outlook.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013, Mr. S. Sridhar retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Aijaz Tobaccowalla, Managing Director has been offered a global role with Pfizer Inc. USA which he intends to accept. He will continue in his current position as the Managing Director until his successor has been appointed by the Board of Directors of the Company. Mr. Aijaz Tobaccowalla was appointed as the Managing Director for the period of 3 years effective 16th August, 2012.

The Board of Directors at the meeting held on 14th February, 2015, based on the recommendation of Nomination and Remuneration Committee appointed Mr. Sunil Lalbhai as an Additional Director who will hold the office till the date of the ensuing Annual General Meeting. The Board of Directors at the said meeting also appointed Mr. Sunil Lalbhai as an Independent Director for a term of five years with effect from 14th February, 2015, subject to the approval of the members at the ensuing Annual General Meeting.

The Board of Directors at their meeting held on 14th February, 2015, based on the recommendation of Nomination and Remuneration Committee, appointed Dr. Lakshmi Nadkarni as an Additional Director who will hold the office till the date of the ensuing Annual General Meeting. The Board of Directors at the said meeting also appointed Dr. Lakshmi Nadkarni as a Whole-time Director for a period of five years with effect from 14th February, 2015, subject to the approval of the members at the ensuing Annual General Meeting.

All Independent Directors have given the declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Board Performance Evaluation

The Company has devised a Performance Evaluation Framework and Policy, which sets a mechanism for the evaluation of the Board, Board Committees and Directors.

Performance Evaluation of the Board, Committees and Directors was carried out through an evaluation mechanism in terms of the aforesaid Performance Evaluation Framework and Policy.

Independent Directors' Meeting

Two Meetings of the Independent Directors were held on 14th February, 2015 and 5th May, 2015, without the presence of the Executive Directors or management personnel. On 5th May, 2015, the Independent Directors carried out performance evaluation of Non-Independent Directors and the Board of Directors as a whole, performance of Chairman of the Company, the quality, content and timelines of flow of information between the Management and the Board, based on the Performance Evaluation framework of the Company. All the Independent Directors were present at the aforesaid Meetings.

Nomination and Remuneration Policy

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management, Key Managerial Personnel and their remuneration. The Nomination and Remuneration Policy is annexed herewith as **“Annexure - B”**.

Meetings of the Board

During the year, five Board Meetings and five Audit Committee Meetings were held and convened. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Clause 49 of the Listing Agreement.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the annual financial statements for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Note 2 of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

AUDIT COMMITTEE

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this Report.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details pertaining to Familiarization Programme for Independent Directors are included in the Corporate Governance Report, which forms part of this Report.

RISK MANAGEMENT POLICY

The details pertaining to the Risk Management Policy are included in the Corporate Governance Report, which forms part of this Report.

RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The Company had entered into materially significant related party transactions with Pfizer Export Company, Ireland for purchase of raw materials, bulk drugs and finished goods. The same is within the limits duly approved by the members at the 63rd Annual General Meeting.

All Related Party Transactions are placed on a quarterly basis before the Audit Committee for approval and before the Board for consideration and noting.

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website 'www.pfizerindia.com'. The weblink for the Policy is <http://www.pfizerindia.com/eNewsWebsite/investor/pdf/Related%20Party%20Transaction%20Policy.pdf>

None of the Directors have any material pecuniary relationships or transactions *vis-à-vis* the Company.

Pursuant to Section 134 of the Companies Act, 2013 and Rules made thereunder, particulars of transactions with related parties as required under Section 188 (1) of the Companies Act, 2013, in the prescribed Form AOC-2 is annexed herewith as **"Annexure - C"**.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not granted any loans, guarantees and investments for the financial year ended 31st March 2015.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

OTHER INFORMATION

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as **"Annexure - D"**.

A table containing particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, (“the Act”) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **“Annexure - E”**.

The information required pursuant to Section 197(12) of the Act read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, forms part of this Report. However, as per the provision of Sections 134 and 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees’ particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. Any member interested in obtaining a copy of such statement may write to the Company Secretary at the Company’s Registered Office.

AUDITORS

The Auditors, Messrs. B S R & Co. LLP, were appointed as Statutory Auditors to hold office for a term of 3 (three) years from conclusion of 63rd Annual General Meeting till the conclusion of the 66th Annual General Meeting subject to ratification by members at every subsequent Annual General Meeting.

The appointment of Messrs. B S R & Co. LLP will be placed before the members at this Annual General Meeting for ratification.

COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the cost audit records maintained by the Company is required to be audited. Your Directors had, on the recommendation of the Audit Committee, appointed Messrs. RA & Co., to audit the cost accounts of the Company for the financial year 2015-16 on a remuneration of ₹10.40 Lakhs. As required under the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member’s ratification for the remuneration payable to Messrs. RA & Co., Cost Auditors is included at Item No. 8 of the Notice convening the Annual General Meeting.

The Company has filed the Cost Audit Report for Formulations and Compliance Report for the financial year ended 31st March, 2014 on 24th September, 2014, due date being 27th September, 2014. The Cost Audit Report Formulations and Compliance Report for the financial year ended 31st March, 2015 is due to be filed by 27th September, 2015.

Messrs. R.A. & Co., have confirmed their eligibility to be the Cost Auditors and have been appointed to conduct Cost Audit of the Company’s records for the financial year ending 31st March, 2016. The remuneration is subject to ratification by the shareholders.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Messrs. Saraf & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **“Annexure - F”**.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as **“Annexure - G”**.

CORPORATE GOVERNANCE

A Report on Corporate Governance along with a Certificate from Messrs. B S R & Co. LLP, regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges forms part of this Report and annexed herewith as **“Annexure - H”**.

ACKNOWLEDGEMENTS

Your Directors would like to place on record their sincere appreciation for the support and assistance extended by the Company’s suppliers and business associates. Your Directors are thankful to the esteemed shareholders for their continued support and the confidence reposed in the Company and its Management.

Your Directors wish to place on record their appreciation for the support and guidance provided by its Parent Company, Pfizer Inc. USA.

For and on behalf of the Board of Directors

**R.A. Shah
Chairman**

Mumbai, 12th June, 2015

ANNEXURE - A

Annual Report on Corporate Social Responsibility activities for the financial year 2014-15

1. CSR Policy Overview

At Pfizer Limited (the “Company” or “Pfizer”), we constantly strive to positively impact the health of people throughout the country. In India, for more than 64 years, we have strived to serve our community by setting the standard for quality, safety and value in the discovery, development, manufacture and delivery of medicines.

The Company through its Corporate Social Responsibility (“CSR”) Policy encourages stronger commitment from the organization and employees towards the society to address the healthcare challenges of the country. The Policy applies to all CSR programs/projects of the Company and has been prepared keeping Pfizer’s own core competencies and priorities in consideration. The Policy also aims to align Pfizer’s CSR interventions with the healthcare priorities of the Government of India and other stakeholders working with similar mandates. In doing so, it is our endeavour to synergize the CSR initiatives undertaken by various Pfizer functions/divisions within one unified strategic umbrella.

A CSR Committee has been constituted to act in an advisory capacity to the Board and Management with respect to policies and strategies that affect the Company’s role as a socially responsible organization. The CSR Committee ensures that the implementation and monitoring of the projects, is in compliance with the CSR Objectives and Policy of the Company.

CSR Committee

Sr. No.	Name	Designation / Category
1.	Mr. Pradip Shah	Chairman - Independent Director
2.	Mr. Aijaz Tobaccowalla	Member - Whole-time Director
3.	Mr. S. Sridhar	Member - Whole-time Director

Our Purpose

Promote access to quality healthcare in the country by nurturing innovations, encouraging community involvement of our employees and synergizing efforts in partnerships with Government and other stakeholders for collective impact.

The Board of Directors of your Company, on the recommendation of the CSR Committee, has adopted the CSR policy with the following focus areas for designing our interventions:

CSR Focus Areas

1. Encourage and support Indian innovation and Indian Intellectual Property with a focus on Healthcare;
2. Undertake awareness and access programs ourselves or in partnership with NGO’s, Government and Healthcare Providers with a focus on Women and Child health;
3. Support national programs and priorities with linkage to healthcare;
4. Enlist employees as volunteers to support activities around disease awareness;
5. Participate in disaster relief activities.

For more details on CSR Policy please visit investor relations section on the Company’s website - ‘www.pfizerindia.com’.

Financial details

The provisions pertaining to corporate social responsibility as prescribed under Section 135 of the Companies Act, 2013 are applicable to Pfizer Ltd. The financial details as sought by the Companies Act, 2013 are as follows:

₹ in lakhs

Particulars	Amount
Average net profit of the Company for the last three financial years	30,105
Prescribed CSR Expenditure (as per Section 135 of Companies Act, 2013)	602
Details of CSR spent during financial year	
a) Total amount to be spent for the financial year	602
b) Amount unspent, if any	473
c) Manner in which the amount was spent during the financial year	Details given below

₹ in lakhs

Manner in which CSR amount spent during the Financial Year 2014-15							
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs 1. Local area or other 2. Specify the state and district where Projects or Programs were undertaken	Amount outlay (budget) Project or Program wise	Amount spent on the Projects and Programs 1. Direct Expenditure on Projects/ Programs 2. Overheads	Cumulative expenditure upto the reporting period	Amount spent : Direct or through Implementing Agency
Expenditure on projects/programs							
a.	School Sanitation project - Pfizer India goes to School	Sanitation & Healthcare	a. Kurla, Mumbai b. Raigad district (Karjat block) c. Thane district (Ambarnath blocks)	121.50	121.50	121.50	i. Direct :12.33 ii Implementing Agency- NGO partner: 109.17
b.	Disaster relief work Jammu & Kashmir Relief Work	Disaster relief work	Flood affected regions of Jammu & Kashmir	7.60	7.60	7.60	Implementing Agency- NGO partner
Total				129.10	129.10	129.10	

Reasons for shortfall in CSR spend

There has been a shortfall of ₹473 lakhs in the CSR spend for the financial year 2014-15. The CSR Policy was approved and adopted by the Board of Directors, on recommendation of the CSR Committee, on 6th November, 2014. Being the first year of implementation, a delay was caused due to clarifications required to ensure that the identified projects were covered under the CSR guidelines. The Company, however, envisages to ramp up its CSR spend in the financial year 2015-16.

Responsibility Statement

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company is reproduced below:

"Pfizer's CSR projects/programs are entrenched in the way we do business and are guided by our corporate mission, values and aspirations. The implementation and monitoring of Corporate Social Responsibility (CSR) projects, is in compliance with the provisions of Section 135 of the Companies Act 2013".

For and on behalf of the Board of Directors

Mumbai, 5th May, 2015

Aijaz Tobaccowalla
Managing Director

Pradip Shah
Chairman, CSR Committee

ANNEXURE - B

Nomination and Remuneration Policy of Pfizer Limited

This Nomination and Remuneration Policy (“**Policy**”) has been adopted by Pfizer Limited’s Board of Directors (“**Board**”), acting on the recommendations of its Nomination and Remuneration Committee, to prescribe the Nomination and Remuneration policy of Pfizer Limited (“**Company**”/ “**Pfizer**”).

1. OBJECTIVES:

The Nomination and Remuneration Committee Policy shall be in compliance with Section 178 of the Companies Act, 2013 read with the applicable Rules thereto and Clause 49 of the Listing Agreement as amended from time to time. The key objectives of the Policy would be:

- a. Assess necessary and desirable competencies of Board members;
- b. Review Board succession plans;
- c. Evaluate the Board’s performance;
- d. Make recommendations to the Board on:
 - i. Executive Directors remuneration and incentive policies;
 - ii. Remuneration packages of key managerial personnel and senior management;
 - iii. The Company’s recruitment, retention and termination policies for key managerial personnel and senior management;
 - iv. The remuneration framework for Directors.

2. PFIZER’S COMPENSATION PHILOSOPHY

Pfizer’s Compensation and Benefits programs are designed to enhance its ability to attract, motivate, retain and engage a high performing and committed workforce.

3. DEFINITIONS

- a. “**Act**” means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- b. “**Key Managerial Personnel**” means
 - i. Chief Executive Officer or the Managing Director or the Manager;
 - ii. Whole-time Director;
 - iii. Chief Financial Officer;
 - iv. Company Secretary; and
 - v. Such other officer as may be prescribed under the Act.
- c. “**Senior Management**” means personnel of the Company who are members of its core management team excluding the Board of Directors comprising all members of management one level below the Executive Directors including the functional heads.

4. ROLE OF COMMITTEE

a. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- ii. Identify persons who are qualified to become a Director and persons who may be appointed in Key Managerial Personnel and Senior Management Personnel in accordance with the criteria laid down in this policy;
- iii. Formulate criteria for evaluation of Independent Directors, Key Managerial Personnel, Senior Management Personnel and the Board as a whole;
- iv. Recommend to the Board, criteria for remuneration for Directors, Key Managerial Personnel and other Employees;
- v. Recommend to the Board, appointment and removal of Directors, Key Managerial Personnel and Senior Management Personnel;
- vi. Devise a Policy on Board Diversity.

b. Policy for appointment, remuneration and removal of Independent Directors, Key Managerial Personnel and Senior Management:

i. The Nomination and Remuneration Committee will ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to Whole-time Directors, Key Managerial Personnel and Senior Management Personnel involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

ii. Appointment criteria and qualifications:

- the Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel or at Senior Management level and recommend to the Board his / her appointment.
- the candidate shall possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The appointment of any Whole-time Director / Key Managerial Personnel / Senior Management shall also be governed by the prevailing employment policies of the Company.

iii. Term / Tenure:

• Managing Director / Whole-time Director:

- The Company may appoint or re-appoint a person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

• Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment for another term up to 5 consecutive years on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director, and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act and Listing Agreement. For this purpose, the Independent Directors shall submit a declaration in this regard and the Committee / Board shall rely on such declaration.

iv. Evaluation:

The Committee shall carry out the evaluation of performance of Independent Directors, Key Managerial Personnel, Senior Management Personnel and the Board as a whole at regular interval (yearly).

v. Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations thereunder or for such other compelling reasons, the Committee may recommend to the Board with reasons recorded in writing, removal of an Independent Director, Key Managerial Personnel or Senior Management Personnel subject to the provisions and compliance of the Act, Rules and Regulations and applicable policies of the Company.

vi. Retirement:

The Independent Directors shall not be liable to retire by rotation. The other Directors, Key Managerial Personnel and Senior Management Personnel shall retire as per the applicable provisions of the Act and prevailing policies of the Company.

c. Policy relating to the Remuneration for the Whole-time Director, Key Managerial Personnel and Senior Management Personnel:

i. General:

- While determining the remuneration / compensation / benefits etc. to the Whole-time Directors, Key Managerial Personnel and Senior Management Personnel, the Committee shall keep in mind following criteria:
 - That the remuneration is aligned with market when compared to relevant peer companies;
 - That the remuneration is appropriate for the Company as it exists today but anticipates future business needs;
 - Philosophically consistent around Pfizer's global policies but locally and culturally appropriate;
 - Understandable and valuable to the talent the Company wishes to attract, motivate, engage and retain;
 - Simple and cost-effective for the Company to communicate, maintain and administer;
 - Selected positions may be paid higher remuneration than market aligned peer group remuneration; and
 - Higher remuneration may be considered for the purpose of retention of talent.

The remuneration / compensation / benefits etc. of Whole-time Directors shall be subject to the approval of the shareholders of the Company and Central Government, wherever required.

- #### ii. Increments to the existing remuneration / compensation / benefit structure of Whole-time Directors will be recommended by the Committee to the Board subject to the maximum limits approved by the Shareholders.

iii. Remuneration to Whole-time / Managing Director, Key Managerial Personnel and Senior Management Personnel:

- The Committee shall ensure that Remuneration to Whole-time Directors, Key Managerial Personnel and Senior Management Personnel has a balance between fixed and variable incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. The components of remuneration consist of annual guaranteed cash comprising of basic salary, ad-hoc/special allowance, House Rent Allowance, etc. Variable component consists of bonus / performance linked incentives based on the performance of the Company and performance of each Director / Key Managerial Personnel / Senior Management Personnel. The Whole-time Directors / Key Managerial Personnel / Senior Management Personnel are also eligible for Long Term Incentives granted by the Parent Company, Pfizer Inc., U.S.A in the form of Stock Options and Restricted Stock Units. The quantum of perquisites includes employer's contribution to Provident Fund, Medical Reimbursement Expenses, Leave Travel Assistance, Car / Conveyance Allowance etc.

iv. Remuneration to Non-Executive / Independent Directors:

• **Sitting Fees:**

Resident Non-Executive / Independent Directors shall be paid the sitting fees for attending the meetings of the Board and the Committees of which they are member. The Board may at its discretion revise the sitting fees payable to the Resident Non-Executive / Independent Directors from time to time. Provided that the amount of such fees shall not exceed the limit prescribed under the Act.

• **Commission:**

In addition to the sitting fees, Resident Non-Executive / Independent Directors may also be paid a Commission, as may be determined by the Board, as recommended by the Nomination and Remuneration Committee after considering the performance of the Company and the performance and contribution of the Directors, as evaluated by the Board, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act and subject to approval of Shareholders.

• **Stock Options:**

Independent Directors shall not be entitled to any stock options of the Company or its Parent Company.

5. OTHERS:

Clauses with respect to the Membership and Term, Chairperson, Frequency of Meetings, Nomination and Remuneration Duties and other administrative functions of the Committee shall be as per the Nomination and Remuneration Charter of the Company.

6. REVIEW OF THE POLICY:

The Committee will discuss any revisions that may be required, and recommend any such provisions to the Board for consideration and approval.

Annexure - C

Form AOC-2 - Material Related Party Transactions

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

i. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2015, which were not at arm's length basis.

ii. Details of material contracts or arrangement or transactions at arm's length basis:

The details of material contracts or arrangement or transactions at arm's length basis for the year ended 31st March, 2015 are as follows:

Sr. No.	Name of the Related Party and Relationship	Nature of Transaction	Duration	Salient Terms	Amount (₹ in Lakhs)
1	Pfizer Inc., USA (Ultimate Holding Company)	Service Income	Ongoing	On arm's length basis and in ordinary course of business.	445.56
		Recovery of expenses			102.16
		Royalty expense			36.59
		Reimbursement of expenses			293.61
2	Pfizer Products India Private Limited, India (Fellow Subsidiary)	Service Income	Ongoing	On arm's length basis and in ordinary course of business.	1,480.06
		Recovery of expenses			611.83
		Reimbursement of expenses			11.91
3	Pfizer Development LP, UK (Fellow Subsidiary)	Service Income	Ongoing	On arm's length basis and in ordinary course of business.	630.33
4	Pfizer Export Company, Ireland (Fellow Subsidiary)	Purchase of Stock-in-Trade	Ongoing	On arm's length basis and in ordinary course of business.	24,316.29
		Purchase of Raw / Bulk materials			6,684.00
5	Pfizer Singapore Trading Pte Limited, (Belgium Branch) (Fellow Subsidiary)	Purchase of Stock-in-Trade	Ongoing	On arm's length basis and in ordinary course of business.	3,679.26
6	Pfizer International LLC, USA (Fellow Subsidiary)	Recovery of expenses	Ongoing	On arm's length basis and in ordinary course of business.	175.50
7	Pfizer Corporation Hongkong Limited (Fellow Subsidiary)	Recovery of expenses	Ongoing	On arm's length basis and in ordinary course of business.	135.52
8	Pfizer Private Limited, Singapore (Fellow Subsidiary)	Reimbursement of expenses	Ongoing	On arm's length basis and in ordinary course of business.	223.63
9	Pfizer Asia Manufacturing Pte Ltd. (Fellow Subsidiary)	Reimbursement of expenses	Ongoing	On arm's length basis and in ordinary course of business.	166.55
10	Pfizer Pharmaceuticals Korea Limited (Fellow Subsidiary)	Reimbursement of expenses	Ongoing	On arm's length basis and in ordinary course of business.	113.77
11	Pfizer Global Trading, Ireland (Fellow Subsidiary)	Purchase of Stock-in-Trade	Ongoing	On arm's length basis and in ordinary course of business.	242.15

Appropriate approvals have been taken for related party transactions. With respect to. Sr. No. 4, Board approvals was taken on 9th October, 2014. No advances have been paid or received against the transactions mentioned above.

For and on behalf of the Board of Directors

Mumbai, 5th May, 2015

R.A. Shah
Chairman

Annexure - D

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

INFORMATION UNDER SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF BOARD'S REPORT FOR THE YEAR ENDED 31st MARCH, 2015

A. CONSERVATION OF ENERGY:

a) Energy Conservation measures taken:

1. Elimination of Furnace Oil (FO) usage for Heating, Ventilation and Air Conditioning (HVAC) operation through Specific Energy Conservation Measures.
2. Completed the following cost saving projects:
 - i) Replacement of steam operated Vapor Absorption Machine (VAM) with Electric Screw Chillers.
 - ii) Electrification of Fluid Bed processors to avoid FO generated steam as heat source.
 - iii) Introduction of electrical sanitization for water system to avoid usage of FO generated steam.

b) Impact of measures taken:

- i. Reduction of annual furnace oil consumption.
- ii. Reduction in carbon emission.

c) Steps taken for utilizing alternate sources of energy:

- i. Electrification of Fluid Bed Processors to avoid FO generated steam as heat source.
- ii. Introduction of electrical sanitization for water system to avoid usage of FO generated steam.

d) Capital investment on energy conservation equipments:

₹48.74 Lakhs for installation of new generation Electrical screw chiller 216 TR capacity to cover up HVAC requirement of the Goa plant.

B. TECHNOLOGY ABSORPTION:

Research and Development (R & D):

1. Efforts in brief made towards technology absorption:
 - a) The Company on an on-going basis interacts with the Parent Company, for technical expertise for pharmaceutical formulations. The Company also puts emphasis on innovation in its operations.
2. Benefits derived as a result of the above efforts:

The Company has benefited substantially as a result of the emphasis on innovation. Reduction in energy consumption and improvement in product quality are some of the benefits achieved during the year under review.
3. Imported technology (imported during the last 3 years reckoned from the beginning of the financial year):
 - a. The details of technology imported: Nil
 - b. The year of import: Not applicable
 - c. Whether the technology been fully absorbed: Not applicable
 - d. If not fully absorbed, areas where absorption has not taken place, and reasons thereof: Not applicable

As mentioned in (1) we continue to receive technology, process know-how and technical assistance from time to time from the Parent Company.

4. Expenditure on Research and Development	₹ In Lakhs
(i) Capital	-
(ii) Revenue	1,739.86
(iii) Total	1,739.86
(iv) Total R&D expenditure as percentage of total turnover	1%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the period under review:

- a) Foreign exchange earnings by the Company was ₹1,169 Lakhs.
- b) Foreign exchange expenditure (which includes import of raw materials and goods for resale, service charges etc.) was ₹43,832 Lakhs.

For and on behalf of the Board of Directors

Mumbai, 5th May, 2015

**R.A. Shah
Chairman**

Annexure - E

Particulars of Employees

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Requirement under Rule 5(1)	Details
1.	Ratio of the remuneration of each executive Director to the median remuneration of the employees of the Company for the Financial Year.	Mr. Aijaz Tobaccowalla, Managing Director: 53.67 Mr. S. Sridhar, Executive Director, Finance and Distribution (CFO): 27.28 Mr. Vivek Dhariwal, Executive Director, Technical Operations: 25.37 Dr. Lakshmi Nadkarni, Executive Director, Human Resources: 16.52
2.	Percentage increase in remuneration of each Executive Director, Chief Financial Officer, Chief Executive Officer & Company Secretary (Salary of 2015-16 v/s Salary of 2014-15).	Mr. Aijaz Tobaccowalla, Managing Director: 1.8 % Mr. S. Sridhar, Executive Director, Finance and Distribution (CFO): 4.2 % Mr. Vivek Dhariwal, Executive Director, Technical Operations: 11 % Dr. Lakshmi Nadkarni, Executive Director, Human Resources: 13.2 % Mr. Prajeet Nair, Company Secretary: 8.9 %
3.	Percentage increase in the median remuneration of employees in the financial year (2014-15 V/s 2015-16).	Merit Increase: 11.3 % Total Remuneration (including sales incentives): 16.8 %
4.	Number of Permanent Employees as on 31 st March, 2015 on the rolls of Company	2,797
5.	Explanation on the relationship between average increase in remuneration and company performance.	The average Merit increase of all employees is 11.3% as compared to the Company performance of 12% revenue growth. The increase is a factor of performance of the colleagues as well as adjustments consequent to compensation benchmarking.
6.	Comparison of the remuneration of the Key Managerial Personnel ("KMP") (Individually and totally) against the performance of the company.	Increase in remuneration of KMP:- Please refer Sr. No. (2) above Overall increase in remuneration of Key Managerial Personnel: 5.7 % The Company's performance for the year ended 31 st March, 2015 in terms of revenue is 12%.
7.	<ul style="list-style-type: none"> Average percentile increase made in the salaries of employees other than the managerial personnel in last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Justification for variation in the average percentile increase between Non Managerial employees and Managerial employees. 	Managerial Personnel: 5.7 % Others: 10.1 % merit increase and 14.3 % on Total Remuneration (including sales incentives). The sale incentives are linked to sales performance. For other than Managerial colleagues, the remuneration increase is based on performance and adjustments consequent to compensation benchmarking.
8.	Key parameters for any variable component of remuneration availed by the Directors.	Individual Performance and business performance.
9.	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year.	Not Applicable

Sr. No.	Requirement under Rule 5(1)	Details
10.	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration is as per the Nomination and Remuneration Policy of the Company.
11.	Variations in the market capitalization.	The market capitalization as on 31 st March, 2015 was ₹10,203.35 crores as against ₹3,772.70 crores as on 31 st March, 2014, showing an increase of 170%. This is on account of issue of new shares to the shareholders of erstwhile Wyeth Limited pursuant to its amalgamation with the Company and increase in the market price.
12.	Price earnings ratio as at the closing of 31 st March, 2015 and 31 st March, 2014.	Price Earnings ratio of the Company was 146.16 as at 31 st March, 2015 and was 17.08 as at 31 st March, 2014. The price earning ratio is not comparable on account of amalgamation of erstwhile Wyeth Limited with the Company.
13.	Percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.	The closing price of the Company's equity shares on the NSE and BSE as of 31 st March, 2015 was ₹2,230.15 and ₹2,230.35 respectively. The Company had come out with last public offer in 1982. An amount of ₹1,000 invested in the said public offer would be worth ₹2.50 Lakhs as on 31 st March, 2015 indicating a Compounded Annual Growth Rate of 18.21%. This is excluding the dividend accrued thereon.

For and on behalf of the Board of Directors

Mumbai, 5th May, 2015

R.A. Shah
Chairman

Annexure - F

Secretarial Audit Report for the Financial Year Ended 31st March 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
PFIZER LIMITED
Pfizer Centre,
Patel Estate,
Off S. V. Road, Jogeshwari (West),
Mumbai 400 102

We have conducted the Secretarial Audit of the compliance applicable statutory provisions and the adherence to good corporate practices by **Pfizer Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-law framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - iii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

The Company has further complied with below mentioned laws, which are specifically applicable to the Company as it is in the business of drugs and pharmaceuticals:

- i. Drugs and Cosmetics Act, 1940
- ii. Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954
- iii. Drugs Pricing Control Order, 2013
- iv. Pharmacy Act, 1948
- v. Narcotic Drugs and Psychotropic Substances Act, 1985

Following laws were not applicable to the Company during the Audit period:

- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- ii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

We have also examined compliance with the following :

- i) Secretarial Standards issued by the Institute of Company Secretaries of India (Not applicable during the year).
- ii) Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above.

We further report that the Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions were carried through unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that a scheme of amalgamation (the Scheme) under sections 391 to 394 of the Companies Act, 1956 between Wyeth Limited and the Company and their respective shareholders and creditors, with April 1, 2013 as the appointed date has been approved by the Hon'ble High Court of Judicature at Mumbai vide its order dated October 31, 2014. Upon necessary filing with the Registrar of Companies, Mumbai, Maharashtra the Scheme has become effective on December 1, 2014 and the effect thereof has been given in these accounts.

Consequently, in respect of the amalgamation of Wyeth Limited with the Company –

- a) In terms of the Scheme, the entire business and the whole of the undertaking of Wyeth Limited, as a going concern including all freehold and leasehold land stands transferred to and vested in the Company with effect from April 1, 2013, being the Appointed Date.
- b) In consideration of the amalgamation of Wyeth Limited with the Company, the Company had issued 1,59,06,292 new equity shares of ₹10/- each to the shareholders of Wyeth Limited aggregating to ₹15,90,62,920 in the ratio of 7 (seven) equity shares of ₹10 (Rupees Ten only) each, credited as fully paid up, of the Company for every 10 (ten) equity shares of ₹10 (Rupees Ten only) each fully paid up held in Wyeth Limited.

We further report that during the audit period none of the following events has taken place:

- I. Public / Rights / Preferential Issue of Shares / Debentures / Sweat equity etc.
- II. Redemption / buy back of securities
- III. Foreign Technical Collaborations.

Saraf and Associates
(Practising Company Secretaries)

K. G. Saraf
Proprietor
FCS 1596 : CP 642

Place : Mumbai
Date : 5th May, 2015

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE' and forms an integral part of this report.

To,
The Members,
PFIZER LIMITED
Pfizer Centre,
Patel Estate,
Off S. V. Road, Jogeshwari (West),
Mumbai 400 102

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Saraf and Associates
(Company Secretaries)

Place : Mumbai
Date : 5th May, 2015

Proprietor
FCS 1596 : CP 642

ANNEXURE - G

FORM MGT-9 - Extract of Annual Return

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015
FORM MGT-9

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN	L24231MH1950PLC008311
ii. Registration Date	November 21, 1950
iii. Name of the Company	Pfizer Limited
iv. Category Sub-Category of the Company	Public Company Company having share capital
v. Address of the Registered office and contact details	Pfizer Centre, Patel Estate, Off S. V. Road, Jogeshwari (West), Mumbai 400 102 Tel: 022 6693 2000 Fax: 022 2678 4569 Email: contactus.india@pfizer.com Website: www.pfizerindia.com
vi. Whether listed Company	Yes
vii. Name Address and Contact details of Registrar and Transfer Agent	Karvy Computershare Private Limited <i>UNIT: PFIZER LIMITED</i> Karvy Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad, Telangana – 500032 Tel: 040 6716 2222 Fax: 040 2300 1153 TOLL FREE NO.: 1-800-3454-001 E-mail ID: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company are as given below:

Sr. No.	Name and Description of main products	NIC Code of the Product	% to total turnover of the Company
1	Pharmaceuticals	21002	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN/GLN	Holding /Subsidiary /Associate	% of Shares held	Applicable Section
1.	Pfizer East India B. V. Rivium Westlaan 142 2909 LD Capelle, Aan Den Ijssel The Netherlands	N.A.	Promoter	39.75	2(69)
2.	Wyeth LLC 1209 Orange Street Wilmington, Delaware U S A 19801	N.A.	Promoter	12.28	2(69)
3.	Wyeth Holdings LLC (Earlier known as Wyeth Holdings Corporation) One Portland Square, Portland, Maine 04101.USA	N.A.	Promoter	3.56	2(69)

Sr. No.	Name and address of the Company	CIN/GLN	Holding /Subsidiary /Associate	% of Shares held	Applicable Section
4.	Warner-Lambert Company LLC 1209 Orange Street, Wilmington, Delaware, USA 19801.	N.A.	Promoter	2.60	2(69)
5.	Parke, Davis & Company LLC 30600 Telegraph Road, Bingham Farm's, Michigan 48025. USA.	N.A.	Promoter	2.09	2(69)
6.	John Wyeth & Brother Limited Huntercombe Lane, South Maidenhead 516, OPH England.	N.A.	Promoter	1.93	2(69)
7.	Pharmacia Corporation 100 Route 26, North Peapack New Jersey, USA.	N.A.	Promoter	1.71	2(69)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity):

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a. Individual/HUF	-	-	-	-	-	-	-	-	-
b. Central Government	-	-	-	-	-	-	-	-	-
c. State Government(s)	-	-	-	-	-	-	-	-	-
d. Bodies Corporate	-	-	-	-	-	-	-	-	-
e. Banks/FI	-	-	-	-	-	-	-	-	-
f. Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A) (1)	-	-	-	-	-	-	-	-	-
(2) Foreign									
a. NRIs- Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corporate	21113171	-	21113171	70.75	29243042	-	29243042	63.92	(6.83)*
d. Banks/FI	-	-	-	-	-	-	-	-	-
e. Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	21113171	-	21113171	70.75	29243042	-	29243042	63.92	(6.83)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of total Shares	
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	1332345	600	1332945	4.47	2572554	740	2573294	5.62	1.15
b. Banks/FI	8926	2091	11017	0.04	6779	2437	9216	0.02	(0.02)
c. Central Govt	-	-	-	-	-	-	-	-	-
d. State Govts	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	75	-	75	-	-	-	-	-	-
f. Insurance Companies	297154	-	297154	1.00	850202	-	850202	1.86	0.86
g. FIIs	921371	-	921371	3.09	2228193	46	2228239	4.87	1.78
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	2559871	2691	2562562	8.59	5657728	3223	5660951	12.37	3.78
2. Non Institutions									
a. Bodies Corporate	-	-	-	-	-	-	-	-	-
i. Indian	343364	20654	364018	1.22	2818020	24688	2842708	6.22	5.00
ii. Overseas	-	300	300	-	-	1035	1035	-	-
b. Individuals									
i. Individual shareholders holding nominal share capital upto ₹1 lakh	4285636	1053111	5338747	17.89	5844893	1149923	6994816	15.29	(2.60)
ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh	176248	-	176248	0.59	717346	-	717346	1.57	0.98
c. Others (Specify)									
i. Directors and Relatives	3400	-	3400	0.01	6017	-	6017	0.01	-
ii. Trusts	2033	-	2033	0.01	3501	53	3554	0.01	-
iii. Foreign Bodies and Corporates	-	300	300	-	-	1035	1035	-	-
iv. Non-resident Indians	221806	9270	231076	0.77	241663	9335	250998	0.55	0.22
v. Clearing Members	49016	569	49585	0.17	25661	569	26230	0.06	0.11
Sub-Total (B) (2)	5081503	1084204	6165707	20.66	9657101	1186638	10843739	23.71	3.05
Total Public Shareholding (B) = (B) (1) + (B) (2)	7641374	1086895	8728269	29.25	15314829	1186684	16504690	36.08	6.83
C Shares held by the Custodian for GDRs and ADRs									
Grand Total (A+B+C)	28754545	1086895	29841440	100.00	44557871	1189861	45747732	100.00	-

*Change in Promoter shareholding is on account of shares issued to the Promoters of erstwhile Wyeth Limited pursuant to its amalgamation with the Company.

ii) Shareholding of promoters:

Sr. No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year*
		No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to total share	No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to total share	
1	Pfizer East India B. V.	18186334	60.94	-	18186334	39.75	-	(21.19)
2	Wyeth LLC	-	-	-	5617707	12.28	-	12.28
3	Wyeth Holdings LLC (Earlier known as Wyeth Holdings Corporation)	-	-	-	1630164	3.56	-	3.56
4	Warner-Lambert Company LLC	1187163	3.98	-	1187163	2.60	-	(1.38)
5	Parke, Davis & Company LLC	955733	3.20	-	955733	2.09	-	(1.11)
6	John Wyeth & Brother Limited	-	-	-	882000	1.93	-	1.93
7	Pharmacia Corporation	783941	2.63	-	783941	1.71	-	(0.92)
	Total	21113171	70.75	-	29243042	63.92	-	(6.83)

The term “encumbrance” has the same meaning as assigned to it in Regulation 28(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**Pursuant to the Amalgamation of erstwhile Wyeth Limited with Pfizer Limited, 15906292 shares of Pfizer Limited were issued in lieu of 22720059 shares of the erstwhile Wyeth Limited as per the share exchange ratio of the Scheme of Amalgamation. Out of these, 8129871 shares of Pfizer Limited were issued in lieu of 11614102 shares held by the promoters of erstwhile Wyeth Limited.*

iii) Change in Promoters' Shareholding*:

Sr. No	Name of the shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Pfizer East India B V				
	At the beginning of the year	18186334	60.94	18186334	60.94
	At the end of the year	18186334	39.75	18186334	39.75
2	Wyeth LLC				
	At the beginning of the year	-	-	-	-
	Allotment of Shares pursuant to Scheme of Amalgamation between Wyeth Limited and the Company on December 17, 2014	5617707	12.28	5617707	12.28
	At the end of the year	5617707	12.28	5617707	12.28

Sr. No	Name of the shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3	Wyeth Holdings LLC (Earlier known as Wyeth Holdings Corporation)				
	At the beginning of the year	-	-	-	-
	Allotment of Shares pursuant to Scheme of Amalgamation between Wyeth Limited and the Company on December 17, 2014	1630164	3.56	1630164	3.56
	At the end of the year	1630164	3.56	1630164	3.56
4	Warner-Lambert Company LLC				
	At the beginning of the year	1187163	3.98	1187163	3.98
	At the end of the year	1187163	2.60	1187163	2.60
5	Parke, Davis & Company LLC				
	At the beginning of the year	955733	3.20	955733	3.20
	At the end of the year	955733	2.09	955753	2.09
6	John Wyeth & Brother Limited				
	At the beginning of the year	-	-	-	-
	Allotment of Shares pursuant to Scheme of Amalgamation between Wyeth Limited and the Company on December 17, 2014	882000	1.93	882000	1.93
	At the end of the year	882000	1.93	882000	1.93
7	Pharmacia Corporation				
	At the beginning of the year	783941	2.63	783941	2.63
	At the end of the year	783941	1.71	783941	1.71
	Total	21113171	70.75	29243042	63.92

*Pursuant to the Amalgamation of erstwhile Wyeth Limited with Pfizer Limited, 15906292 shares of Pfizer Limited were issued in lieu of 22720059 shares of the erstwhile Wyeth Limited as per the share exchange ratio of the Scheme of Amalgamation. Out of these, 8129871 shares of Pfizer Limited were issued in lieu of 11614102 shares held by the promoters of erstwhile Wyeth Limited.

iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name of the Shareholder	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LIMITED				
	Opening Balance	-	-	-	-
	Shares bought during the period 01/04/2014 to 31/03/2015	1035936	2.27	1035936	2.27
	Shares sold during the period 01/04/2014 to 31/03/2015	53594	0.12	982342	2.15
	Closing balance	982342	2.15	982342	2.15
2	ATUL LIMITED				
	Opening Balance	-	-	-	-
	Shares bought during the period 01/04/2014 to 31/03/2015	958927	2.10	958927	2.10
	Shares sold during the period 01/04/2014 to 31/03/2015	-	-	958927	2.10
3	LIFE INSURANCE CORPORATION OF INDIA				
	Opening Balance	-	-	-	-
	Shares bought during the period 01/04/2014 to 31/03/2015	507250	1.11	507250	1.11
	Shares sold during the period 01/04/2014 to 31/03/2015	-	-	-	-
4	UTI - EQUITY FUND				
	Opening Balance	477901	1.05	477901	1.05
	Shares bought during the period 01/04/2014 to 31/03/2015	376719	0.82	854620	1.87
	Shares sold during the period 01/04/2014 to 31/03/2015	281938	0.62	572682	1.25
	Closing balance	572682	1.25	572682	1.25
5	FRANKLIN TEMPLETON MUTUAL FUND SCHEMES				
	Opening Balance	411673	0.90	411673	0.90
	Shares bought during the period 01/04/2014 to 31/03/2015	25000	0.05	436673	0.95
	Shares sold during the period 01/04/2014 to 31/03/2015	249247	0.54	187426	0.41
	Closing balance	187426	0.41	187426	0.41
6	FRANKLIN TEMPLETON INVESTMENT FUNDS AND SCHEMES				
	Opening Balance	390000	0.85	390000	0.85
	Shares bought during the period 01/04/2014 to 31/03/2015	-	-	-	-
	Shares sold during the period 01/04/2014 to 31/03/2015	-	-	-	-
7	PARI WASHINGTON COMPANY PRIVATE LIMITED				
	Opening Balance	-	-	-	-
	Shares bought during the period 01/04/2014 to 31/03/2015	358294	0.78	358294	0.78
	Shares sold during the period 01/04/2014 to 31/03/2015	-	-	-	-
	Closing balance	358294	0.78	358294	0.78
8	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED AND SCHEMES				
	Opening Balance	307708	0.67	307708	0.67
	Shares bought during the period 01/04/2014 to 31/03/2015	905192	1.98	1212900	2.65
	Shares sold during the period 01/04/2014 to 31/03/2015	97629	0.21	1115271	2.44
	Closing balance	1115271	2.44	1115271	2.44
9	THE ORIENTAL INSURANCE COMPANY LIMITED				
	Opening Balance	297154	0.65	297154	0.65
	Shares bought during the period 01/04/2014 to 31/03/2015	30675	0.07	327829	0.72
	Shares sold during the period 01/04/2014 to 31/03/2015	-	-	327829	0.72
10	DB INTERNATIONAL (ASIA) LIMITED				
	Opening Balance	-	-	-	-
	Shares bought during the period 01/04/2014 to 31/03/2015	226798	0.50	226798	0.50
	Shares sold during the period 01/04/2014 to 31/03/2015	3671	0.01	223124	0.49
	Closing balance	223124	0.49	223124	0.49

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Name of the Director	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr. R.A. Shah - Chairman				
	At the beginning of the year	3,400	0.01	3,400	0.01
	Allotment of Shares pursuant to Scheme of Amalgamation between Wyeth Limited and the Company on December 17, 2014	140	0.00	3,540	0.01
	At the end of the year	3,540	0.01	3,540	0.01
2	Mr. Sunil Lalbhai – Independent Director				
	On the date of appointment (i.e., 14 th February, 2015)	2,477	0.01	2,477	0.01
	At the end of the year	2,477	0.01	2,477	0.01
3.	Mr. Prajeet Nair – Key Managerial Personnel				
	At the beginning of the year	1	0.00	1	0.00
	At the end of the year	1	0.00	1	0.00

None of the other Independent Directors (i.e., Mr. Uday Khanna and Mr. Pradip Shah) and Executive Directors (Mr. Aijaz Tobaccowalla, Mr. Vivek Dhariwal, Mr. S. Sridhar and Dr. Lakshmi Nadkarni) hold shares in the Company during the financial year ended 31st March, 2015.

V) INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

The Company has not availed any loan during the year and is a debt-free company.

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole- time Directors and / or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/KMP				Total Amount (₹)
		Mr. Aijaz Tobaccowalla (CEO & MD)	Mr. Vivek Dhariwal (WTD)	Mr. S. Sridhar (WTD & CFO)	Dr. Lakshmi Nadkarni (w.e.f 14 th February, 2015) (WTD)	
1	Gross Salary					
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	52,353,751	11,822,012	15,203,453	1,115,104	80,494,320
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	10,994,482	3,069,418	3,590,935	Nil	17,654,835
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Options *	9,413,582	3,565,210	6,697,957	Nil	19,676,749
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4	Commission					
	● As % of profit	Nil	Nil	Nil	Nil	Nil
	● Others, specify	Nil	Nil	Nil	Nil	Nil
5	Other please specify	Nil	Nil	Nil	Nil	Nil
	Total	72,761,815	18,456,640	25,492,345	1,115,104	117,825,904
	Ceiling as per the Act	123,917,458	123,917,458	123,917,458	123,917,458	247,834,916

* Stock Options consist of Restricted Stock Units and Stock Options granted by Pfizer Inc. USA

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount (₹)
		Mr. R.A. Shah	Mr. Pradip Shah	Mr. Uday Khanna	Mr. Sunil Lalbhai (w.e.f 14 th February 2015)	
1.	Independent Directors					
	• Fee for attending board committee meetings	550,000	610,000	580,000	110,000	1,850,000
	• Commission	1,000,000	1,000,000	1,000,000	125,000	3,125,000
	• Others ,please specify	-	-	-	-	-
	Total (1)	1,550,000	1,610,000	1,580,000	235,000	4,975,000
2.	Other Non-Executive Directors					
	• Fee for attending board committee meetings	N.A.	N.A.	N.A.	N.A.	N.A.
	• Commission	-	-	-	-	-
	• Others ,please specify	-	-	-	-	-
	Total (2)	N.A.	N.A.	N.A.	N.A.	N.A.
	Grand Total = (1+2)	1,550,000	1,610,000	1,580,000	235,000	4,975,000
	Total Managerial Remuneration	1,550,000	1,610,000	1,580,000	235,000	4,975,000
	Overall Ceiling as per the Act			24,783,492		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel	Total Amount (₹)
		Mr. Prajeet Nair (CS-Company Secretary)	
1	Gross Salary		
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	3,312,040	3,312,040
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	638	638
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Options *	617,437	617,437
3	Sweat Equity	Nil	Nil
4	Commission		
	• As % of profit	Nil	Nil
	• Others, specify	Nil	Nil
5	Other please specify	Nil	Nil
	Total	3,930,115	3,930,115

* Stock Options consist of Restricted Stock Units and Stock Options granted by Pfizer Inc. USA

vii) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no instances of any penalties / punishment / compounding of offences for the year ended 31st March, 2015.

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ANNEXURE - H

Corporate Governance Report

I. PFIZER'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance at Pfizer is not just adherence to mandatory rules and guidelines. Your Company has responsibly, critically, and collegially worked through all major decisions. It has helped create a credible reputation amongst all stakeholders and regulators. We are guided by the 9 Core Values of our Parent Company, Pfizer Inc., USA in our day-to-day decision-making which reflects the enduring character of Pfizer and its people. Your Company constantly strives to maintain high governance standards and is focused on the goal of making Pfizer the premier, innovative bio-pharmaceutical company. This approach has helped the Company earn the trust of all its stakeholders over its long history.

II. BOARD OF DIRECTORS

(a) Composition of the Board of Directors

The Company is fully compliant with the Corporate Governance norms in respect of constitution of the Board of Directors ("the Board"). The Board at Pfizer represents an optimum mix of professionalism, knowledge, gender and experience. Presently, the Board comprises of 4 Non-Executive Directors and 4 Executive Directors including one Woman Director. Mr. R.A. Shah, Mr. Pradip Shah, Mr. Uday Khanna and Mr. Sunil Lalbhai are Non-Executive Independent Directors on the Board. Mr. Aijaz Tobaccowalla, Mr. Vivek Dhariwal, Mr. S. Sridhar and Dr. Lakshmi Nadkarni (Woman Director) are Executive Directors on the Board. The Chairman of the Board is a Non-Executive Independent Director. None of the Directors are related to each other.

(b) Board Meetings

The Board meets at least once every quarter to review the quarterly results and other items of the agenda and if necessary, additional meetings are held. The gap between two Board Meetings does not exceed one hundred and twenty days. The Board is apprised and informed of all the important information relating to the business of the Company including those listed in Annexure - X to Clause 49 of the Listing Agreement. The Chairman of the Board, the Managing Director and the Company Secretary discuss the items to be included in the agenda and the agenda is sent in advance to the Directors along with draft of the relevant documents and explanatory notes wherever required, to enable the Board to discharge its responsibilities effectively and take informed decisions.

During the period April 1, 2014 to 31st March, 2015 ("financial year under review"), the Company held five Board Meetings as under:

- | | |
|-------------------------------------|-------------------------------------|
| (i) 2 nd May, 2014 | (iv) 6 th November, 2014 |
| (ii) 24 th July, 2014 | (v) 14 th February, 2015 |
| (iii) 9 th October, 2014 | |

The details of composition of the Board, number of Board Meetings held, attendance thereat and at the last Annual General Meeting ("AGM"), and the number of other Directorships, Memberships and/or Chairmanships held by each Director of the Board as on 31st March, 2015, are set out below:

Name	Category of Directorship*	No. of Board Meetings held	No. of Board Meetings Attended	Attendance at the Last AGM	No. of other Directorships held	No. of other Committees of which Member/Chairman
Mr. R.A. Shah (Chairman)	NED (I)	5	5	Yes	9	5/2
Mr. Aijaz Tobaccowalla (Managing Director)	WTD	5	5	Yes	Nil	N.A.
Mr. Pradip Shah	NED (I)	5	5	Yes	8	6/1
Mr. Uday Khanna	NED (I)	5	5	Yes	6	3/4
Mr. Sunil Lalbhai (w.e.f. 14 th February, 2015)	NED (I)	1	1	N.A.	5	2/Nil
Mr. Vivek Dhariwal	WTD	5	5	Yes	Nil	N.A.
Mr. S. Sridhar	WTD	5	5	Yes	Nil	N.A.
Dr. Lakshmi Nadkarni (w.e.f. 14 th February, 2015)	WTD	1	1	N.A.	Nil	N.A.

* NED (I) - Non-Executive Director, Independent

WTD - Whole-time Director

Notes:

1. Number of directorships/memberships held in other companies excludes Directorships/Memberships in private limited companies, foreign companies, companies under Section 8 of the Companies Act, 2013 ("the Act"), membership of managing committees of chambers/bodies and alternate directorships.
2. None of the Independent Directors serve as an Independent Director in more than 7 listed companies. Mr. Sunil Lalbhai who is the Managing Director (Whole-time Director) of Atul Limited does not hold Independent Directorship in more than 3 listed companies.
3. The necessary disclosures regarding committee positions have been made by all the Directors. None of the Directors are Members of more than 10 committees and Chairman of more than 5 committees across all public limited companies in which he is a Director. Number of Chairmanships/Memberships of committees covers Chairmanships/Memberships of Audit Committee and Stakeholders' Relationship Committee.

III. BOARD COMMITTEES

During the financial year under review, the Board had five Committees viz., Audit Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Board Administrative and Share Transfer Committee. The Board decides the terms of reference of these Committees and the assignment of its Members thereof.

AUDIT COMMITTEE

Presently, the Audit Committee comprises of Mr. R.A. Shah as Chairman, Mr. Pradip Shah, Mr. Uday Khanna and Mr. Aijaz Tobaccowalla as its Members.

Mr. Pradip Shah and Mr. Uday Khanna are Chartered Accountants by profession. Mr. R.A. Shah is a Solicitor by profession. Mr. Aijaz Tobaccowalla was inducted as a Member on the Audit Committee with effect from 14th February, 2015. Mr. Tobaccowalla holds Master's Degree in Business Administration from the Stern School of Business, New York University. All the members of the Committee are professionals and financially literate within the meaning of Clause 49 of the Listing Agreement.

Mr. Prajeet Nair, the Company Secretary, acts as the Secretary to the Committee.

Five Audit Committee Meetings were held during the financial year under review and the gap between two Meetings did not exceed one hundred and twenty days. These Meetings were held on:

- | | |
|-------------------------------------|-------------------------------------|
| (i) 2 nd May, 2014 | (iv) 6 th November, 2014 |
| (ii) 24 th July, 2014 | (v) 14 th February, 2015 |
| (iii) 9 th October, 2014 | |

The details of the composition of the Audit Committee and the attendance of the Members at the Audit Committee Meetings are as under:

Name	Category*	Number of Meetings held	Number of Meetings attended
Mr. R.A. Shah (Chairman)	NED (I)	5	5
Mr. Pradip Shah	NED (I)	5	5
Mr. Uday Khanna	NED (I)	5	5
Mr. Aijaz Tobaccowalla (w.e.f. 14 th February, 2015)	WTD	N.A.	N.A.

* NED (I) - Non-Executive Director, Independent

WTD - Whole-time Director

The terms of reference of the Audit Committee includes the matters specified under Clause 49 (III) (D) of the Listing Agreement with the Stock Exchanges as well as Section 177 of the Companies Act, 2013.

The Managing Director, Finance Director, Internal Auditor and Statutory Auditors are invitees to the Meeting.

The Chairman of the Audit Committee was present at the 63rd Annual General Meeting held on 10th November, 2014. The Minutes of the Audit Committee Meetings were noted at the Board Meetings.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Presently, the Stakeholders' Relationship Committee comprises of Mr. Uday Khanna as its Chairman, Mr. Sunil Lalbhai and Mr. Vivek Dhariwal as its Members.

Mr. Prajeet Nair, the Company Secretary, acts as the Secretary to the Committee and as the Compliance Officer.

The Board of Directors on 2nd May, 2014, renamed the Shareholders'/Investors' Grievance Committee to Stakeholders' Relationship Committee.

The details of the composition of the Stakeholders' Relationship Committee and the attendance of the Members at the Meeting held on 14th February, 2015 are as under:

Name	Designation	Category*	Attendance at the Meeting held on 14 th February, 2015
Mr. Uday Khanna (Chairman) (w.e.f. 2 nd May, 2014)	Chairman	NED (I)	Yes
Mr. Sunil Lalbhai (w.e.f. 14 th February, 2015)	Member	NED (I)	Yes
Mr. Vivek Dhariwal	Member	WTD	Yes
Mr. Pradip Shah (Resigned w.e.f. 2 nd May, 2014)	Chairman	NED (I)	N.A.

* NED (I) - Non-Executive Director, Independent

WTD - Whole-time Director

The terms of reference of the Stakeholders' Relationship Committee covers the matters specified under Clause 49 (VIII) (E) (4) of the Listing Agreement with the Stock Exchanges.

The Minutes of the Stakeholders' Relationship Committee Meeting were noted at the Board Meeting.

A summary of the complaints received, cleared/pending during the financial year under review are given below:

Nature of Complaints	Number of Complaints			
	As on 1 st April, 2014	Received during the financial year	Cleared/ attended during the financial year	Pending as on 31 st March, 2015
Non-receipt of dividend warrants	Nil	50	50	Nil
Non-receipt of share certificates after transfer, deletion of name, transmission, transposition, consolidation of folios & share certificates, correction of name, etc.	Nil	9	9	Nil
Non-receipt of Annual Report	Nil	Nil	Nil	Nil
Letters from SEBI, Stock Exchanges and Ministry of Corporate Affairs	Nil	31	31	Nil
Total	Nil	90	90	Nil

During the financial year under review, 90 complaints were received and as on date all of them have been redressed/answered to the satisfaction of the shareholders. No investor grievance remained unattended/pending for resolution for more than 30 days and no request for share transfers and dematerialization received for the financial year under review was pending for more than the time limit prescribed under the Listing Agreement with the Stock Exchanges.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Board of Directors on 2nd May, 2014, constituted a Corporate Social Responsibility Committee. Presently, the Corporate Social Responsibility Committee comprises of Mr. Pradip Shah as its Chairman, Mr. Aijaz Tobaccowalla and Mr. S. Sridhar as its Members.

Mr. Prajeet Nair, the Company Secretary, acts as the Secretary to the Committee.

Two meetings of the Corporate Social Responsibility Committee were held during the financial year under review; i.e., 6th November, 2014 and 14th February, 2015.

The details of composition of the Corporate Social Responsibility Committee and attendance of the Members at the Corporate Social Responsibility Meetings are as under:

Name	Category*	Number of Meetings held	Number of Meetings attended
Mr. Pradip Shah (Chairman)	NED (I)	2	2
Mr. Aijaz Tobaccowalla	WTD	2	2
Mr. S. Sridhar	WTD	2	2

* NED (I) - Non-Executive Director, Independent

WTD - Whole-time Director

The terms of reference of the Corporate Social Responsibility Committee includes the matters specified in the Section 135 of the Act, Schedule VII to the Act and Rules made thereunder.

Based on the recommendation of the Corporate Social Responsibility Committee, the Board of Directors have formulated and adopted a Policy on Corporate Social Responsibility. The same is displayed under the Investor Relations section on the Company's website 'www.pfizerindia.com'.

A summary of Corporate Social Responsibility activities carried out by the Company during the year under review and details thereof are given as Annexure - A to the Board's Report.

The Head of the Corporate Affairs Division of the Company is an invitee to the Meeting. The Minutes of the Corporate Social Responsibility Committee Meetings were noted at the Board Meetings.

NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors on 28th April, 2014 constituted the Nomination and Remuneration Committee. Presently, the Nomination and Remuneration Committee comprises of Mr. Pradip Shah as Chairman, Mr. R.A. Shah, Mr. Uday Khanna, (Non-Executive Independent Directors), Mr. Aijaz Tobaccowalla and Dr. Lakshmi Nadkarni (Executive Directors) as its Members.

Mr. Prajeet Nair, the Company Secretary, acts as the Secretary to the Committee.

Three Nomination and Remuneration Committee Meetings were held during the financial year under review. These Meetings were held on:

- (i) 2nd May, 2014
- (ii) 9th October, 2014
- (iii) 14th February, 2015

The details of composition of the Nomination and Remuneration Committee and attendance of the Members at the Nomination and Remuneration Committee Meetings are as under:

Name	Category*	Number of Meetings held	Number of Meetings attended
Mr. Pradip Shah (Chairman)	NED (I)	3	3
Mr. R.A. Shah	NED (I)	3	3
Mr. Uday Khanna	NED (I)	3	3
Mr. Aijaz Tobaccowalla	WTD	3	3
Dr. Lakshmi Nadkarni (w.e.f. 14 th February, 2015)	WTD	N.A.	N.A.

* NED (I) - Non-Executive Director, Independent

WTD - Whole-time Director

The Nomination and Remuneration Committee, *inter alia*, reviews and recommends to the Board, remuneration including the Bonus/Performance Linked Incentive of Managing Director, Whole-time Directors, Key Managerial and Senior Management Personnel based on the performance parameters for the executives and the Company, subject to the limits approved by the Members and as permitted by law.

The terms of reference of the Nomination and Remuneration Committee include the matters specified under Clause 49 of the Listing Agreement with the Stock Exchanges as well as under Section 178 of the Act.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have formulated and adopted Nomination and Remuneration Policy and the same is given as Annexure - B to the Board's Report.

The Minutes of the Nomination and Remuneration Committee Meetings were noted at the Board Meetings.

BOARD ADMINISTRATIVE AND SHARE TRANSFER COMMITTEE

Presently, the Board Administrative and Share Transfer Committee comprises of Mr. Aijaz Tobaccowalla, Mr. Vivek Dhariwal, Mr. S. Sridhar and Dr. Lakshmi Nadkarni (w.e.f. 14th February, 2015).

Mr. Prajeet Nair, the Company Secretary, acts as the Secretary to the Committee.

The Board of Directors at its meeting held on 24th July, 2014 renamed the Board Administrative Committee to Board Administrative and Share Transfer Committee and enhanced the scope of the Committee to cover matters relating to share transfer, transmission, issue of duplicate shares etc.

The Committee meets on a regular basis to approve administrative actions and share transfer matters. The minutes of the Board Administrative and Share Transfer Committee Meetings were noted at the Board Meetings.

REMUNERATION TO DIRECTORS

There has been no materially significant related party transactions, pecuniary relationships or transactions between Pfizer Limited and its Directors for the financial year under review that may have a potential conflict with the interest of the Company at large.

Salary, Benefits, Perquisites, Performance Linked Incentives, Sitting Fees and Commission:

The following table gives details of remuneration paid to Executive Directors for the financial year under review:

(a) Executive Directors

(₹ in Lakhs)

Name	Remuneration			
	Salary	Benefits and Perquisites*	Performance Linked Incentives	Total
Mr. Aijaz Tobaccowalla	237.55	419.66	70.40	727.61
Mr. Vivek Dhariwal	100.36	66.34	17.86	184.56
Mr. S. Sridhar	126.90	102.88	25.14	254.92
Dr. Lakshmi Nadkarni (w.e.f. 14 th February, 2015)	9.84	N.A.	1.31	11.15
Total	474.65	588.88	114.71	1178.24

* Benefits and Perquisites includes employee stock options granted by the Parent Company, Pfizer Inc. USA.

(1) Service Contracts, Severance Fees and Notice Period

The appointment of the Managing Director and Whole-time Director(s) is governed by the Articles of Association of the Company and the Resolutions passed by the Board of Directors and the Members of the Company. These cover the terms and conditions of such appointment read with the service rules of the Company.

In terms of the Articles of Association, resignation of a Director becomes effective upon its acceptance by the Board. The appointment of Managing Director/Whole-time Director(s) are by way of Board Resolution and service/employment contracts. These contracts are terminable by either party by serving notice of three months. There is no separate provision for payment of severance fee under the resolutions/contracts governing the appointment of Managing Director and Whole-time Director(s).

(2) Employee Stock Option Scheme

The Company does not have any Employee Stock Option Scheme for its Directors and Employees. The Executive Directors and Senior Management Personnel are, however, eligible for the annual Long Term Incentive Compensation plan by way of Restricted Stock Units and Stock Options granted by the Parent Company, Pfizer Inc. USA.

(3) Performance Linked Incentive criteria

The Company has internal norms for assessing the performance of its senior executives including Executive Directors.

- (4) Mr. Aijaz Tobaccowalla, Mr. S. Sridhar, Mr. Vivek Dhariwal and Dr. Lakshmi Nadkarni do not hold any equity shares of the Company.

(b) Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Commission and Sitting Fees. The details of remuneration paid to Non-Executive Directors for the financial year under review are as under:

(₹ in Lakhs)

Name	Sitting Fees	Commission	Total	Number of shares held
Mr. R.A. Shah	5.50	10.00	15.50	3,540
Mr. Pradip Shah	6.10	10.00	16.10	Nil
Mr. Uday Khanna	5.80	10.00	15.80	Nil
Mr. Sunil Lalbhai (w.e.f. 14 th February, 2015)	1.10	1.25	2.35	2,477
Total	18.50	31.25	49.75	-

- The Commission payable to the Non-Executive Directors is decided by the Board of Directors of the Company within the limits stipulated by the Special Resolution passed at the 62nd Annual General Meeting held on 6th September, 2013. The amount of Commission payable to each of the Non-Executive Director is decided by the Board on the basis of the role and responsibility as Chairman/Member of the Board and of the Board Committee(s) and overall financial performance of the Company.
- Mr. R.A. Shah is a senior partner of M/s. Crawford Bayley & Co., Solicitors & Advocates, who have a professional relationship with the Company. The fees earned by M/s. Crawford Bayley & Co. from Pfizer Limited constitutes less than 1% of the total revenue of M/s. Crawford Bayley & Co. in each year during the last three financial years. As per the view of the Board of Directors and also as per the legal opinion sought on the subject of Independence of Mr. R.A. Shah, the legal firm, M/s. Crawford Bayley & Co. does not have a material association with the Company. The professional fees of ₹50.38 Lakhs that was paid to them during the financial year under review is not considered material enough to impinge on the independence of Mr. R.A. Shah.
- Besides payment of commission and sitting fees, and dividend on equity shares held, if any, by the Directors, no other payments have been made or transactions of a pecuniary nature entered into by the Company with the Directors.

IV. CHIEF EXECUTIVE OFFICER (CEO)/CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

As required under Clause 49 (IX) of the Listing Agreement, the CEO and CFO Certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for the financial year ended 31st March, 2015, was placed before Board of Directors at its Meeting held on 5th May, 2015.

V. GENERAL BODY MEETINGS

- (a) The details of the last 3 Annual General Meetings held are as under:

AGM	Financial Year	Date and Time	Venue of the AGM
63 rd	2013-2014	10 th November, 2014 at 10.30 a.m.	Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021.
62 nd	2012-2013	6 th September, 2013 at 3.00 p.m.	
61 st	2011-2012	2 nd August, 2012 at 3.00 p.m.	

All the resolutions set out in the respective Notices were passed by the requisite majority of the members.

A meeting of the shareholders was convened on 16th April, 2014, under the directions of the Hon'ble Bombay High Court, to seek their approval to the Scheme of Amalgamation between Wyeth Limited and the Company. At the said meeting, the shareholders unanimously (100% in number and 100% in value), approved the Scheme of Amalgamation between Wyeth Limited and the Company.

(b) Special Resolutions passed at the last three Annual General Meetings:

A Special Resolution was passed at the 63rd Annual General Meeting of the Company held on 10th November, 2014, authorizing Board of Directors, to enter into contracts/arrangements/transactions with Pfizer Export Company, Ireland, a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement for purchase, transfer or receipt of products, goods, active pharmaceutical ingredients, materials, services or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and Pfizer Export Company for an amount not exceeding in aggregate ₹600,00,00,000 (Rupees Six Hundred Crores only) in each financial year.

A Special Resolution was passed at the 62nd Annual General Meeting of the Company held on 6th September, 2013, for payment of commission to Resident Indian Non-Executive Directors of the Company 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 erstwhile Companies Act, 1956, for a period of five years commencing from 1st December, 2013.

(c) Passing of Special Resolutions by Postal Ballot:

During the year under review, in terms of Securities and Exchange Board of India ("SEBI") Circular CIR/CFD/ DIL/5/2013 dated 4th February, 2013 and Circular CIR/CFD/DIL/8/2013 dated 21st May, 2013, shareholders' approval was sought by Postal Ballot for a resolution to approve the Scheme of Amalgamation of Wyeth Limited with Pfizer Limited and their respective shareholders and creditors. Based on the Report of CS (Mr.) Bhumitra Dholakia, Proprietor of M/s. Dholakia & Associates, a Practicing Company Secretary and Scrutinizer for conducting the aforementioned Postal Ballot, the Resolution was passed with an overwhelming majority. The votes cast in favour aggregated to 99.92% of the total votes cast.

None of the Resolutions proposed at the 64th Annual General Meeting need to be passed by Postal Ballot.

VI. DISCLOSURES

(a) Related party transactions

The Company has not entered into any materially significant related party transactions with its Promoters, Directors, or Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. The Company has disclosed details of material transactions with related parties to the BSE Limited and the National Stock Exchange of India Limited along with the compliance report on corporate governance.

The Company has formulated and adopted a policy on dealing with Related Party Transactions and same is displayed under the Investor Relations section on the Company's website 'www.pfizerindia.com'. The weblink for the Policy is <http://www.pfizerindia.com/eNewsWebsite/investor/pdf/Related%20Party%20Transaction%20Policy.pdf>

The Company has received disclosures from the senior managerial personnel confirming that they have not entered into any material, financial and commercial transactions in which they or their relatives may have a personal interest.

Transactions with the related parties as per requirements of Accounting Standard 18 are disclosed in Note 38 to the financial statements in the Annual Report and they are not in conflict with the interest of the Company at large.

The Audit Committee has reviewed the related party transactions as mandatorily required under relevant provisions of the Listing Agreement. The said transactions are in the ordinary course of business and at arm's length basis.

(b) Compliances by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to the above.

(c) Code of Conduct

The Company is committed to conducting its business in conformity with ethical standards and applicable laws and regulations. This commitment stands evidenced by the Model Code of Conduct adopted by the Board of Directors at their meeting held on 30th December, 2004 which is applicable to each member of the Board of Directors and Senior Management of the Company.

The Company has received confirmations from all the Directors and Senior Management of the Company regarding compliance with the said Code for the financial year under review.

A certificate from Mr. Aijaz Tobacowalla, Managing Director to this effect forms part of this Report. The said Code is also displayed under the investor relations section on the Company's website 'www.pfizerindia.com'.

(d) Whistle Blower / Vigil Mechanism

The Company has established a Whistle Blower / Vigil Mechanism through which its Directors, Employees and Stakeholders can report their genuine concerns about unethical behaviours, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The said Policy provides for adequate safeguards against victimization and also direct access to the higher levels of supervisors.

The E-mail ID for reporting genuine concerns is: corporate.compliance@pfizer.com

(e) Risk Management framework

The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedures and periodical review to ensure that management controls risk through means of a properly defined framework.

The Company has formulated and adopted Risk Management Policy to prescribe risk assessment, management, reporting and disclosure requirements of the Company.

(f) Management Discussion and Analysis

The Management Discussion and Analysis forms a part of the Board's Report. All matters pertaining to industry structure and developments, opportunities and threats, segment-wise/team-wise performance, outlook, risks and concerns, internal control systems and adequacy, discussion on financial and operational performance and material developments in human resources are discussed in the said Report.

(g) Adherence to Accounting Standards

The Financial Statements have been prepared and presented under the historical cost convention on an accrual basis of accounting and in accordance with the accounting principles generally accepted in India and comply with the Accounting Standards referred in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Account) Rules, 2014 and other relevant provision of the Companies Act, 1956 to the extent applicable.

(h) Board Diversity

The Company recognizes that a Board composed of appropriately qualified members with a broad range of experience relevant to the business is important for effective corporate governance and sustained commercial success. The Company believes that it has a truly diverse Board which leverages on the skills and knowledge, industry or related professional experience, age and gender, which helps the Company to retain our competitive advantage. The Board has adopted the Board Diversity Policy to recognize the benefits of a diverse Board and to further enhance the quality of participation and performance.

(i) Familiarization Program for Independent Directors

The Company has in place a Familiarization Program for Independent Directors to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company's success. The Executive Directors / Senior Management makes presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company. The Company also circulates news and articles related to the industry and provides specific regulatory updates to the Independent Directors on a regular basis. The Company has devised and adopted a policy on Familiarization Program for Independent Directors and has uploaded the same on the Company's website 'www.pfizerindia.com'.

(j) Mandatory Requirements

The Company is in compliance with all the mandatory requirements stipulated under Clause 49 of the Listing Agreement, as amended from time to time. The adoption of non-mandatory requirements is provided in this Report.

VII. MEANS OF COMMUNICATION

Financial Results

The quarterly, half-yearly and annual financial results are generally published in 'Business Standard' and 'Sakal'. The results are also displayed under the Investor Relations section on the Company's website 'www.pfizerindia.com' shortly after its submission to the Stock Exchanges.

Presentation to Institutional Investors/Analysts

Four tele-conferences were held with Institutional Investors/Analysts on 12th May, 2014, 30th July, 2014, 7th November, 2014 and 20th February, 2015. The transcript of the same were put on the Company's website 'www.pfizerindia.com'. The official news releases are also displayed under the investor relations section on the website of the Company.

VIII. GENERAL SHAREHOLDER INFORMATION

Date, time and venue of the Annual General Meeting

Date	:	13 th July, 2015
Time	:	3.00 p.m.
Venue	:	Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021

Financial Year

The financial year of the Company is from 1st April to 31st March.

Financial Calendar (Tentative)

First Quarter Results	Last week of July, 2015
Second Quarter Results	Last week of October, 2015
Third Quarter Results	Last week of January, 2016
Fourth Quarter and Annual Results	Second week of May, 2016

Date of Book Closure

3rd July, 2015 to 13th July, 2015 (both days inclusive)

Dividend Payment Date

The Board of Directors at its meeting held on 5th May, 2015, has recommended a dividend of ₹12.5 per equity share (125%) for the financial year ended 31st March, 2015.

Dividend for the financial year ended 31st March, 2015, as recommended by the Board of Directors of the Company, if approved at the Annual General Meeting, will be paid to the Members on 28th July, 2015 as under:

- To all Beneficial Owners in respect of shares held 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, 2nd July, 2015;
- To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Thursday, 2nd July, 2015.

Listing on Stock Exchanges

The Company is listed on the BSE Limited and the National Stock Exchange of India Limited. The annual listing fees have been paid and there is no outstanding payment towards the Stock Exchanges, as on date.

Stock Code

BSE Limited - 500680

The National Stock Exchange of India Limited - PFIZER EQ

International Securities Identification Number (ISIN)

The Company's scrip form part of the SEBI's Compulsory Demat Segment bearing ISIN No. INE182A01018.

Corporate Identity Number (CIN)

The Company's CIN, allotted by the Ministry of Corporate Affairs, Government of India, is L24231MH1950PLC008311. The Company is registered at Mumbai in the State of Maharashtra, India.

Address for Correspondence

All Shareholders' correspondence should be addressed to M/s. Karvy Computershare Pvt. Ltd., the Registrar and Transfer Agents of the Company or to the Secretarial Department of the Company at the following addresses.

Registrar and Share Transfer Agents Address

Karvy Computershare Private Limited
 UNIT: PFIZER LIMITED
 Karvy Selenium Tower B, Plot No 31 & 32
 Gachibowli, Financial District, Nanakramguda, Serilingampally
 Hyderabad, Telangana – 500032
 Contact person: Mr. MRV Subrahmaniam
 Tel: 040 6716 2222
 Fax: 040 2300 1153
 TOLL FREE NO.: 1-800-3454-001
 E-mail ID: einward.ris@karvy.com

Registered Office Address

Pfizer Limited
 Pfizer Centre, Patel Estate,
 Off S.V. Road, Jogeshwari (W), Mumbai – 400 102.
 Tel: 022 6693 2000 Fax: 022 2678 4569
 Website: www.pfizerindia.com
 E-mail ID: prajet.nair@pfizer.com
 CIN: L24231MH1950PLC008311

Share Transfer System

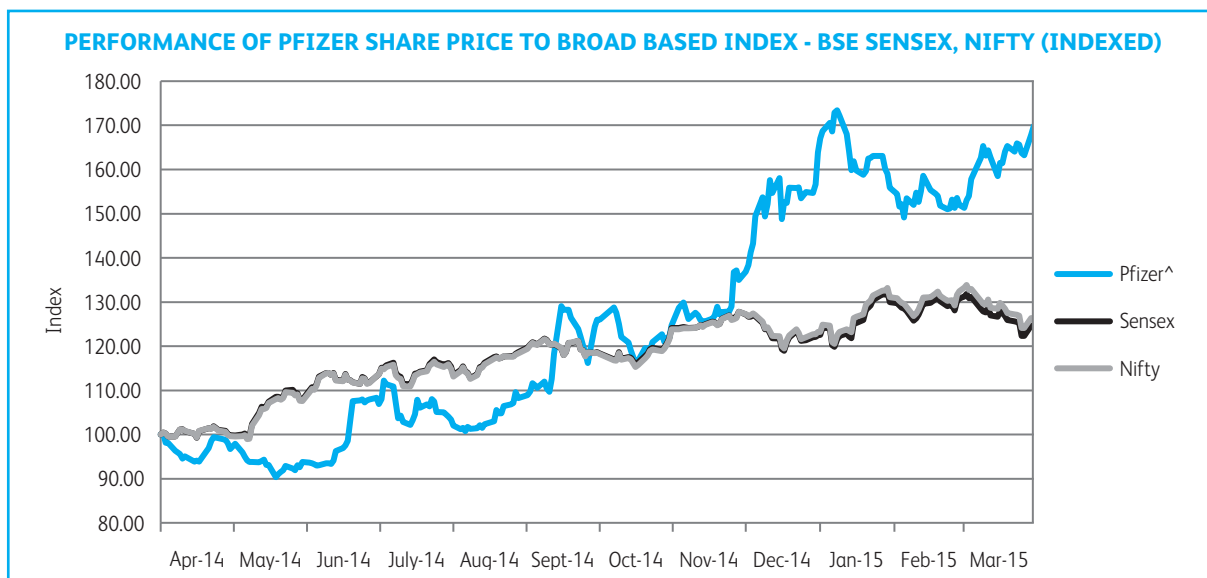
The Company Secretary had been empowered by the Board for approving transfers/transmissions of shares, split/ consolidation, and other allied matters up to a limit of 1000 shares of individual items. With effect from 24th July, 2014, the Board authorized Board Administrative and Share Transfer Committee to cover matters relating to share transfers / transmission, issue of duplicate shares, etc. after enhancing the scope of the said Committee. At each meeting, the Board is apprised of the details of transfer / transmission / issue of duplicate shares. The Company's Registrars, M/s. Karvy Computershare Pvt. Ltd. has adequate infrastructure to process the share transfers. The share transfers received are processed within 15 days from the date of receipt, subject to the transfer instrument being valid and complete in all respects. Dematerialization requests are processed within 15 days from the date of receipt, to give credit of the shares through the Depositories. In compliance with the Listing Agreement, every six months, a Practicing Company Secretary audits the System of Transfer and a Certificate to that effect is issued.

MARKET PRICE DATA*

The High and Low prices of the Company's share (of the face value of ₹10/- each) for the financial year under review are as below:

Month and Year	BSE Ltd.		The National Stock Exchange of India Ltd.	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr 2014	1346.90	1228.00	1348.65	1224.00
May 2014	1298.00	1175.00	1299.00	1173.20
Jun 2014	1449.90	1210.00	1450.00	1207.00
July 2014	1499.00	1325.00	1500.00	1315.00
Aug 2014	1453.00	1321.05	1450.00	1320.00
Sep 2014	1824.00	1426.00	1825.00	1401.60
Oct 2014	1718.00	1511.00	1720.00	1504.35
Nov 2014	1828.00	1618.75	1824.95	1602.60
Dec 2014	2177.45	1745.00	2184.00	1741.00
Jan 2015	2325.00	2032.00	2325.00	1720.00
Feb 2015	2115.60	1951.00	2116.60	1950.50
Mar 2015	2250.00	1974.50	2251.00	1969.80

* Source: BSE and NSE Websites.



^ Pfizer Share Price on BSE.

DISTRIBUTION OF SHAREHOLDING

(a) Shareholding Pattern as on 31st March, 2015:

Category of Shareholder	Number of Shares	Percentage of Shareholding
Promoters		
Pfizer East India B.V., Netherlands	18186334	39.75
Wyeth LLC	5617707	12.28
Wyeth Holdings Corporation	1630164	3.56
Warner-Lambert Company, LLC, USA	1187163	2.60
Parke, Davis & Company, LLC, USA	955733	2.09
John Wyeth & Brother Ltd	882000	1.93
Pharmacia Corporation, USA	783941	1.71
Sub-Total	29243042	63.92
Non-Promoters		
Mutual Funds/UTI	2573294	5.62
Financial Institutions/Banks	9216	0.02
Insurance Companies	850202	1.86
Foreign Institutional Investors	2228239	4.87
Bodies Corporate	2843743	6.22
Individuals	7712162	16.86
Directors & Relatives	6017	0.01
Trusts	3554	0.01
Foreign Bodies Corporate	1035	0.00
Non-resident Indians	250998	0.55
Clearing Members	26230	0.06
Sub-Total	16504690	36.08
Total	45747732	100.00

(b) Class-wise Distribution of Equity Shares as on 31st March, 2015:

Number of Equity Share Holding	Number of Shareholders	Percentage of Shareholders	Number of Shares	Percentage of Shareholding
1 – 50	54728	64.23	1158009	2.53
51 – 100	13444	15.78	1060611	2.32
101 – 500	14926	17.52	2916774	6.38
501 – 1000	1208	1.42	852484	1.86
1001 – 5000	732	0.86	1384128	3.03
5001 – 10000	48	0.05	349596	0.76
10001 & Above	121	0.14	38026130	83.12
Total	85207	100.00	45747732	100.00

Dematerialization of Shares and Liquidity

The shares of the Company form part of the Compulsory Demat Segment. The Company has established connectivity with both the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through its Registrars & Share Transfer Agents, M/s. Karvy Computershare Pvt. Ltd.

As on 31st March, 2015, the number of shares held in dematerialized and physical mode are as under:

Particulars	Number of Shares	Percentage to Total Capital Issued	Number of Shareholders	Percentage to Total Number of Shareholders
Held in dematerialized mode in NSDL	43155094	94.33	52061	61.10
Held in dematerialized mode in CDSL	1402777	3.07	14475	16.99
Physical mode	1189861	2.60	18671	21.91
Total	45747732	100.00	85207	100.00

Outstanding GDRs/ADRs/Warrants or any convertible instruments, etc.

As on date, the Company has not issued these types of securities.

Plant Location

- i. Thane Belapur Road
KU Bazar Post
Navi Mumbai - 400 705
- ii. Plot No. L-137, Phase III
Verna Industrial Estate
Verna – 403 722, Goa

IX. NON-MANDATORY REQUIREMENTS

Shareholders' Rights

The half-yearly financial results are published in the newspapers as mentioned above and also they are displayed under the investor relations section on the Company's website 'www.pfizerindia.com'. Therefore, the results were not separately circulated to all shareholders.

For and on behalf of the Board of Directors

Mumbai, 5th May, 2015

**R.A. Shah
Chairman**

Certificate of Compliance with the Corporate Governance requirements under Clause 49 of the Listing Agreement

To the Members of Pfizer Limited

We have examined the compliance of conditions of Corporate Governance by Pfizer Limited ("the Company") for the year ended on 31 March 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Sadashiv Shetty

Partner

Membership No: 048648

Mumbai
5 May 2015

Declaration by the Managing Director under Clause 49 of the Listing Agreement regarding compliance with Code of Conduct

In accordance with Clause 49 II (E) of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended 31st March, 2015.

For **Pfizer Limited**

Place : Mumbai
Date : 5th May, 2015

Aijaz Tobacowalla
Managing Director

INDEPENDENT AUDITOR'S REPORT

To The Members Of Pfizer Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Pfizer Limited (“the Company”), which comprise the Balance Sheet as at 31 March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management’s Responsibility for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company’s Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor’s Report) Order, 2015 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31 March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 29 and 30 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March, 2015.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Sadashiv Shetty

Partner

Membership No: 048648

Mumbai
5 May 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT - 31 MARCH 2015

(Referred to in our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Certain fixed assets were verified during this year as per this program. No material discrepancies were noticed on such verification.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the year-end, written confirmations have been obtained.
- (b) The procedures for the physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed during the physical verification of inventories as compared to book records were not material and have been dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii) of the order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchases of certain items of inventories are for the Company's specialized requirements and similarly certain services are rendered and purchased for the specialized requirements of the buyers and the Company respectively and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and with regard to the sale of goods and services. In our opinion and according to the information and explanations given to us, there is no major weaknesses in internal controls.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in relation to products manufactured, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of account of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' state insurance, Income tax, Sales tax, Value added tax, Wealth tax, Service tax, duty of Customs, duty of Excise, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' state insurance, Income tax, Sales tax, Value added tax, Service tax, Wealth tax, duty of Customs, duty of Excise, Cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the dues set out in Appendix I in respect of Income tax, Sales tax, Service tax, duty of Customs, Value added tax and duty of Excise have not been deposited by the Company with the appropriate authorities on account of disputes.
- (c) The Company has transferred amounts required to be transferred to the Investor Education and Protection Fund within the prescribed time.

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT - 31 MARCH 2015 (CONTINUED)

- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (ix) The Company did not have any outstanding dues to any financial institution, banks or debenture holders during the year.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Sadashiv Shetty

Partner

Membership No: 048648

Mumbai

5 May 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT - 31 MARCH 2015 (CONTINUED)
Appendix I as referred to in paragraph vii(b) of Annexure to the Independent Auditors' report.

Name of the Statute	Forum where dispute is pending	Period to which the amount relates	Nature of dues	Amount in lakhs
The Income tax Act, 1961	Commissioner of Income tax Appeals	2004-05 to 2008-09, 2010-12	Tax and Interest	5,631.44
	Commissioner of Income tax Appeals	2010-13	Non deduction/ short deduction	3,070.77
	ITAT	1994-95 and 1999-00 and 2002-03 and 2007-10	Tax and interest	12,354.16
	ITAT	2004-10	Non deduction/ short deduction	67.84
The Central Excise Act, 1944	Customs excise service tax Appellate tribunal	1985 to 2006	Duty and penalty	1,157.13
	Assistant Commissioner of Central Excise	1975 to 1982, 1986-87 and 1993 and 1996 to 1999.	Duty including interest and penalty	270.11
	Supreme Court	1998	Duty and penalty	14.55
	Commissioner (Appeals)	1992 to 1997 and 2005-06	Duty and penalty	662.56
	Bombay High Court	2004-05	Duty and penalty	2.24
Customs Act, 1962	Commissioner of Appeals	1995	Duty and penalty on imports and other disputes	1.06
	Supreme Court	1996-97	Duty and penalty on imports and other disputes	41.92
The Finance Act, 1994 (Service Tax)	Bombay High Court	1997 to 2001	Duty and penalty	193.11
Value Added Tax Act and State and Central Sales Tax	Assistant Commissioner	1993-94 to 1998-99, 2005-06, 2008-09 to 2010-11 and 2013-14	Tax	173.34
	Additional Commissioner (Appeals)	1998-99, 2001-02 and 2011 -12	Tax	64.16
	Assessing authority	2001-02 to 2009-10 and 2011-12	Tax and penalty	181.89
	Assistant Commissioner (Appeals)	1986-87 and 2004-05	Tax	3.47
	Commissioner	2005-06 to 2008-09	Tax	17.87
	Commissioner (Appeals)	1995-96 to 1997-98, 2002-03 and 2009-10 to 2012-13	Tax	122.09
	Deputy Commissioner	2005-06 to 2009-10	Tax and penalty	954.23
	Deputy Commissioner (Appeals)	1983-84, 1985-86 to 1986-87, 1993-94 to 1996-97, 1998-99 to 2013-14	Tax and penalty	6,430.67
	First Appellate Authority	2005-06 to 2013-14	Tax, Interest and penalty	1,969.52
	Joint Commissioner	2001-02 to 2010-11	Tax, Interest and penalty	1,038.71
	Joint Commissioner (Appeals)	2005-06, 2006-07, 2009-10, 2010-11 and 2012-13	Tax, Interest and penalty	285.65
	Mobile Squad	2009-10 and 2010-11	Tax	26.96
	Revision board	2006-07 to 2009-10	Tax	89.92
	Second Appellate Authority	2008-09	Tax and penalty	0.30
	Supreme court	1992-93	Tax	10.27
Tribunal	1994-95 to 1996-97, 2002-03, 2005-06 to 2010-11	Tax	90.10	

BALANCE SHEET

AS AT 31 MARCH 2015

Currency: ₹ in lakhs

	Note	31 March 2015	31 March 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	4	4,574.95	2,984.32
Reserves and surplus	5	192,726.23	62,856.93
		<u>197,301.18</u>	<u>65,841.25</u>
Non-current liabilities			
Long-term borrowings	6	250.22	-
Other long-term liabilities	7	10.00	10.00
Long-term provisions	8	2,956.43	1,479.12
		<u>3,216.65</u>	<u>1,489.12</u>
Current liabilities			
Trade payables	9	33,420.34	15,993.15
Other current liabilities	10	8,660.10	5,467.98
Short-term provisions	11	18,556.45	8,876.48
		<u>60,636.89</u>	<u>30,337.61</u>
TOTAL		<u>261,154.72</u>	<u>97,667.98</u>
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	12	7,509.19	2,002.06
Intangible assets	12	86,924.60	-
Capital work-in-progress		1,255.97	315.91
		<u>95,689.76</u>	<u>2,317.97</u>
Non current investments	13	4,266.19	4,448.69
Deferred tax assets (net)	14	6,713.90	3,419.25
Long-term loans and advances	15	29,156.48	18,886.86
		<u>135,826.33</u>	<u>29,072.77</u>
Current assets			
Inventories	16	38,790.14	15,149.60
Trade receivables	17	15,786.87	17,338.72
Cash and bank balances	18	60,928.70	30,779.36
Short-term loans and advances	19	8,392.94	4,716.80
Other current assets	20	1,429.74	610.73
		<u>125,328.39</u>	<u>68,595.21</u>
TOTAL		<u>261,154.72</u>	<u>97,667.98</u>
Significant accounting policies	2		
Notes to the financial statements	3 - 44		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W /W-100022

Sadashiv Shetty

Partner

Membership No: 048648

R. A. Shah

Chairman

DIN:00009851

S. Sridhar

Wholetime Director &

Chief Financial Officer

DIN:05162648

Uday Khanna

Director

DIN:00079129

Pradip Shah

Director

DIN:00066242

S.S. Lalbhai

Director

DIN:00045590

Dr. Lakshmi Nadkarni

Wholetime Director

DIN:07076164

Aijaz Tobaccowalla

Managing Director

DIN:05312126

Vivek Dhariwal

Wholetime Director

DIN:02826679

Prajeet Nair

Company Secretary

Mumbai
05 May 2015

Mumbai
05 May 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

	Note	Year ended 31 March 2015	Year ended 31 March 2014
Revenues			
Revenue from operations (gross)		190,076.26	105,742.66
Less: Excise duty		7,301.82	5,315.46
Revenue from operations (net)	21	182,774.44	100,427.20
Other operating income	22	2,557.40	10,753.40
Other income	23	6,734.61	10,938.27
Total revenues		192,066.45	122,118.87
Expenses			
Cost of materials consumed	24a & b	38,583.50	26,576.72
Purchases of stock-in-trade	24c	43,638.00	10,627.44
Changes in inventories of finished goods, work-in-progress and stock-in-trade	24d	(8,236.14)	283.79
Employee benefits	25	23,635.86	19,176.61
Finance costs	26	76.88	36.38
Depreciation and amortization	27	13,107.71	796.98
Other expenses	28	49,414.33	30,662.45
Total expenses		160,220.14	88,160.37
Profit before exceptional items, tax and the impact of the Scheme of Amalgamation		31,846.31	33,958.50
Exceptional items (Voluntary Retirement Scheme and other related costs for Thane factory)		(8,044.72)	-
Profit before tax and impact of the Scheme of Amalgamation		23,801.59	33,958.50
Tax expense			
Current tax		15,099.72	11,304.37
Deferred tax charge / (credit)		(1,332.07)	568.42
Profit for the year before impact of the Scheme of Amalgamation		10,033.94	22,085.71
Impact of the Scheme of Amalgamation relating to financial year 2013-14	3		
(i) Profit after tax of erstwhile Wyeth Limited, the amalgamating company		8,791.99	-
(ii) Depreciation / amortization on fair valuation of fixed assets (net of tax)		(11,844.00)	-
Profit for the year		6,981.93	22,085.71
Earnings per share (of ₹10/- each): (Basic & diluted)			
(a) Computed on the basis of profit for the year	40	15.26	74.01
(b) Computed on the basis of profit for the year before the impact of the Scheme of Amalgamation			
(i) before exceptional items (net of tax)		34.18	74.01
(ii) after exceptional items (net of tax)		21.93	74.01
Significant accounting policies	2		
Notes to the financial statements	3 - 44		
The notes referred to above form an integral part of the financial statements.			

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W /W-100022

Sadashiv Shetty

Partner

Membership No: 048648

R. A. Shah

Chairman

DIN:00009851

S. Sridhar

Wholetime Director &

Chief Financial Officer

DIN:05162648

Uday Khanna

Director

DIN:00079129

Pradip Shah

Director

DIN:00066242

S.S. Lalbhai

Director

DIN:00045590

Dr. Lakshmi Nadkarni

Wholetime Director

DIN:07076164

Aijaz Tobaccowalla

Managing Director

DIN:05312126

Vivek Dhariwal

Wholetime Director

DIN:02826679

Prajeet Nair

Company Secretary

Mumbai
05 May 2015

Mumbai
05 May 2015

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

	Year ended 31 March 2015	Year ended 31 March 2014
A Cash Flow from Operating Activities :		
Profit before tax and impact of the Scheme of Amalgamation	23,801.59	33,958.50
Adjustments for :		
Depreciation and amortization	13,107.71	796.98
Unrealised foreign exchange loss / (gain) (Net)	(53.06)	41.20
Interest income	(4,453.55)	(8,550.03)
Rental income	(1,551.81)	(741.64)
(Profit) / Loss on fixed assets sold / discarded (Net)	(13.01)	(175.93)
Provision for doubtful trade receivables and advances	(436.98)	124.92
Provisions no longer required written back	(510.60)	(277.36)
Operating profit before working capital changes	29,890.29	25,176.64
Adjustments for :		
(Increase) / Decrease in trade and other receivables	(3,398.75)	(1,405.17)
(Increase) / Decrease in inventories	(7,882.36)	1,365.45
Increase / (Decrease) in trade and other payables	8,336.89	1,514.35
Increase / (Decrease) in provisions (excluding proposed dividend, tax on proposed dividend, income tax provision)	(1,097.59)	(1,012.50)
Cash generated from operations	25,848.48	25,638.77
Direct taxes paid (Net)	(14,501.29)	(12,394.03)
Net cash from operating activities after exceptional items (A)	11,347.19	13,244.74
B Cash Flow from Investing Activities :		
Purchase of fixed assets	(2,056.60)	(422.32)
Proceeds from sale of fixed assets	35.72	204.46
Rental income on investment properties	1,320.15	642.92
Interest received	3,919.92	9,841.17
Net cash from / (used) in investing activities (B)	3,219.19	10,266.23

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

	Year ended 31 March 2015	Year ended 31 March 2014
C Cash Flow from Financing Activities :		
Dividend paid on equity shares	(137.84)	(116,110.93)
Tax paid on dividend	-	(19,905.94)
Net cash used in financing activities (C)	(137.84)	(136,016.87)
Net Increase / (Decrease) in Cash & Cash equivalents (A)+(B)+(C)	14,428.54	(112,505.90)
Cash & Cash equivalents at the beginning of the year (note 1)	30,786.20	143,292.10
Add: Acquired pursuant to the Scheme of Amalgamation (note 2)	15,721.82	-
Cash & Cash equivalents at the end of the year (note 1)	60,936.56	30,786.20
	14,428.54	(112,505.90)
Notes :		
1 Cash and bank balances	60,928.70	30,779.36
Unrealised translation gain on foreign currency cash and bank balances	7.86	6.84
	60,936.56	30,786.20
2 The amount includes Cash and bank balance as on 1 April 2013 ₹43,929.82 lakhs, Net Cash from Operating activities ₹11,834.90 lakhs, Net Cash from Investing activities ₹2,904.60 lakhs and Net Cash used in Financing activities ₹42,947.50 lakhs from erstwhile Wyeth Limited for the financial year 2013-14.		
3 Cash and bank balances include balances aggregating to ₹1,530.48 lakhs (March 2014 : ₹1,455.06 lakhs) with scheduled banks on current accounts in respect of unpaid dividend, which are not available for use by the Company.		
4 The above Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard 3 on "Cash Flow Statement".		
5 Previous year figures have been regrouped where necessary.		

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W /W-100022

Sadashiv Shetty

Partner

Membership No: 048648

R. A. Shah

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Prajeet Nair

Company Secretary

Mumbai
05 May 2015

Mumbai
05 May 2015

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

1 Background

The Company is a Public limited Company, incorporated under the Indian Companies Act, 1913, having its registered office in Mumbai, Maharashtra and is listed on BSE Ltd. and the National Stock Exchange of India Limited. The Company is engaged in manufacturing, marketing, trading and export of Pharmaceutical products. The Company has its own manufacturing facility at Thane and Goa. The Company has various independent contract / third party manufacturers based across the country. The Company sells its products through independent distributors primarily in India.

2 Significant Accounting Policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

(a) Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention on an accrual basis of accounting and in accordance with the accounting principles generally accepted in India and comply with the accounting standards referred in the Companies (Accounting Standards) Rules, 2006 which continue to apply under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Account) Rules, 2014 and other relevant provisions of the Companies Act, 1956 to the extent applicable.

(b) Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets, liabilities, income and expenses and the disclosures of contingent liabilities on the date of financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. Estimates and underlying assumptions are reviewed on an ongoing basis.

(c) Current and Non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of its activities and the time between the acquisition of assets for processing and their realization in cash or cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

(d) Fixed assets and depreciation / amortization

Tangible fixed assets

(i) Tangible fixed assets are stated at cost of acquisition less accumulated depreciation / amortization and impairment losses. The cost of fixed assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other incidental expenses related to the acquisition and installation of the respective assets.

(ii) Assets costing individually up to ₹5,000 are written off and those costing more than ₹5,000 but up to US\$5,000 are fully depreciated in the year of purchase except that -

“multiple-like items” the cost of which is over US\$10,000 in the aggregate; and

“unlike items of a capital nature within an asset category” for large scale projects the aggregate cost of which exceeds US\$ 10,000 are considered as one asset and depreciated in accordance with the accounting policy stated in (iii) below.

(iii) Depreciation on fixed assets upto 31 March 2014 was provided on straight line method at the higher of the rates determined by the Company based on the estimated useful life of the assets or the rates specified in Schedule XIV of the Companies Act, 1956.

Pursuant to the notification of the Schedule II of the Companies Act, 2013 with effect from 1 April 2014, depreciation for the year has been provided as per the rates determined in Part C of Schedule II or based on estimated useful life of the assets determined by the management. Accordingly, for assets which had no residual life as at 1 April 2014, the book value has been adjusted against Surplus (net of deferred tax).

Depreciation on additions other than those stated in (ii) above is provided on a pro-rata basis from the month of capitalisation. Depreciation on deletions during the year is provided up to the month in which the asset is sold / discarded.

(iv) Depreciation on assets other than those specified in (ii) and (iii) above are provided at the following rates per annum:

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

Assets	Rate
Land : Leasehold	Amortized over the lease period
Buildings : On leasehold land	Rate based on lease period
Leasehold improvements	Amortized over the lease period

Assets acquired under the Scheme of Amalgamation from erstwhile Wyeth Limited are depreciated over the estimated residual useful life of the assets as determined by an independent expert:

Assets	Rate
Computers	16.66% to 50%
Furniture	33.33% to 50%
Office Equipment	14.28% to 100%
Machinery & Equipment	8.33% to 100%
Vehicles	25% to 50%

Intangible fixed assets

- (i) Intangible assets comprises of Trademarks and Cost of Application Software.
 - (a) Trademarks are amortized on a straight line basis, over a period of 10 years.
 - (b) Cost of Application Software are recorded at its acquisition cost and is amortized on straight-line basis over 3 to 5 years, which in management's estimate represents the period during which economic benefits will be derived from their use. Cost of Application Software not exceeding ₹50 lakhs is being charged to the statement of profit and loss.
- (ii) Goodwill is amortized on a straight line basis over a period of 10 years.

Revenue expenditure on research and development is expensed as incurred. Capital expenditure on research and development is capitalised as fixed assets and depreciated in accordance with the depreciation policy of the Company.

(e) Impairment of assets

In accordance with Accounting Standard 28 (AS 28) on 'Impairment of assets' where there is an indication of impairment of the Company's assets, the carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any impairment. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated at the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognised whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. Impairment loss is recognized in the statement of profit and loss.

(f) Foreign exchange transactions

Transactions in foreign exchange are accounted for at the standard exchange rates as determined by the Company on a monthly basis. The exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss of the year.

Monetary assets and liabilities in foreign exchange, which are outstanding as at the year end, are translated at year end at the closing exchange rate and the resultant exchange differences are recognized in the statement of profit and loss.

(g) Investments

Long-term investments are stated at cost less other than temporary diminution in value, determined separately for each individual investment. Current investments are recognized at cost or net realisable value whichever is lower.

Investment in land or buildings that are not intended to be occupied substantially for use by or in operations of the Company, or held for rental purpose is classified as investment property. Investment property is stated at cost less accumulated depreciation.

(h) Inventories

Raw materials, stock-in-trade, work-in-progress, finished goods, and packing materials are valued at the lower of weighted average cost and net realisable value. Cost of finished goods and work-in-progress includes cost of materials, direct labour and an appropriate portion of overheads to bring the inventory to the present location and condition. Stores and maintenance spares are valued at average cost.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

The net realizable value of work-in-progress is determined with reference to the selling price of related finished goods. Raw materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realizable value.

Finished goods expiring within 90 days (near-expiry inventory) as at the balance sheet date have been fully provided for.

(i) Samples

Physicians' samples are valued at standard cost, which approximates actual cost and are charged to the statement of profit and loss when distributed.

(j) Revenue recognition

Revenue from sale of goods in the course of ordinary activities is recognized when property in the goods or all significant risks and rewards of their ownership are transferred to the customer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection. The amount recognized as revenue is exclusive of sales tax, value added taxes (VAT) and service tax, and is net of returns and discounts. Revenue from services is recognized as and when services are rendered and related costs are incurred, in accordance with the terms of the specific contracts. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

(k) Employee benefits

Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, bonus, short term compensated absences, and the expected cost of ex-gratia is recognized in the period in which the employee renders the related service.

Long term employee benefits

(i) Defined contribution plan

The Company's contribution towards employees' Superannuation plan is recognized as an expense during the year. In case of employees transferred from erstwhile Wyeth Limited, the Company has a defined contribution plan, in form of Provident Fund in which the Company makes specified monthly contributions towards employee Provident Fund to Government administered Employee Provident Fund schemes, which is recognized as an expense in the statement of profit and loss during the period in which the employee renders the service.

(ii) Defined benefit plans

Provident fund

Provident fund contributions are made to a trust administered by the trustees. Trust makes investments and settles members claims. Interest payable to the members shall not be at a rate lower than the statutory rate. Liability is recognized for any shortfall in the plan assets vis-à-vis actuarially determined liability of the fund obligation.

Gratuity plan

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation as at the balance sheet date under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method by an independent actuary, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the balance sheet date.

Actuarial gains and losses are recognized immediately in the statement of profit and loss.

(iii) Other Long-term employment benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

as at the balance sheet date using Projected Unit Credit method by an independent actuary. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the balance sheet date.

(l) Leases

Lease rentals under an operating lease, are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term. Lease income from operating leases is recognized in the statement of profit and loss on a straight line basis over the lease term.

(m) Voluntary Retirement Scheme (VRS)

Liability under the VRS is accrued on the acceptance of the applications of the employees under the VRS scheme issued by the Company and is charged to the statement of profit and loss.

(n) Taxation

Income tax expense comprises current tax and deferred tax charge or credit. Provision for current tax is based on the results for the year, in accordance with the provisions of the Income Tax Act, 1961.

The deferred tax charge or credit is recognized using substantively enacted rates. In the case of unabsorbed depreciation or carried forward losses, deferred tax assets are recognized only to the extent there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Such assets are reviewed as at each balance sheet date to reassess realization.

(o) Earnings per share

Basic and diluted earnings per share are computed by dividing the net profit after tax attributable to equity shareholders for the year, with the weighted number of equity shares outstanding during the year.

(p) Provisions and contingent liabilities

The Company creates a provision when there exist a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognized in financial statements.

3 Amalgamation of Wyeth Limited with the Company

The shareholders of the Company approved the Scheme of Amalgamation ('Scheme') between the Company and Wyeth Limited with an appointed date of 1 April 2013 whereby all the assets and liabilities of Wyeth Limited which were transferred to and vested in the Company have been recorded at their fair values from the appointed date.

Wyeth Limited was engaged in manufacturing, marketing, trading and export of pharmaceuticals and consumer healthcare products. Wyeth Limited had its own manufacturing facility at Goa and various independent contract / third party manufacturers in India.

The said Scheme received the approval of the Hon'ble High Court of Judicature at Bombay on 31 October 2014 and subsequent to approvals by other relevant regulatory authorities; the Scheme has become effective 1 December 2014. Since the Scheme received all the requisite approvals after the financial statements for the year ending 31 March 2014 were authorised by the shareholders, the impact of amalgamation has been given in the current financial year with effect from the appointed date.

In accordance with the provisions of the aforesaid Scheme,

- i) The approved share swap ratio is 7 equity shares of the face value of ₹10 each fully paid up of the Company for every 10 equity shares of the face value of ₹10 each fully paid up of Wyeth Limited. Accordingly, for a total consideration of ₹131,379 lakhs, the Company has allotted and issued 15,906,292 equity shares of ₹10 each to the shareholders of erstwhile Wyeth Limited in December 2014, and accounted for the share premium of ₹129,879 lakhs.
- ii) The amalgamation is accounted under the "Purchase Method" as per Accounting Standard 14 - Accounting for Amalgamations, as referred to in the Scheme of Amalgamation approved by the High court.
- iii) The transfer of assets and liabilities of Wyeth Limited at fair value has been effected from the "Appointed date" of 1 April 2013, as defined in the Scheme.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

- iv) Fair value of assets and liabilities acquired from Wyeth Limited are as under:

Assets	
Fixed assets	7,005
Capital work in progress	28
Deferred tax asset	1,288
Inventories	18,258
Trade receivables	4,449
Cash and bank balances	43,930
Other current assets	647
Loans and advances	8,175
Total Assets	83,780
Liabilities	
Long term borrowings	250
Current liabilities	15,232
Provisions	7,031
Proposed dividend	38,543
Total Liabilities	61,056
Net Assets taken over	22,724
Purchase consideration	131,379
Goodwill (including intangible assets)	108,655

- v) During the year ended 31 March 2014, Wyeth Limited declared and paid interim dividend of ₹145 per share aggregating to ₹32,944.09 lakhs and tax thereon ₹5,598.85 lakhs. The interim dividend paid is in accordance with the Scheme approved by the High Court. The purchase consideration determined is net of the interim dividend declared and paid. Accordingly, the interim dividend declared and paid has not been considered for determining the purchase consideration and have been considered as a liability taken over.
- vi) Operations of Wyeth Limited from 1 April 2013 to 31 March 2014, as detailed below, have been accounted for in the current year's statement of profit and loss, after the profit for the year before impact of the Scheme of Amalgamation.

	Year ended 31 March 2014
Revenues	
Revenue from operations (net)	67,043.17
Other operating income	889.58
Other income	3,408.02
Total revenues	71,340.77
Expenses	
Cost of materials consumed	8,597.76
Purchases of stock-in-trade	18,744.02
Changes in inventories of finished goods, work-in-progress and stock-in-trade	5,156.96
Employee benefits	3,585.14
Finance costs	5.19
Depreciation and amortization	273.84
Other expenses	21,589.67
Total expenses	57,952.58
Profit before tax	13,388.19
Tax expense	
Current tax	5,260.67
Deferred tax	(664.47)
Profit for the year	8,791.99

The depreciation of tangible assets and amortization of goodwill and intangible assets, arising from the amalgamation, for the period 1 April 2013 to 31 March 2014, aggregating to ₹11,844 lakhs, has been accounted for in the current year's statement of profit and loss, after the profit for the year before impact of the Scheme of Amalgamation.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

4 Share capital

	31 March 2015		31 March 2014	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of ₹10 each	52,844,080	5,284.41	29,844,080	2,984.41
Unclassified shares of ₹10 each	10,155,920	1,015.59	10,155,920	1,015.59
	<u>63,000,000</u>	<u>6,300.00</u>	<u>40,000,000</u>	<u>4,000.00</u>
Issued				
Equity shares of ₹10 each	45,750,372	4,575.04	29,844,080	2,984.41
Subscribed and fully paid up				
Equity shares of ₹10 each	45,747,732	4,574.77	29,841,440	2,984.14
Forfeited equity shares	2,640	0.18	2,640	0.18
Total	<u>45,750,372</u>	<u>4,574.95</u>	<u>29,844,080</u>	<u>2,984.32</u>

Notes:

- 4.1 Reconciliation of the number of equity shares and amount outstanding at the commencement and at the end of the reporting year:

	31 March 2015		31 March 2014	
	Number of shares	Amount	Number of shares	Amount
Balance at the commencement of the year	29,844,080	2,984.32	29,844,080	2,984.32
Additions: Shares issued pursuant to the Scheme of Amalgamation (Refer note 3)	15,906,292	1,590.63	-	-
Balance at the end of the year	<u>45,750,372</u>	<u>4,574.95</u>	<u>29,844,080</u>	<u>2,984.32</u>

- 4.2 Details of equity shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

	31 March 2015		31 March 2014	
	Number of shares	Amount	Number of shares	Amount
Equity shares of ₹10 each fully paid up held by:				
Ultimate Holding Company				
Pfizer Inc.	-	-	-	-
Holding Company				
Pfizer East India B.V.(from 3 March 2014 to 16 December 2014)			18,186,334	1,818.63
Subsidiaries of the ultimate holding company				
Pfizer East India B.V.(w.e.f 17 December 2014)	18,186,334	1,818.63		
Wyeth LLC, USA (w.e.f 17 December 2014)	5,617,707	561.77	-	-
Wyeth Holdings Corporation, USA (w.e.f 17 December 2014)	1,630,164	163.02	-	-
John Wyeth & Brother Ltd., UK (w.e.f 17 December 2014)	882,000	88.20	-	-
Warner Lambert Company	1,187,163	118.72	1,187,163	118.72
Parke Davis & Company	955,733	95.57	955,733	95.57
Pharmacia Corporation	783,941	78.39	783,941	78.39

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

4.3 Shareholders holding more than 5% shares as on 31 March 2015 and 31 March 2014

	31 March 2015		31 March 2014	
	Number of shares	% holding	Number of shares	% holding
Equity shares of ₹10 each fully paid up held by:				
Pfizer East India B.V. (w.e.f 17 December 2014)	18,186,334	39.75	-	-
Pfizer East India B.V. (from 3 March 2014 to 16 December 2014)	-	-	18,186,334	60.94
Wyeth LLC, USA (w.e.f 17 December 2014)	5,617,707	12.28	-	-

4.4 Pursuant to the Scheme of Amalgamation of erstwhile Wyeth Limited with the Company, 15,906,292 shares of face value ₹10 each were issued during the year to the shareholders of erstwhile Wyeth Limited for consideration other than cash. During the five reporting periods immediately preceding the reporting date, no shares have been issued by capitalization of reserves as bonus shares.

4.5 The Company has a single class of equity shares. Accordingly all the equity shares rank equally with regard to voting rights, dividends and share in the Company's residual assets.

5 Reserves and surplus

	31 March 2015	31 March 2014
Securities premium account		
At the commencement of the year	2,277.70	2,277.70
Additions: Premium on issue of equity shares pursuant to the Scheme of Amalgamation (Refer note 3)	129,789.00	-
At the end of the year	132,066.70	2,277.70
General reserve		
At the commencement of the year	30,192.12	27,983.55
Add: Transferred from surplus	-	2,208.57
At the end of the year	30,192.12	30,192.12
Surplus		
At the commencement of the year	30,387.11	136,196.56
Add: Profit for the year	6,981.93	22,085.71
Less: Adjustment on account of Depreciation (Refer note 12.2)	19.02	-
Less: Appropriations		
Proposed dividend (₹12.50 per share, March 2014: Nil)	5,718.47	-
Tax on Proposed dividend	1,164.14	-
Interim dividend (Nil, March 2014: ₹360 per share)	-	107,429.00
Tax on dividend	-	18,257.59
Transferred to general reserve	-	2,208.57
At the end of the year	30,467.41	30,387.11
Total	192,726.23	62,856.93

6 Long-term borrowings (Unsecured)

	31 March 2015	31 March 2014
Loans and advances from related parties		
John Wyeth & Brother Limited, India Branch	250.22	-
Total	250.22	-

The amount represents purchase consideration payable to John Wyeth and Brother Limited, UK for the transfer of its undertaking in India to the erstwhile Wyeth Limited. The amount has been retained as an interest free unsecured loan as per the directives of the RBI in this regard pending appropriate clearance from the Income tax authorities.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

7 Other long-term liabilities

	31 March 2015	31 March 2014
Security deposits	10.00	10.00
Total	10.00	10.00

8 Long-term provisions

	31 March 2015	31 March 2014
Employee related		
Provident fund (Refer note 25.1)	-	476.51
Gratuity (Refer note 25.1)	225.32	-
Other provisions		
Demands under DPCO (Refer note 8.1(b) and note 29)	1,987.94	478.37
Sales return (Refer note 8.1(a))	540.39	366.33
Customs and Central Excise (Refer note 8.1(c) and note 29)	202.78	157.91
Total	2,956.43	1,479.12

8.1 Additional disclosure relating to certain provisions

The Company has made provision for various contractual obligations and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

	Opening (note 1)	Additions	Utilisation / Reversals	Closing
(a) Sales Return				
March 2015	402.27	138.12	-	540.39
March 2014	(314.98)	(51.35)	-	(366.33)
(b) Provision for Demands under the Drugs (Prices Control) Order, 1979				
March 2015	1,987.94	-	-	1,987.94
March 2014	(478.37)	-	-	(478.37)
(c) Provision for Disputed Demands				
Central Excise				
March 2015	200.34	-	-	200.34
March 2014	(155.47)	-	-	(155.47)
Customs				
March 2015	2.44	-	-	2.44
March 2014	(2.44)	-	-	(2.44)
Total (a+b+c)				
March 2015	2,592.99	138.12	-	2,731.11
March 2014	(951.26)	(51.35)	-	(1,002.61)

Future cash outflows in respect of (b) and (c) above are determinable only on receipt of judgements / decisions pending with various authorities / forums.

Note 1: The opening balances as on 1 April 2014 include balances acquired pursuant to the Scheme of Amalgamation of erstwhile Wyeth Limited.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

9 Trade payables

	31 March 2015	31 March 2014
Micro and small enterprises (Refer note 9.1)	201.29	151.69
Other trade payables	33,219.05	15,841.46
Total	33,420.34	15,993.15

9.1 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

	31 March 2015	31 March 2014
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	167.87	142.94
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	33.42	8.75
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

10 Other current liabilities

	31 March 2015	31 March 2014
Unpaid dividends (Refer note 10.1)	1,530.48	1,455.06
Creditors for capital expenditure	478.26	26.22
Statutory remittances	2,219.36	936.46
Employee benefits	3,223.90	2,129.79
Security deposits	1,208.10	920.45
Total	8,660.10	5,467.98

10.1 Investor education and protection fund (IEPF) is being credited by the amount of unpaid dividend after seven years from the due date. The balance represents amounts not yet due for deposit to the IEPF.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

11 Short-term provisions

	31 March 2015	31 March 2014
Employee related		
Compensated absences (Refer note 25.1)	433.33	-
Gratuity (Refer note 25.1)	570.94	608.04
Provident fund (Refer note 25.1)	-	63.93
Other employee benefits (Refer note 11.1(a))	691.83	664.81
Other provisions		
Wealth tax (Net of taxes paid)	85.76	72.30
Fringe benefit tax (Net of taxes paid)	55.22	3.64
Income tax (Net of taxes paid)	7,002.81	5,233.25
Sales return (Refer note 11.1(b))	2,352.67	1,749.23
Demands under DPCO (Refer note 11.1(c) and note 29)	481.28	481.28
Proposed dividend (Refer note 11.2)	5,718.47	-
Tax on proposed dividend	1,164.14	-
Total	18,556.45	8,876.48

11.1 Additional disclosures relating to certain provisions

	Opening (note 1)	Additions	Utilisation / Reversals	Closing
(a) Other employee benefits				
March 2015	993.06	43.24	344.47	691.83
March 2014	(546.73)	(118.08)	-	(664.81)
(b) Sales Return				
March 2015	2,553.51	-	200.84	2,352.67
March 2014	(1,216.60)	(532.63)	-	(1,749.23)
(c) Provision for Demands under the Drugs (Prices Control) Order, 1979				
March 2015	481.28	-	-	481.28
March 2014	-	(481.28)	-	(481.28)
Total (a + b + c)				
March 2015	4,027.85	43.24	545.31	3,525.78
March 2014	(1,763.33)	(1,131.99)	-	(2,895.32)

Note 1: The opening balances as on 1 April 2014 include balances acquired pursuant to the Scheme of Amalgamation of erstwhile Wyeth Limited.

11.2 Proposed dividend

	31 March 2015	31 March 2014
Amount per share (in ₹)	12.50	-
Number of shares	45,747,732	-
Amount (₹ in lakhs)	5,718.47	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

12 Fixed Assets

	Leasehold land	Leasehold Improvements	Building Leasehold Land	Plant and Furniture on equipment	Vehicles and fixtures	Office equipments	Computers	Total Tangibles	Trademarks	Goodwill	Total Intangibles	Total
Gross block												
Balance as at 1 April 2013	32.57	478.28	1,421.40	5,569.81	453.93	202.59	2,194.90	11,483.02	15.51	-	15.51	11,498.53
Additions during the year	-	-	-	33.24	1.24	-	5.91	152.25	-	-	-	192.64
Disposals / Adjustments	-	26.15	26.40	43.71	7.28	76.73	15.26	12.98	-	-	-	208.51
Balance as at 31 March 2014	32.57	452.13	1,395.00	5,559.34	447.89	125.86	1,120.19	2,334.17	15.51	-	15.51	11,482.66
Balance as at 1 April 2014	32.57	452.13	1,395.00	5,559.34	447.89	125.86	1,120.19	2,334.17	15.51	-	15.51	11,482.66
Acquired pursuant to Scheme of Amalgamation of Wyeth Limited (Refer note 3)*	-	-	4,370.00	2,574.35	29.97	73.54	35.69	193.87	42,720.00	65,935.00	108,655.00	115,932.42
Additions	-	291.15	-	95.95	40.50	-	237.30	928.91	-	-	-	1,593.81
Disposals / Adjustments	-	94.37	-	20.06	-	31.59	3.30	-	-	-	-	149.32
Balance as at 31 March 2015	32.57	648.91	5,765.00	8,209.58	518.36	167.81	1,389.88	3,456.95	42,735.51	65,935.00	108,670.51	128,859.57
Accumulated Depreciation / Amortization												
Balance as at 1 April 2013	15.95	359.48	489.08	4,456.47	346.04	190.70	1,040.07	8,998.78	15.51	-	15.51	9,014.29
Depreciation / Amortization for the year	0.32	52.84	42.27	405.57	25.58	-	27.88	91.83	-	-	-	646.29
Accumulated depreciation / Amortization on disposals / Adjustments	-	25.06	18.53	36.29	6.32	64.84	14.66	179.98	-	-	-	179.98
Balance as at 31 March 2014	16.27	387.26	512.82	4,825.75	365.30	125.86	1,053.29	2,178.54	15.51	-	15.51	9,480.60
Balance as at 1 April 2014	16.27	387.26	512.82	4,825.75	365.30	125.86	1,053.29	2,178.54	15.51	-	15.51	9,480.60
Acquired pursuant to Scheme of Amalgamation of Wyeth Limited*	-	-	270.25	887.37	8.79	21.66	14.96	49.62	4,272.00	6,593.20	10,865.20	12,117.85
Depreciation / Amortization for the year	0.32	138.01	273.66	1,076.82	37.56	11.14	62.47	460.03	4,272.00	6,593.20	10,865.20	12,925.21
Adjustments to Surplus (Refer note 12.2)	-	-	-	-	18.41	-	10.31	-	-	-	-	28.72
Accumulated depreciation / Amortization on disposals / Adjustments	-	93.49	-	20.06	-	9.78	3.27	-	-	-	-	126.60
Balance as at 31 March 2015	16.59	431.78	1,056.73	6,769.88	430.06	148.88	1,137.76	2,688.19	8,559.51	13,186.40	21,745.91	34,425.78
Net Block												
As at 31 March 2014	16.30	64.87	882.18	733.59	82.59	-	66.90	155.63	-	-	-	2,002.06
As at 31 March 2015	15.98	217.13	4,708.27	1,439.70	88.30	18.94	252.12	768.76	34,176.00	52,748.60	86,924.60	94,433.79

12.1 Building includes investment in share application money of ₹500 (March 2014; ₹500) in cooperative housing society, representing ownership of two residential flats.

12.2 Pursuant to the notification of the Schedule II of the Companies Act, 2013 with effect from 1 April 2014, depreciation for the year has been provided as per the rates determined in Part C of Schedule II or based on estimated useful life of the assets determined by the management. Accordingly, depreciation for the year is higher by ₹44 lakhs and for assets which had no residual life as at 1 April 2014, the book value (net of deferred tax) amounting to ₹19.02 lakhs has been adjusted against Surplus.

12.3 The company has obtained an external technical evaluation of the remaining estimated useful life of the assets taken over from erstwhile Wyeth Limited.

12.4 Land and Building acquired from erstwhile Wyeth Limited, the amalgamating Company pursuant to the Scheme of Amalgamation with the Company is being transferred in the name of the Company.

* Includes additions made by erstwhile Wyeth Limited for the financial year 2013 - 14.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

13 Non - current investments

	31 March 2015	31 March 2014
Other Investments		
a. Investment property		
Assets given on operating lease	5,316.91	5,316.91
Less : accumulated depreciation	1,050.97	868.47
	<u>4,265.94</u>	<u>4,448.44</u>
b. Unquoted investments		
Investment in other equity instruments		
(i) The Shamrao Vithal Co-operative Bank Limited 1,000 (March 2014: 1,000) shares of ₹25 each, fully paid-up	0.25	0.25
(ii) Gold Sovereign (Actual cost ₹61)	-	-
(iii) Bharuch Eco-Aqua Infrastructure Limited 72,935 (March 2014: 72,935) equity shares of ₹10 each, fully paid-up	7.29	7.29
(iv) Bharuch Enviro Infrastructure Limited 175 (March 2014: 175) equity shares of ₹10 each, fully paid-up	0.02	0.02
	<u>7.56</u>	<u>7.56</u>
Investment in government securities	0.11	0.11
Less: Provision for diminution in value of investments	(7.42)	(7.42)
	<u>0.25</u>	<u>0.25</u>
Total	<u>4,266.19</u>	<u>4,448.69</u>
Aggregate amount of unquoted investments	<u>0.25</u>	<u>0.25</u>

14 Deferred tax asset (net)

	31 March 2015	31 March 2014
Tax effect of items constituting deferred tax assets		
On difference between book balance and tax balance of fixed assets	-	150.86
Provision for employee benefits	260.00	129.78
Provision for doubtful trade receivable and advances	984.25	383.74
Provision for excise duty, custom duty and pricing litigations	937.65	379.86
Amortization of voluntary retirement costs	2,236.24	373.95
Provision for sales return	1,001.29	719.08
Others	2,271.03	1,281.98
	<u>7,690.46</u>	<u>3,419.25</u>
Tax effect of items constituting deferred tax liability		
On difference between book balance and tax balance of fixed assets	976.56	-
	<u>976.56</u>	<u>-</u>
Deferred tax asset (net)	<u>6,713.90</u>	<u>3,419.25</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

15 Long-term loans and advances

(Unsecured, considered good unless otherwise stated)

	31 March 2015	31 March 2014
Capital advances	8.70	-
Compensated absences (Refer note 25.1)	-	535.66
Gratuity (Refer note 25.1)	478.37	-
Deposits and other advances		
Considered good (Refer note 15.1)	6,301.95	1,899.29
Considered doubtful	264.59	222.05
	<u>6,566.54</u>	<u>2,121.34</u>
Less: Provision for doubtful deposits and advances	(264.59)	(222.05)
	<u>6,301.95</u>	<u>1,899.29</u>
Employee related loans and advances	59.72	220.78
Advance income tax (Net of provision for tax)	17,980.10	14,684.49
Balance with Customs		
Considered good	989.05	144.02
Considered doubtful	73.68	-
	<u>1,062.73</u>	<u>144.02</u>
Less: Provision for other doubtful loans and advances	(73.68)	-
	<u>989.05</u>	<u>144.02</u>
Other loans and advances		
Considered good	3,338.59	1,402.62
Considered doubtful	208.63	138.32
	<u>3,547.22</u>	<u>1,540.94</u>
Less: Provision for other doubtful loans and advances	(208.63)	(138.32)
	<u>3,338.59</u>	<u>1,402.62</u>
Total	<u>29,156.48</u>	<u>18,886.86</u>

15.1 Includes ₹2,043.53 lakhs (March 2014: ₹290.00 lakhs) deposited in respect of demands under the Drugs (Prices Control) Order, 1979.

16 Inventories

(At lower of cost and net realisable value unless otherwise stated)

	31 March 2015	31 March 2014
Raw materials	9,164.40	4,489.49
Goods-in transit included above ₹1,866.91 lakhs (March 2014: ₹575.76 lakhs)		
Work-in-progress	957.60	800.85
Finished goods (Refer note 16.1)	10,413.91	5,553.96
Goods-in transit included above ₹960.48 lakhs (March 2014: ₹281.20 lakhs)		
Stock-in-trade (Refer note 16.2)	16,906.47	3,226.82
Goods-in transit included above ₹69.99 lakhs (March 2014: ₹69.69 lakhs)		
Stores and spares (at cost)	123.35	150.75
Packing materials	1,224.41	927.73
Total	<u>38,790.14</u>	<u>15,149.60</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

16.1 Finished goods comprises

	31 March 2015	31 March 2014
Liquid parenterals	369.73	27.56
Tablets and capsules	5,687.24	2,950.30
Liquids	3,706.10	2,506.66
Solids	274.81	69.17
Liquids and Lotions	376.03	-
Ointments	-	0.27
	10,413.91	5,553.96

16.2 Stock-in-trade comprises

	31 March 2015	31 March 2014
Liquid parenterals	10,604.48	297.88
Tablets and capsules	3,048.74	1,949.44
Liquids	534.54	385.36
Powder parenterals	2,261.29	476.51
Ointments	346.89	44.68
Miscellaneous	110.53	72.95
	16,906.47	3,226.82

17 Trade receivables

	31 March 2015	31 March 2014
Trade receivables outstanding for a period exceeding six months from the date they became due for payment		
Secured, considered good	3.12	-
Unsecured, considered good	1,528.47	39.49
Considered doubtful	2,226.94	714.76
	3,758.53	754.25
Less: Provision for doubtful trade receivables	(2,226.94)	(714.76)
	1,531.59	39.49
Other trade receivables		
Secured, considered good	62.89	-
Unsecured, considered good	14,192.39	17,299.23
Considered doubtful	16.33	7.41
	14,271.61	17,306.64
Less: Provision for doubtful trade receivables	(16.33)	(7.41)
	14,255.28	17,299.23
Total	15,786.87	17,338.72

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

18 Cash and bank balances

	31 March 2015	31 March 2014
Cash and cash equivalents		
Cash on hand	0.90	2.56
Balances with banks		
In current accounts	1,526.35	2,643.56
In EEFC account	1.31	183.23
In deposit accounts	47,469.66	26,494.95
Other bank balances		
Deposit accounts	10,400.00	-
Earmarked bank balances		
Unpaid dividend accounts	1,530.48	1,455.06
Total	60,928.70	30,779.36

19 Short-term loans and advances

(Unsecured, considered good unless otherwise stated)

	31 March 2015	31 March 2014
Security deposits	2,173.55	1,512.38
Loans and advances to employees	151.46	102.63
Balance with Customs and Excise authorities	1,982.46	144.79
Other loans and advances		
Unsecured, considered good	4,085.47	2,957.00
Considered doubtful	53.66	46.44
	4,139.13	3,003.44
Less: Provision for other doubtful loans and advances	(53.66)	(46.44)
Total	8,392.94	4,716.80

20 Other current assets

	31 March 2015	31 March 2014
Interest accrued on time deposits	892.40	298.36
Physician samples (at cost)	464.92	239.95
Assets held for sale	72.42	72.42
Total	1,429.74	610.73

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

21 Revenue from operations

	Year ended 31 March 2015	Year ended 31 March 2014
Sale of products	190,076.26	105,742.66
Less: excise duty	7,301.82	5,315.46
Total	182,774.44	100,427.20

21.1 Sale of products comprises

	Year ended 31 March 2015	Year ended 31 March 2014
Liquid parenterals	42,663.77	5,412.17
Tablets and capsules	82,856.33	43,025.43
Powder parenterals	4,879.91	9,597.36
Liquids	46,289.15	38,416.65
Solids	1,636.19	1,766.52
Ointments	1,443.76	843.27
Feed supplements	-	797.38
Miscellaneous	641.79	568.42
Cosmetics and Toiletries		
Liquid and Lotions	2,363.54	-
	182,774.44	100,427.20

22 Other operating income

	Year ended 31 March 2015	Year ended 31 March 2014
Sale of services	2,535.90	10,601.55
CSA commission	6.36	150.90
Sale of scrap	15.14	0.95
Total	2,557.40	10,753.40

23 Other income

	Year ended 31 March 2015	Year ended 31 March 2014
Interest income		
On deposits from banks	4,437.90	8,550.03
On staff loan	11.37	22.29
On others	4.28	1.18
Rental income (Refer note 39)	1,551.81	1,259.19
Liabilities / provisions no longer required written back	386.38	277.36
Insurance claims	101.84	35.94
Profit on sale of assets (net)	13.01	175.93
Miscellaneous income	228.02	616.35
Total	6,734.61	10,938.27

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

24 Cost of materials consumed

24 a. Raw materials consumed

	Year ended 31 March 2015	Year ended 31 March 2014
Opening stock (note 1)	9,435.49	5,433.81
Add: Purchases (net)	28,712.20	18,424.00
	<u>38,147.69</u>	<u>23,857.81</u>
Less: Closing stock	9,164.40	4,489.49
Cost of raw materials consumed (a) (Refer note 24a (i))	<u>28,983.29</u>	<u>19,368.32</u>

Note 1: Opening stock for financial year 2014-15 includes stock acquired pursuant to the Scheme of Amalgamation.

24 b. Packing materials consumed

	Year ended 31 March 2015	Year ended 31 March 2014
Opening stock (note 1)	1,268.30	1,072.68
Add: Purchases	9,556.32	7,063.45
	<u>10,824.62</u>	<u>8,136.13</u>
Less: Closing stock	1,224.41	927.73
Cost of packing materials consumed (b)	9,600.21	7,208.40
Total cost of materials consumed (a + b)	<u>38,583.50</u>	<u>26,576.72</u>

Note 1: Opening stock for financial year 2014-15 includes stock acquired pursuant to the Scheme of Amalgamation.

24 a(i) Raw material consumed comprises

	Year ended 31 March 2015	Year ended 31 March 2014
Vitamins	4,086.15	3,289.83
Codeine phosphate	3,691.20	3,818.36
Minipress XL bulk tablets	5,466.99	4,872.96
Sugar	1,085.91	1,184.34
Prednisolone	5,578.09	-
Levonogestrel / Norgestrel	218.45	-
Premarin tablets	611.26	-
Other items	8,245.24	6,202.83
	<u>28,983.29</u>	<u>19,368.32</u>

24 c. Purchases of stock-in-trade

	Year ended 31 March 2015	Year ended 31 March 2014
Liquid parenterals	28,050.47	1,350.03
Powder parenterals	4,622.39	2,109.26
Tablets and capsules	7,619.09	4,501.86
Liquids	2,072.02	1,997.89
Solids	-	209.11
Ointments	924.78	192.16
Miscellaneous	349.25	267.13
	<u>43,638.00</u>	<u>10,627.44</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

24 d Changes in inventories of finished goods, work-in-progress and stock-in-trade

	Year ended 31 March 2015	Year ended 31 March 2014
Inventories at the end of the year		
Finished goods	10,413.91	5,553.96
Work-in-progress	957.60	800.85
Stock-in-trade	16,906.47	3,226.82
	<u>28,277.98</u>	<u>9,581.63</u>
Inventories at the commencement of the year (note 1)		
Finished goods	8,831.17	5,650.79
Work-in-progress	1,117.96	894.75
Stock-in-trade	10,092.71	3,319.88
	<u>20,041.84</u>	<u>9,865.42</u>
Net (increase) / decrease	<u>(8,236.14)</u>	<u>283.79</u>

Note 1: Inventories at the commencement of the financial year 2014-15 includes inventories acquired pursuant to the Scheme of Amalgamation.

25 Employee benefits

	Year ended 31 March 2015	Year ended 31 March 2014
Salaries and wages	20,663.49	16,537.93
Contributions to provident and other funds (Refer note 25.1)	861.65	1,233.91
Gratuity (Refer note 25.1)	651.59	200.03
Staff welfare expenses	1,459.13	1,204.74
Total	<u>23,635.86</u>	<u>19,176.61</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

25.1 Employee benefits

	31 March 2015		31 March 2014		31 March 2013		31 March 2012		31 March 2011	
	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences
1 Changes in present value of obligations										
Projected benefit obligation, at beginning of the year	6,250.04	540.44	5,178.73	2,112.53	5,128.93	2,957.68	5,241.84	2,377.90	3,827.17	10,059.67
Current service cost	877.34	-	604.30	610.26	691.72	562.6	399.46	332.71	390.38	-
Transfers in	525.99	-	-	(414.46)	(414.46)	(283.12)	-	271.33	236.43	-
Interest cost	489.78	47.23	376.24	110.37	377.79	164.78	399.92	422.08	422.08	-
(Benefits paid)/(Expected settlements)	(1,078.70)	-	(892.26)	(1,448.39)	(1,108.44)	(417.14)	(485.72)	(254.44)	(593.25)	(1,485.22)
Past service cost – vested/ (curtailment gain)	-	-	-	-	-	-	-	(418.51)	282.41	-
Actuarial (gain)/loss on obligation/ Increase in account balance	(171.96)	(587.67)	(449.39)	(385.35)	503.19	(365.93)	(426.57)	308.73)	641.72	940.68
Employer's contributions	-	-	-	-	-	-	-	-	-	864.35
Plan participants' contributions	-	-	-	-	-	-	-	-	-	1,099.64
Projected benefit obligation, at the end of the year	6,366.50	1,469.41	4,817.62	999.42	5,178.73	2,112.53	5,128.93	2,957.68	5,241.84	11,479.12
2 Changes in fair value of plan assets										
Fair value of plan assets at beginning of the year	5,886.31	2,468.72	3,578.48	2,246.30	3,282.72	2,060.83	2,997.98	1,918.67	3,207.00	9,012.08
Adjustment to opening balance*	(346.01)	(644.64)	-	-	-	-	-	-	-	-
Expected return on plan assets	475.63	150.48	344.89	222.42	295.57	185.47	284.81	182.27	338.22	999.65
Contributions	-	434.29	1,192.24	1,448.39	1,108.63	417.14	485.72	222.94	593.25	254.44
Benefits paid/ Transfer out/ Expected settlements	-	(434.29)	(892.26)	(1,448.39)	(1,108.44)	(417.14)	(485.72)	(222.94)	(1,184.33)	(254.44)
Actuarial gain/(loss) on plan assets	32.69	35.81	(13.77)	-	(0.07)	(40.11)	(0.07)	(40.11)	43.84	212.01
Employer's contributions	-	-	-	-	-	-	-	-	-	1,099.64
Plan participants contributions	-	-	-	-	-	-	-	-	-	864.35
Fair value of plan assets at the end of the year	6,048.62	2,010.37	4,209.58	2,468.72	3,578.48	2,246.30	3,282.72	2,060.83	2,997.98	10,579.02
3 Net Asset / (Liability) recognized in the balance sheet										
Projected benefit obligation, at the end of the year	6,366.50	1,469.41	(4,817.62)	(999.42)	(5,178.73)	(2,112.53)	(5,128.93)	(2,957.68)	(5,241.84)	(11,479.12)
Fair value of plan assets at the end of the year	6,048.62	2,010.37	4,209.58	2,468.72	3,578.48	2,246.30	3,282.72	2,060.83	2,997.98	10,579.02
Net Asset/(Liability) recognized in the balance sheet	(317.88)	540.96	(608.04)	1,469.30	(540.44)	(408.98)	(846.21)	(896.85)	(2243.86)	(900.10)
4 Expense recognized in the statement of profit and loss										
Current service cost	877.34	798.21	604.30	610.26	691.72	562.6	399.46	769.70	390.38	924.97
Interest cost	489.78	89.50	376.24	110.37	377.79	164.78	399.92	195.30	422.08	101.34
Past service cost – vested/ (curtailment gain)	-	-	-	-	-	-	-	-	282.41	(129.62)
Expected return on plan assets	(475.63)	(150.48)	(344.89)	(222.42)	(295.57)	(185.47)	(284.81)	(182.27)	(338.22)	-
Net actuarial (Gain)/Loss recognized	(204.65)	(502.89)	(435.62)	(385.35)	503.19	(365.93)	(426.57)	(268.62)	597.88	(1,044.18)
Expense recognized in the statement of profit and loss	686.84	234.34	200.03	112.86	1,277.13	84.83	88.06	514.11	1,354.53	(147.49)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

25.1 Employee benefits (Continued)

	31 March 2015		31 March 2014		31 March 2013		31 March 2012		31 March 2011	
	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences
		Provident fund		Provident fund		Provident fund		Provident fund		Provident fund
5 Balance sheet reconciliation										
Opening net liability	363.73	540.44	408.98	324.14	2,243.86	605.68	900.10	620.17	679.40	1,047.59
Transition liability – adjusted in general reserve	346.01	-	-	-	-	-	-	-	-	-
Reserve at the beginning of the year	-	-	-	-	-	-	-	-	-	-
Expense as above	666.84	(540.44)	131.46	84.83	8806	514.11	(575.96)	1,354.53	(55.71)	(147.49)
Transfer in (out)/(Benefits paid)/ Expected settlements	(1,078.70)	-	(1,448.39)	-	(485.71)	(222.94)	-	269.16	(18.01)	-
Amount recognized in the balance sheet	317.88	540.97	540.44	408.97	1,846.21	896.85	324.14	2,243.86	605.68	900.10
6 Actuarial Assumptions										
Discount rate	7.80%	7.80%	8.74%	7.95%	7.95%	8.65%	8.65%	8.00%	8.00%	8.00%
Expected rate of return on plan assets	9.00%	9.10%	9.45%	8.31%	9.00%	9.50%	8.24%	8.00%	8.00%	0.00%
Annual increase in compensation	5% to 9.0%	5% to 9.0%	5% to 9.0%	NA	5% to 9.5%	5% to 9.5%	NA	5% to 9.5%	5% to 9.5%	5% to 9.5%

*Adjustments to opening balance includes funds received from LIC of India towards reimbursement of previous year benefit payout.

Defined contribution plan:

During the year, the Company has contributed ₹47.14 lakhs (March 2014: Nil) towards employee's superannuation fund.

General description of significant defined benefit plans

- i) Gratuity plan
Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement, as per Company's rules or as per provisions of the Payment of Gratuity Act, 1972.
- ii) Leave plan
All eligible employees can carry forward and avail / encash leave as per Company's rules subject to a maximum accumulation of 90 days in case of privilege leave.
- iii) Provident fund
The employee's provident fund is administered by a Trust created specifically for the purpose. The employee's and employer's contributions are transferred to the trust. All liabilities arising on account of provident fund payouts on resignation or retirement from service or death while in service are made from the trust.

The estimated contribution to be paid to the plan during the annual period beginning after balance sheet date is ₹310 lakhs (Previous year : Nil).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

26 Finance costs

	Year ended 31 March 2015	Year ended 31 March 2014
Interest expense on others	76.88	36.38
Total	76.88	36.38

27 Depreciation and amortization

	Year ended 31 March 2015	Year ended 31 March 2014
Tangible assets (Refer note 12)	2,060.01	646.29
Intangible assets (Refer note 12)	10,865.20	-
Investment property (Refer note 13)	182.50	150.69
Total	13,107.71	796.98

28 Other expenses

	Year ended 31 March 2015	Year ended 31 March 2014
Consumption of stores and spare parts	450.93	245.72
Processing charges	5,679.88	4,054.04
Power and fuel	1,040.24	862.45
Rent	4,744.52	2,118.61
Repairs and maintenance - buildings	47.13	593.39
Repairs and maintenance - machinery	389.09	271.55
Repairs and maintenance - others	15.62	5.85
Insurance	737.10	374.46
Rates and taxes	3,865.08	1,189.96
Communication	762.31	843.02
Travelling and conveyance	4,327.97	3,157.78
Freight & Forwarding expenses	8,042.34	5,381.03
Advertisement and sales promotion	7,561.31	3,380.40
Legal and professional fees	5,527.62	3,784.04
Payments to auditors (Refer note 28.1)	121.03	72.05
Royalty	48.38	39.09
Cash discount	78.04	21.50
Exchange Loss	145.60	83.96
Excise Duty	591.98	271.45
Bank charges	74.07	73.32
Provision for doubtful trade receivables and advances	(436.98)	124.92
Printing and stationery	144.89	138.94
Service charges	-	755.31
Commission to directors	31.25	30.00
Miscellaneous expenses	5,424.93	2,789.61
Total	49,414.33	30,662.45

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

28.1 Payment to auditors (inclusive of service tax)

	Year ended 31 March 2015	Year ended 31 March 2014
As auditor	83.15	55.06
For other services	35.96	15.73
For reimbursement of expenses	1.92	1.26
Total	121.03	72.05

29 Pricing Litigations - Contingencies

(a) Oxytetracycline and other formulations

In respect of certain price fixation Orders of 1981 of the Government of India, the Supreme Court vide its Order of 22 March 1993 held that, pending disposal of the Company's Writ Petition in the High Court of Mumbai, the Company may deposit 50% of the impugned amount of ₹87.61 lakhs (March 2014: ₹87.61 lakhs), less ₹19.90 lakhs (March 2014: ₹19.90 lakhs) already deposited, with the Union of India before 15 May 1993 which has been done. In the event that the Company succeeds before the High Court of Mumbai, this amount will be returned within one month from the date of the decision of the High Court with interest at the rate of 15% per annum. However, if the Company loses the Writ Petition, the balance amount of ₹43.80 lakhs (March 2014: ₹43.80 lakhs) with interest at the rate of 15% per annum will have to be paid to the Government.

(b) Multivitamin Formulations

In respect of certain price fixation Orders of 1986 of the Government of India, the Supreme Court vide its Order dated 3 December 1992, held that, pending disposal of the Company's Writ Petition in the High Court of Mumbai, the Company may deposit 50% of the impugned amount of ₹98.00 lakhs (March 2014: ₹98.00 lakhs) with the Union of India before 31 January 1993 which has been done. In the event that the Company succeeds before the High Court of Mumbai, this amount will be returned within one month from the date of the decision of the High Court with interest at the rate of 15% per annum. However, if the Company loses the Writ Petition, the balance amount of ₹49.00 lakhs (March 2014: ₹49.00 lakhs) with interest at the rate of 15% per annum will have to be paid to the Government.

(c) Protinex

In yet another case, the Company had challenged in 1986 a price fixation Order of the Government of India by a Writ Petition before the High Court of Mumbai. The Honorable Court passed an ad interim and interim order staying the impugned order. The Petition, while it was still pending for hearing and final disposal, was withdrawn in 1989 on redressal of the Company's grievances. After protracted correspondence on the subject, in 1993 the Government raised a demand of ₹81.83 lakhs (March 2014: ₹81.83 lakhs) on the Company for the period April 1986 to July 1989 and directed the Company to deposit the same into the DPEA. Thereafter, the Drug Prices Liability Review (DPLR) Committee sent a letter dated 15 February 1996 seeking the Company's submission/ representation against the reduced claim amount of ₹33.87 lakhs (March 2014: ₹33.87 lakhs) for the period April 1986 to August 1987 as intimated to the DPLR Committee by the Government of India. The Company has made its submissions to the DPLR Committee vide its letter of 29 March 1996 claiming that no amount whatsoever is due and payable having regard to the facts and relevant material of the case.

In the meantime, the Department of Chemicals and Petrochemicals vide their letter dated 11 February 1997 raised an additional demand of ₹178.56 lakhs (March 2014: ₹178.56 lakhs) for the earlier period of February 1984 to March 1986 over and above the revised claim of ₹33.87 lakhs (March 2014: ₹33.87 lakhs) for the period April 1986 to August 1987. Thus, the total demand raised now stands revised to ₹212.43 lakhs (March 2014: ₹212.43 lakhs). The DPLR Committee had, vide its letter dated 24 February 1997 invited the Company to make its submissions/ representations against the above said claim. The Company has made its submissions to the DPLR Committee vide its letter dated 14 May 1997 claiming that no amount whatsoever is due and payable having regard to the facts and relevant material of the case.

Pursuant to the submissions made by the Company, the DPLR Committee directed by an Order on 17 November 1998 that clarifications should be obtained from the Mumbai High Court on whether the Interim Stay granted in the Civil Writ Petition Number 2368 of 1996 is applicable to this matter. (This Writ Petition is filed by OPPI and IDMA jointly against any Notice issued by the Government of India after 25 August 1987 to any member of the OPPI or IDMA, initiating proceedings for recovery of an amount demanded in respect of a period prior to that date).

On a Notice of Motion filed by the Company in the said Writ Petition, the Mumbai High Court has granted ad interim Order that "pending the hearing and final disposal of this Notice of Motion, further proceedings in the said Case No 49/1996 pending before the said Drug Prices Liability Review Committee be stayed."

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

The Bombay High Court vide its judgement dated 22 December, 2011 dismissed the Writ Petition filed by OPPI & IDMA and directed the companies who have been issued show cause notices to file appropriate replies and directed the government to pass appropriate orders accordingly.

(d) Vitamin and other formulations

The Government has arbitrarily determined the liability of the Company at ₹1,466 lakhs (March 2014: ₹1,466 lakhs) being the difference in price in respect of Vitamin and other formulations sold by the Company during the years 1983 to 1989. The Company has repudiated the liability on this account. The Company's Solicitors have advised that the repudiation by the Company is legally sustainable. The Government has pursued the matter. The Company maintains its position that the claim by the Government is not legally sustainable.

(e) Chloramphenicol

The Government has arbitrarily determined the liability of the Company at ₹145 lakhs (March 2014: ₹145 lakhs) and ₹14 lakhs (March 2014: ₹14 lakhs) being the difference between the price of bulk drug Chloramphenicol powder and Chloramphenicol Palmitate respectively allowed in the formulation price and actual procurement price for the period 1979 to 1988. The Company has repudiated the liability on this account as advised by the Company's Solicitors. The Company has also obtained a Stay order from the Honorable High Court of Mumbai against the demand.

Pursuant to the submissions made by the Company, the DPLR Committee directed by an Order on 17 November 1998 that clarifications should be obtained from the Mumbai High Court on whether the Interim Stay granted in the Civil Writ Petition Number 2368 of 1996 is applicable to this matter. (This Writ Petition is filed by OPPI and IDMA jointly against any Notice issued by the Government of India after 25 August 1987 to any member of the OPPI or IDMA, initiating proceedings for recovery of an amount demanded in respect of a period prior to that date).

Similar applications were filed as in the matter of Protinex before the Bombay High Court in Writ Petition filed by OPPI & IDMA and similar order was passed i.e Case No 23/95 pending before the said Drug Prices Liability Review Committee was stayed. The OPPI & IDMA Writ Petition have been disposed with the direction as aforesaid.

(f) Pursuant to the repeal of DPCO 1970, erstwhile Warner-Hindustan Limited (merged with Parke-Davis (India) Limited in 1988 and Parke – Davis (India) Limited merged with Pfizer Limited in 2003) had classified Isokin tablets, Isokin liquid and Pyridium tablets as decontrolled products under the DPCO 1979. The categorization was, however, challenged by the Government in 1984 and a demand of ₹113 lakhs (March 2014: ₹113 lakhs) was raised against the Company. Against this demand an excise duty set off of ₹7 lakhs (March 2014: ₹7 lakhs) was allowed to the Company and a final demand of ₹106 lakhs (March 2014: ₹106 lakhs) was raised in 1987.

The Company had deposited an amount of ₹30 lakhs (March 2014: ₹30 lakhs) in February 1987 and ₹25 lakhs (March 2014: ₹25 lakhs) in May 1990 totalling to an aggregate of ₹55 lakhs (March 2014: ₹55 lakhs) in full and final settlement of the demand, as per the arguments set forth by the Company. The Government subsequently raised a demand of ₹117 lakhs (March 2014: ₹117 lakhs) towards interest on principal demand. (i.e. interest of ₹43 lakhs (March 2014: ₹43 lakhs) for Pyridium for the period 1982 to August 1995 and ₹74 lakhs (March 2014: ₹74 lakhs) for Isokin for the period 1982 to June 1997).

The Company filed a Writ Petition in the Andhra Pradesh High Court in September 1997 for staying all further proceedings against the Company. The High Court stayed the demand in respect of collection of interest but directed the Company to deposit the balance demand of ₹51 lakhs (March 2014: ₹51 lakhs) (which amount was deposited in November 1997).

The said Writ Petition has been heard and disposed off by final judgement of the Hon'ble Hyderabad High Court, on 15 April 2011. The Hon'ble High Court has inter alia set aside all the demand notices and further directed the Respondents to refund the monies paid under the interim orders.

The Union of India has preferred a SLP before the Honorable Supreme Court against the above judgement. In view of there being a discrepancy in the English and Hindi Notification of DPCO, 1979 in para 13(5) of the DPCO, 1979 the Special Leave Petition came to be allowed vide order dated 12 April 2013 setting aside the impugned judgment and restoring the writ petition to file, to conduct appropriate enquiry and for hearing and fresh disposal. The matter now stands remanded back to the Hyderabad High Court.

(g) Multivitamin Formulations

The Government has arbitrarily raised a demand of ₹182.38 lakhs (March 2014: ₹182.38 lakhs) on account of alleged overpricing of certain multivitamin formulations marketed by erstwhile Pharmacia Healthcare Limited (merged with Pfizer Limited) for the period 1983 to 1986. The Company has repudiated the liability on this account as advised by its solicitors. The Company filed a Writ Petition No.814 of 1992 in the High Court at Mumbai. The Supreme Court of India, in a Special Leave Petition (SLP) filed by the Company held that pending disposal of Writ Petition filed before the High Court at Mumbai, the Company shall furnish an undertaking in respect of 50% of its liability and shall deposit the balance 50% aggregating to ₹91.19 lakhs

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

(March 2014: ₹91.19 lakhs). This amount has been deposited with the Government of India and is included under the head "Long Term Loans and Advances".

Pursuant to a Transfer Petition (Civil) no 475-496 of 2003 filed under Article 139A(1) of the Constitution of India, all pending writ petitions in respect of DPEA liabilities are now to be transferred to the Supreme Court to be heard and finally decided by the Supreme Court of India. Consequently as a result of the said transfer petition, Writ Petitions referred to in (a), (b), (c), (e), (f) and (g) above will now be heard and disposed off by the Supreme Court.

The Supreme Court however, by order dated 3 May 2010 disposed of the Transfer Petition, directing the concerned High Courts to take up the writ petitions before them and dispose them on merits.

The Writ Petitions filed before the Hon'ble Bombay High Court came up for hearing on 1 February 2013. The Hon'ble Bombay High Court was of the view that the Orders passed by the Union may be set aside and the Union may be directed to decide the matters afresh keeping all the issues and contentions open. Consequently, as directed by the Hon'ble Court draft minutes of the order were prepared and circulated to the Advocates of the Union for their perusal.

In view of the disagreement between the parties on the draft minutes, on 12 March 2013 the Union sought to press for their Notice of Motion for all the matters to be listed for final hearing. Thereafter, the Hon'ble Bombay High Court passed an Order for the matters to be listed in due course and rejected the Notice of Motion of the Union.

Thereafter, the Union made an application before the Hon'ble Chief Justice for having this group of matters to be assigned to a Division Bench for expeditious hearing. However, till date no Order has been passed in the matter.

In view of matters (a), (b), (c), (e), (f) and (g) being subjudice, the legal opinion being in favor of the Company, and based on the assessment of the Management, no further provision is considered necessary over and above the sum of ₹198.37 lakhs (March 2014 : ₹198.37 lakhs) which has been paid off in earlier years.

The Company would continue to seek legal recourse in all the above matters.

- (h) The Government of India had served demand notices on erstwhile Wyeth Limited in respect of its product, claiming that an amount of ₹4,507.07 lakhs inclusive of interest of ₹3,186.55 lakhs is payable in respect of price fixation under the Drugs (Prices Control) Order 1979. The Company has disputed the demand. Without prejudice to its contention, the Company paid the principal amount of ₹1,320.52 lakhs. The Company carries a provision of ₹1,469.08 lakhs in respect of the said demand. The Company has furnished corporate bonds for amount aggregating to ₹3,186.55 lakhs for interest.
- (i) The Government of India had served demand notices on erstwhile Wyeth Limited in respect of its product, claiming that an amount of ₹1,069.35 lakhs inclusive of interest of ₹832.47 lakhs is payable in respect of price fixation under the Drugs (Prices Control) Order 1979. The Company has disputed the demand. Without prejudice to its contention, the Company has paid principal amount of ₹236.88 lakhs under protest. The Company carries a cumulative provision of ₹40.50 lakhs in the books of accounts. Corporate bonds for amount aggregating to ₹832.47 lakhs for interest has been furnished.
- (j) The Government of India had served demand notices on erstwhile Wyeth Limited in respect of its certain bulk drugs, claiming that an amount of ₹331.24 lakhs inclusive of interest ₹187.34 lakhs is payable into the Drug Prices Equalization Account (DPEA) under the Drugs (Prices Control) Order, 1979 on account of alleged unintended benefit enjoyed by the Company. The Company has disputed the demand. Without prejudice to its contentions, the Company has paid an amount of ₹45 lakhs under protest.
- (k) The Government of India had served a demand notice on erstwhile Wyeth Limited claiming an amount ₹1,726.35 lakhs inclusive of interest of ₹134.90 lakhs due thereon for alleged non compliance under the Drugs (Prices Control) Order, 1995 in respect of production of Prednisolone based formulations. Without prejudice to its contentions, the Company has provided and paid ₹1,287.93 lakhs and disputed the balance demand.

The demands stated in (h),(i),(j) and (k) above aggregate to ₹7,634.06 lakhs inclusive of interest of ₹4,341.26 lakhs . Based on the legal opinions obtained in respect of these cases, the Company is of the opinion that the estimated liability in respect of these cases involved shall not exceed ₹1,509.57 lakhs provided in the books of account.

(l) Other Pricing related disputes

The government had raised various demands for alleged overcharging of prices on batches manufactured prior to the effective date of price notifications for certain products. The government had also raised demands on account of alleged non-adherence of certain price notifications on 4 products marketed / traded by the Company. The total liability in respect of these demands amounted to ₹2,074.97 lakhs (March 2014 : ₹2,074.97 lakhs) against which the Company has made a provision of ₹761 lakhs (March 2014: ₹761 lakhs).

Based on the legal opinions obtained, the Company is of the opinion that the estimated liability in respect of these cases involved shall not exceed the amount provided in books of account.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

30 Contingent liabilities and commitments (to the extent not provided for)

	31 March 2015	31 March 2014
(i) Contingent liabilities*		
(a) Claims not acknowledged as debts	1,369.05	1,546.75
(b) Other guarantees	754.04	486.79
(c) Other contingent liabilities in respect of:		
1. Excise Duty	2,086.10	1,029.07
2. Customs duty	171.72	40.54
3. Sales tax / VAT	13,187.38	9,594.84
4. Service tax	193.11	193.11
5. Income tax	25,139.08	23,958.41
6. Pending labour matters contested in various courts	104.21	103.57
(ii) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	2,453.46	292.61

* Management considers the service tax, excise duty, custom duty, sales tax / VAT and income tax demands received from the authorities are not tenable against the Company and therefore no provision for these tax contingencies has been made.

31 The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Nature of exposure	31 March 2015		31 March 2014	
	Foreign currency (US\$ in lakhs)	₹ in lakhs	Foreign currency (US\$ in lakhs)	₹ in lakhs
Accounts receivable	27.05	1,688.23	32.61	1,953.65
Accounts payable	89.75	5,602.40	118.20	7,080.30
Net receivable / (payable)	<u>(62.70)</u>	<u>(3,914.17)</u>	<u>(85.59)</u>	<u>(5,126.65)</u>

32 Value of imports calculated on CIF basis

	Year ended 31 March 2015	Year ended 31 March 2014
Raw materials	13,922.73	7,246.31
Goods for resale	28,814.58	3,254.13
Total	<u>42,737.31</u>	<u>10,500.44</u>

33 Expenditure in foreign currency (accrual basis)

	Year ended 31 March 2015	Year ended 31 March 2014
Royalty	36.59	29.57
Travelling and conveyance	182.46	108.67
Service charges	390.18	347.94
Salaries and wages	338.63	315.47
Legal and professional fees	44.41	12.58
Others	103.14	122.47
Total	<u>1,095.41</u>	<u>936.70</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

34 Details of consumption of imported and indigenous raw materials

	Amount	%
Imported		
March 2015	15,028.83	52%
March 2014	(7,991.21)	(41%)
Indigenous		
March 2015	13,954.46	48%
March 2014	(11,377.11)	(59%)
Total	28,983.29	100%
	(19,368.32)	(100%)

35 Earnings in foreign exchange

	Year ended 31 March 2015	Year ended 31 March 2014
Export of goods calculated on FOB basis	93.30	49.81
Service income	1,075.59	777.92
Total	1,168.89	827.73

36 Amounts remitted in foreign currency

	Year ended 31 March 2015	Year ended 31 March 2014
Amount of dividend remitted in foreign currency	-	82,869.20
Total number of non-resident shareholders (to whom the dividends were remitted in foreign currency)	-	5
Total number of shares held by them on which dividend was due	-	21,113,171
Year to which the dividend relates	-	31 March 2013 final dividend & 31 March 2014 interim dividend

37 Segmental information

After considering the Amalgamation of Wyeth Limited effective 1 April 2013, the Company has concluded that it has only one segment which is Pharmaceuticals and the company primarily operates in domestic market, therefore disclosure relating to segments is not applicable and accordingly not made.

38 Disclosures as required by the Accounting Standard 18 on "Related Party Disclosures" are given below:

I. Names of Related Parties and description of Relationships

A. Parties where control exists:

Ultimate holding company:
Pfizer Inc., USA

B. Holding Company:

Pfizer East India B.V. (from 3 March 2014 to 16 December 2014)

C. Companies collectively exercising significant influence:

Pfizer East India B.V. (w.e.f. 17 December 2014)
Wyeth LLC, USA (w.e.f. 17 December 2014)
Wyeth Holdings Corporation, USA (w.e.f. 17 December 2014)
John Wyeth & Brother Limited, UK (w.e.f. 17 December 2014)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

Warner - Lambert Company, LLC, USA

Parke - Davis & Company, LLC, USA

Pharmacia Corporation, USA

Pfizer Corporation, Panama (upto 2 March 2014)

Pfizer Investments Netherlands, B. V. (upto 2 March 2014)

[Collectively holding 63.92% of the aggregate of equity share capital of the Company]

D. Fellow Subsidiaries with whom transactions have taken place during the year

Pfizer Laboratories (Proprietary) Limited, South Africa

Pfizer Enterprises SARL, Luxembourg

Pfizer Export Company, Ireland

Pfizer Global Trading, Ireland

Pfizer Singapore Trading Pte Limited (Belgium Branch)

Pfizer Inc. Phillipines

Pfizer Private Limited, Singapore

Pfizer Products India Private Limited, India

Pfizer Corporation Austria Gesellschaft m.b.H

Pfizer Overseas LLC

Pfizer Corporation Hongkong Limited

Pfizer Limited, UK

Pfizer Canada Inc

Pfizer Australia Pty Limited

Pfizer Asia Manufacturing Pte Ltd

Pfizer Development LP

Pfizer Egypt S.A.E.

Pfizer Pharmaceuticals Korea Limited

Whitehall International Inc

Wyeth - Ayerst International LLC

Wyeth Pharmaceuticals Inc

Pfizer Service Company BVBA

Pfizer International LLC, USA

Pfizer, S.A. de C.V.

John Wyeth & Brother Limited, (India Branch) (w.e.f. 17 December 2014)

Wyeth Limited (Amalgamation effected with the Company in the current year)

Zoetis Pharmaceutical Research Private Limited (upto 24 June 2013)

Zoetis India Limited (upto 24 June 2013)

Zoetis Singapore PTE Ltd (upto 24 June 2013)

Pfizer Animal Pharma Private Limited (upto 24 June 2013)

E. Key Managerial Personnel

Aijaz Tobaccowalla - Managing Director

S. Sridhar - Wholetime Director and Chief Financial Officer (w.e.f 14 May 2013)

Vivek Dhariwal - Wholetime Director

Dr Lakshmi Nadkarni - Wholetime Director (w.e.f 14 February 2015)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

II. Transactions during the year and Balances Outstanding as at the year end with the Related Parties are as follows:

No.	Nature of Transactions	31 March 2015			31 March 2014		
		Ultimate Holding Company	Companies exercising significant influence	Fellow Subsidiaries	Ultimate Holding Company	Companies exercising significant influence	Fellow Subsidiaries
1	Sale of finished goods (net of returns)	-	-	-	-	-	2,080.92
2	Service income (including service tax)	445.56	-	2,110.40	777.92	-	10,387.63
3	Sale of asset	-	-	-	-	-	7.00
4	Recovery of expenses	102.16	4.11	1,015.17	134.15	-	853.29
5	Purchase of finished goods	-	-	28,814.58	-	-	2,679.92
6	Purchase of raw / bulk materials	-	-	6,687.06	-	-	4,341.88
7	Royalty expense	36.59	-	-	29.57	-	-
8	Service charges	-	-	-	-	-	755.31
9	Expenses reimbursed	293.61	-	555.27	335.03	-	462.94
10	Interim Dividend for December 2013 and dividend in respect of the year ended 31 March 2013	-	-	-	-	82,869.20	-
11	Commission Income	-	-	-	-	-	71.58
12	Rental income	-	-	-	-	-	159.79
13	Outstanding as at the year end – Due from	316.62	31.74	2,136.82	904.23	0.22	8,382.98
14	Outstanding as at the year end – Due to	976.74	770.66	20,955.57	637.33	396.72	6,806.48

Key Managerial Personnel

No.	Nature of transactions	Year ended	Year ended
		31 March 2015	31 March 2014
1	Remuneration to Key Managerial personnel	981.49	970.75

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

Details of material transactions during the year:

	Year ended 31 March 2015	Year ended 31 March 2014
a) Sale of finished goods (net of returns)		
Pfizer Inc. Phillipines	-	15.45
Pfizer Animal Pharma Private Limited	-	2,046.95
b) Sale of fixed assets		
Wyeth Limited	-	7.00
c) Service Income		
Pfizer Inc., USA	445.56	777.92
Wyeth Limited, India (including service tax)	-	8,788.37
Pfizer Products India Private Limited, India (including service tax)	1,480.06	1,224.29
Pfizer Development LP	630.33	-
Pfizer Animal Pharma Private Limited	-	374.97
d) Recovery of expenses		
Pfizer Inc., USA	102.16	134.15
Zoetis Pharmaceutical Research Private Limited	-	73.91
Pfizer Products India Private Limited, India	611.83	176.16
Wyeth Limited, India	-	305.53
Pfizer International LLC, USA	175.50	279.25
Pfizer Corporation Hongkong Ltd.	135.52	-
Zoetis India Limited	-	17.95
e) Purchase of stock in trade		
Pfizer Export Company, Ireland	24,316.29	802.26
Pfizer Global Trading, Ireland	242.15	355.15
Pfizer Singapore Trading Pte Limited, (Belgium Branch)	3,679.26	1,301.99
f) Purchase of Raw/ Bulk materials		
Pfizer Export Company, Ireland	6,684.00	4,333.15
g) Royalty expense		
Pfizer Inc., USA	36.59	29.57
h) Expenses reimbursed		
Pfizer Private Limited, Singapore	223.63	255.68
Pfizer Asia Manufacturing Pte Ltd.	166.55	-
Pfizer Inc., USA	293.61	335.03
Pfizer Pharmaceuticals Korea Limited	113.77	-
Wyeth Limited, India	-	133.13
Pfizer Products India Private Limited, India	11.91	1.43
i) Service Charges		
Wyeth Limited, India	-	755.31
j) Dividend Paid		
Pfizer Corporation, Panama	-	36,801.19
Pfizer Investment Netherlands, B.V.	-	34,580.17
k) Rental income		
Zoetis Pharmaceutical Research Private Limited	-	159.59
l) Remuneration to Key Management Personnel		
Aijaz Tobacowalla	633.48	595.75
S. Sridhar	187.94	170.27
Vivek Dhariwal	148.91	125.91

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

	Year ended 31 March 2015	Year ended 31 March 2014
m) Outstanding as at the year end due from		
Wyeth Limited, India	-	7,006.27
Pfizer Limited, United Kingdom	288.92	277.25
Pfizer Inc., USA	316.62	904.23
Pfizer International LLC	328.88	657.55
Pfizer Development LP	636.35	-
Pfizer Products India Private Limited, India	594.39	343.92
n) Outstanding as at the year end due to		
Pfizer Export Company, Ireland	18,013.35	5,249.12
Wyeth Limited, India	-	94.61
Pfizer Singapore Trading Pte Limited, Singapore	1,784.20	551.39
o) CSA Commission		
Pfizer Animal Pharma Private Limited	-	71.58

39 Details of leasing arrangements

	Year ended 31 March 2015	Year ended 31 March 2014
As Lessor		
The Company has let out some of its owned property during the year on operating lease. The lease terms are in the range of 1 - 3 years. The information in respect of the same is as follows:		
Gross book value (Refer note 13)	5,316.91	5,316.91
Accumulated Depreciation (Refer note 13)	1,050.97	868.47
Depreciation for the lease period	182.50	150.69
Rental income	639.14	748.16
Lease Income recognised in the statement of profit and loss for the year in respect of sub-let property is ₹912.67 lakhs (March 2014: ₹511.03 lakhs)		
As Lessee		
The Company has taken various residential / godowns / office premises (including furniture and fittings, therein as applicable) under operating lease or leave and licence agreements. These are generally cancellable and range between 11 months and 3 years under leave and licence, or longer for other leases and in certain cases are renewable by mutual consent on mutually agreeable terms. The Company has given refundable interest free security deposits in accordance with the agreed terms.		
Future minimum lease payments		
not later than one year	2,754.00	453.31
later than one year and not later than five years	9,180.00	-
later than five years	-	-
Lease payments are recognised in the statement of profit and loss under Rent.		

40 Earnings per share (Basic and diluted)

	Year ended 31 March 2015	Year ended 31 March 2014
Net profit for the year		
a. Profit for the year	6,981.93	22,085.71
b. Profit for the year before the impact of Scheme of Amalgamation		
(i) before exceptional items (net of tax)	15,636.68	22,085.71
(ii) after exceptional items (net of tax)	10,033.94	22,085.71

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Currency: ₹ in lakhs

	Year ended 31 March 2015	Year ended 31 March 2014
Weighted average number of equity shares for calculating basic and diluted EPS	45,747,732	29,841,440
Par value per share	₹10	₹10
Earnings per share - Basic and diluted		
a. Computed on the basis of profit for the year	15.26	74.01
b. Computed on the basis of profit for the year before the impact of Scheme of Amalgamation		
(i) before exceptional items (net of tax)	34.18	74.01
(ii) after exceptional items (net of tax)	21.93	74.01

41 Employee stock option scheme

The employees of the Company have been issued 86,712 (March 2014: 79,820) Share Options and 18,784 (March 2014: 15,964) restricted stock units under the Pfizer Inc 2004 Share Option Plan by Pfizer Inc. The cost incurred by Pfizer Inc pursuant to the said Pfizer Inc 2004 Share Option Plan for the year ended 31 March 2015 amounts to ₹497.69 lakhs (March 2014: ₹282.29 lakhs). These amounts have not been charged to the Company by Pfizer Inc.

42 Expenditure on research and development

	Year ended 31 March 2015	Year ended 31 March 2014
Capital	-	6.36
Revenue	1,739.86	1,475.68
Total	1,739.86	1,482.04

43 Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility (CSR) Committee. The first set of initiatives were launched during the year where the Company supported the Swachh Vidyalaya Campaign – a part of the Government's national Swachh Bharat program. The Company also committed funds to build and refurbish sanitation facilities in 19 schools, particularly for girl students. The employees of the Company also volunteered in this program. The Company donated medicines to support the flood relief work in Jammu & Kashmir. The total amount spent by the Company towards CSR activities during the year is ₹129.10 lakhs.

44 Previous year figures

Figures for the previous year are not comparable as the same does not include the effect of the Scheme of Amalgamation. Figures for the previous years have been regrouped where necessary.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W /W-100022

Sadashiv Shetty

Partner

Membership No: 048648

R. A. Shah

Chairman

DIN:00009851

S. Sridhar

Wholetime Director &

Chief Financial Officer

DIN:05162648

Uday Khanna

Director

DIN:00079129

Pradip Shah

Director

DIN:00066242

S.S. Lalbhai

Director

DIN:00045590

Dr. Lakshmi Nadkarni

Wholetime Director

DIN:07076164

Aijaz Tobacowalla

Managing Director

DIN:05312126

Vivek Dhariwal

Wholetime Director

DIN:02826679

Prajeet Nair

Company Secretary

Mumbai

05 May 2015

For and on behalf of the Board of Directors

Mumbai
05 May 2015

PFIZER LIMITED

CIN: L24231MH1950PLC008311



Registered Office: Pfizer Centre, Patel Estate, Off S. V. Road, Jogeshwari (W), Mumbai – 400 102
Tel: 91 22 6693 2000 Fax: 91 22 2678 4569 Website: www.pfizerindia.com E-mail ID: contactus.india@pfizer.com

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

Dear Shareholders,

Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, your Company has sent the Annual Report through electronic mode to those Shareholders whose E-mail IDs are registered. Please note that as a Shareholder, you will be entitled to receive physical copies of all notices and documents free of cost, upon specific request to the Company.

The Annual Report and the Notice of General Meetings and other documents will also be available on the Company's website at 'www.pfizerindia.com'.

Shareholders holding shares in physical mode and wishing to register / update their E-mail ID to receive the Annual Report and other documents in electronic mode, are requested to fill the form below and send the same to our Registrar and Share Transfer Agents viz., **Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500 032.** The Company will not be in a position to send the documents in electronic mode unless the duly filled in form below is received.

Shareholders holding shares in the dematerialized mode and wishing to register / update their E-mail ID to receive the Annual Report and other documents in electronic mode, are requested to fill the form below and send the same to Karvy Computershare Private Limited and also register / update their E-mail ID with the Depository Participants where their Demat account is maintained.

PFIZER LIMITED

Prajeet Nair
Company Secretary

Place: Mumbai
Date: 12th June, 2015

PFIZER LIMITED

CIN: L24231MH1950PLC008311



Registered Office: Pfizer Centre, Patel Estate, Off S. V. Road, Jogeshwari (W), Mumbai – 400 102
Tel: 91 22 6693 2000 Fax: 91 22 2678 4569 Website: www.pfizerindia.com E-mail ID: contactus.india@pfizer.com

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

I/We agree to receive documents in electronic mode pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014. Please register / update* the E-mail ID as mentioned below.

*Strike out whichever is not applicable.

1. **Name(s) of Shareholder(s)**
(including joint holders, if any) : _____
2. **No. of Shares held** : _____
3. **Registered Folio No. / DP ID & Client ID No.** : _____
4. **E-mail ID for receipt of documents in electronic mode** :

Place : _____

(Signature of First holder)

Date: _____

(Name of First holder)

For Physical shares : Kindly send to Karvy Computershare Private Limited.

For Demat shares : Kindly send to Karvy Computershare Private Limited and also register / update the E-mail ID with the Depository Participant where demat account is maintained.

PFIZER LIMITED

CIN: L24231MH1950PLC008311

Registered Office: Pfizer Limited, Pfizer Centre, Patel Estate, Off S.V. Road, Jogeshwari (West), Mumbai – 400 102
Tel: 91 22 6693 2000 Fax: 91 22 2678 4569 Website: www.pfizerindia.com E-mail ID: contactus.india@pfizer.com

64TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

PLEASE COMPLETE THE SLIP AND
HAND IT OVER AT THE ENTRANCE OF
THE MEETING HALL

NAME AND ADDRESS OF THE MEMBER:

FOLIO NO. / CLIENT ID / DP ID:

I hereby record my presence at the 64th Annual General Meeting of the Members of Pfizer Limited which will be held at Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021, on Monday, 13th July, 2015 at 3.00 p.m.

Name of the Shareholder	Signature of the Shareholder/Proxy*

*Strike out whichever is not applicable.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password

Please read the instructions given at Note No. 13 of the Notice of the Annual General Meeting carefully before voting electronically.



PFIZER LIMITED

CIN: L24231MH1950PLC008311

Registered Office: Pfizer Limited, Pfizer Centre, Patel Estate, Off S.V. Road, Jogeshwari (West), Mumbai – 400 102
Tel: 91 22 6693 2000 Fax: 91 22 2678 4569 Website: www.pfizerindia.com E-mail ID: contactus.india@pfizer.com

Name and Address of the Member:

PROXY FORM - MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Folio No. / Client ID / DP ID: _____ E-mail ID: _____

I / We, being the member(s) holding shares of Pfizer Limited hereby appoint

1. Name	2. Name	3. Name
Address	Address	Address
E-mail ID	E-mail ID	E-mail ID
Signature	Signature	Signature
....., or failing him / her, or failing him / her

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 64th Annual General Meeting of the Company to be held on Monday, 13th July, 2015 at 3.00 p.m. at Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai – 400 021 and at any adjournment(s) thereof in respect of such resolutions, as are indicated overleaf.

Signed this _____ day of _____ 2015.

Please affix
Revenue
Stamp

Signature of the Shareholder: _____ Signature of the Proxy holder(s): _____

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.

Please see overleaf



Sr. No	Resolutions
Ordinary Resolutions	
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2.	To declare a dividend for the financial year ended 31 st March, 2015.
3.	To appoint a Director in place of Mr. S. Sridhar who retires by rotation and being eligible offers himself for re-appointment.
4.	To ratify the appointment of Messrs. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for the financial year ending 31 st March, 2016.
5.	To consider and appoint Mr. Sunil Lalbhai as an Independent Director of the Company, for a term of 5 years effective 14 th February, 2015.
6.	To consider and appoint Dr. Lakshmi Nadkarni as Director of the Company, liable to retire by rotation.
7.	To consider and appoint Dr. Lakshmi Nadkarni as a Whole-time Director of the Company, for a term of 5 years effective 14 th February, 2015.
8.	To consider and ratify the remuneration payable to Messrs. RA & Co., Cost Accountants for the financial year ending 31 st March, 2016.
Special Resolution	
9.	To approve and adopt the revised Articles of Association of the Company.

CORPORATE SOCIAL RESPONSIBILITY

Pfizer's Corporate Social Responsibility (CSR) programs are guided by the Company's vision, mission, values and aspirations. They are aligned to our core competencies as a corporate business. The Company, through its CSR programs, proposes to encourage stronger commitment from the organization and employees towards the society to address the healthcare challenges of the country. In doing so, it would be our endeavor to synergize the CSR initiatives undertaken by various Pfizer functions/divisions within one unified strategic umbrella.

Medha Paranjape, Sr. Manager - Human Resources, participating in a "sanitation unit build activity at Kedarnath Vidya Prasarini English High School in Mumbai"



OUR CSR PURPOSE

Promote access to quality healthcare in the country by nurturing innovations, encouraging community involvement of our employees and synergizing efforts in partnerships with Government and other stakeholders for collective impact.

INR
121.50 Lakhs

**School
Sanitation
Project**

INR
7.6 Lakhs
**Disaster
Relief
Work**

KEY CSR THRUST AREAS FOR THE FINANCIAL YEAR 2014-2015

- a. Support national programs and priorities with linkage to healthcare
- b. Participate in disaster relief work
- c. Enlist employees as volunteers to support activities around disease awareness
- d. Encourage and support Indian innovation and Indian Intellectual Property with a focus on Healthcare



School

SANITATION PROJECT

According to statistics from UNICEF*, the lack of adequate sanitation facilities in Indian schools results in one out of every five girls and one in every six boys dropping out at the Primary stage. In fact, more than 100,000 schools in India have no separate toilet facilities for girl students.

**BEFORE
THE BUILD**



**POST
THE BUILD**



IMPACT

**19
SCHOOLS**

**85
TOILETS**

**3000
GIRL STUDENTS**

Sanitation being intrinsically linked to health and wellbeing, your Company has decided to partner with the Government in its national Swachh Vidyalaya Campaign (Clean School), an offshoot of the Swachh Bharat Abhiyan (Clean India). To launch its CSR efforts in this area, Pfizer undertook the refurbishment of existing sanitation facilities at the Kedarnath Vidyaprasarini High School in Kurla, Mumbai and also build additional sanitation units in the school. The program was then extended to a year-long initiative where your Company has undertaken to build and/or refurbish 84 toilets and sanitation facilities in 18 schools across Thane and Raigad districts in Maharashtra, in partnership with an NGO, Habitat for Humanity India. The key focus of this program is to ensure that all these schools have a well-functioning sanitation facility for girl students.



*Source http://www.unicef.org/education/files/SouthAsia_OOSCI_Study_Executive_Summary_26Jan_14Final.pdf





JAMMU

AND

KASHMIR


FLOOD RELIEF




In August 2014, Pfizer Foundation (a trust incorporated in the US by our parent company Pfizer Inc. USA), along with Pfizer Ltd. in India, joined hands to support the survivors of the Jammu & Kashmir floods. The floods impacted large parts of the state, displacing as many as 200,000 people.

While Pfizer Ltd. supported the initiative with a donation of medicines required for immediate relief efforts, the Pfizer Foundation contributed US\$25,000 (Rs. 15 lakhs) to the NGO Americares, to provide medical assistance to the displaced families, procuring and donating life-saving equipments (such as baby warmers, nebulizers, infusion pumps and multichannel monitors) to one of the largest government hospitals in J&K. Pfizer colleagues also contributed funds from their salaries to assist the ongoing relief efforts in the state.

IMPACT



5000
SURVIVORS



DONATED
PFIZER PRODUCTS



DONATED
LIFE-SAVING
MEDICAL EQUIPMENTS



EMPLOYEE VOLUNTEERING

Pfizer shall continue to enlist colleagues across the country to volunteer for good and foster a culture of employee volunteering within the organization.

In one of the important initiatives this year, Pfizer colleagues volunteered their time for the School Build project at the Kedarnath Vidya Prasarini English High School at Kurla, Mumbai, to instill the values of personal hygiene and sanitation among school children.





Working together for a healthier world™

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