**Pfizer Limited**
The Capital, 1802 / 1901,
Plot No. C - 70, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051.
Tel : +91 22 6693 2000 Fax : +91 22 2654 0274

September 7, 2018

The Corporate Relationship Dept.
BSE Limited
1st Floor, P.J.Towers
Dalal Street, Fort
Mumbai - 400 001
Scrip Code: 500680

The Manager, Listing Dept.
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051
Scrip Symbol: PFIZER

Dear Sirs,

**Sub: Pfizer Limited – Annual Report for the financial year ended March 31, 2018**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith is the copy of the Annual Report of the Company for the year ended March 31, 2018.

We request you to kindly take the same on record.

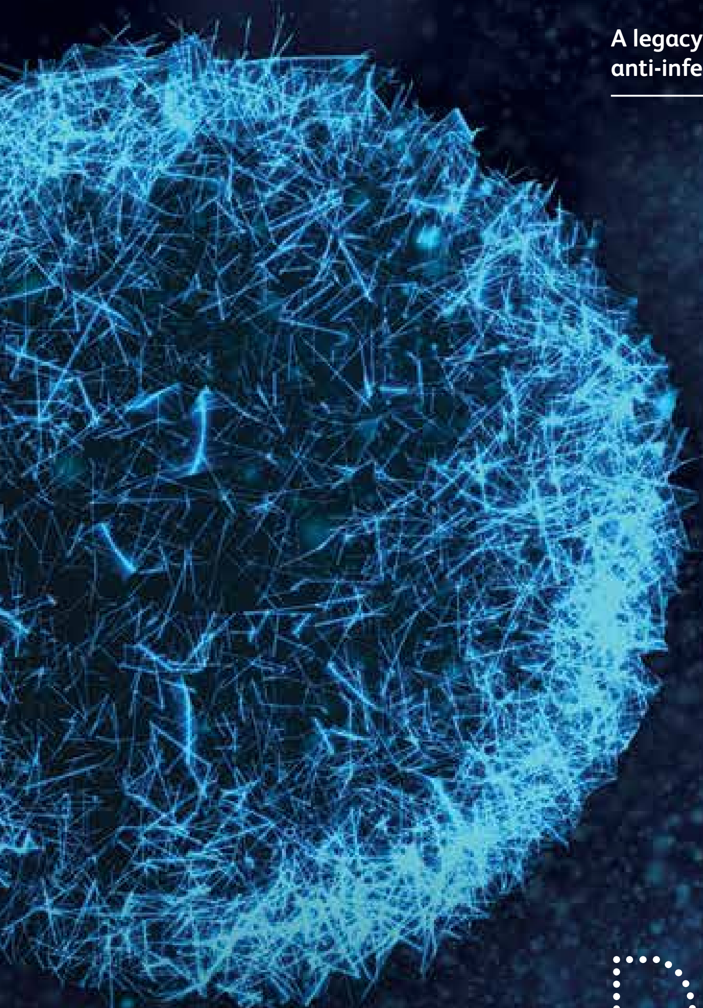
Thanking you,

Yours truly,
**For Pfizer Limited**

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

**Encl: A/a**

Pfizer Limited



# Lead

A legacy of leadership in anti-infectives / Page 18

# Educate

Initiatives to combat antimicrobial resistance / Page 22

# Advocate

Rational use of antibiotics / Page 28

# Develop

Pipeline to tackle infectious diseases / Page 32

ANNUAL REPORT 2017-18

# Lead. Educate. Advocate. Develop.

**Our Annual Report this year, with the theme Lead, Educate, Advocate, Develop (LEAD), puts the spotlight on Pfizer's journey to become the world's leading anti-infectives company and our continuing efforts to help combat antimicrobial resistance.**

# Index

*"The thoughtless person playing with penicillin treatment is morally responsible for the death of the man who succumbs to infection with the penicillin-resistant organism."*

**Sir Alexander Fleming**
Discovered Penicillin in 1928

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*"India recognizes Antimicrobial Resistance (AMR) as one of the major global threats to public health and we are committed to prevent, contain and combat this major health threat. The National Centre of Disease Control and the Indian Council of Medical Research are engaged in AMR surveillance. However, its prevention and containment requires multi-sectoral and multi-stakeholder action. India is committed to fully support global efforts to prevent and contain antimicrobial resistance."*

**Shri Narendra Modi**
Prime Minister of India
[Source: PM Modi takes pledge to support AMR; Economic Times (online article), May 24, 2016]

*"Some experts say we are moving back to the pre-antibiotic era. This will be a post-antibiotic era… in effect, an end to modern medicine as we know it. Things as common as strep throat or a child's scratched knee could once again kill."*

**Ms. Margaret Chan**
Former Director General, World Health Organization
[Source: Keynote address at Combating Antimicrobial Resistance: time for action in Copenhagen, March 14, 2012]

*"Antimicrobial resistance is a serious threat to global public health that requires action across all government sectors and society and is driven by many interconnected factors. Single, isolated interventions have limited impact and coordinated action is required to minimize the emergence and spread of antimicrobial resistance."*

**Shri J P Nadda**
Union Minister of Health and Family Welfare, Government of India
[Source: Stated at the 'Inter-Ministerial Consultation on AMR containment', April 19, 2017]

Lead. Educate. Advocate. Develop.

Deaths caused globally by AMR

**7,50,000***

**annually**

People developed multi-drug resistant TB globally

**4,90,000**

**in 2016**

Deaths expected to be caused by AMR

**10 million***

**by 2050**

*Source: The Review on Antimicrobial Resistance Chaired by Jim O'Neill, December 2014

## ANTIMICROBIAL RESISTANCE (AMR) – AN INTRODUCTION

### What is AMR?

The World Health Organization describes Antimicrobial Resistance (AMR) as the ability of a microorganism (like bacteria, virus and some parasites) to stop an antimicrobial (such as an antibiotic, an antiviral and an antimalarial) from working against it – rendering standard treatments ineffective and causing infections to persist and spread. Across the world, experts are calling out AMR as the single most significant medical challenge of our times, a phenomenon that threatens to rapidly deplete the world's resources to fight pathogens.

Countering this medical crisis requires interventions and leadership on several fronts, which includes:

- Enhancing our understanding of resistance patterns through better surveillance and mounting global interventions towards rational prescription; dispensation and use of antibiotics are key interventions required

- Strengthening the global portfolio of available antimicrobials, making massive efforts towards disease prevention, control and immunization have been acknowledged as being instrumental in achieving this

**PFIZER IS COMMITTED TO MAKING A DIFFERENCE**

From the time that we pioneered the mass production of **Penicillin**, credited with saving countless lives in World War II, Pfizer has remained the leading anti-infectives company of the world. Over the decades since, the Company has discovered and brought to market some of the world's most important antimicrobials and iconic anti-infective brands.

**Terramycin®**, a broad-spectrum antibiotic – an outcome of Pfizer's first discovery program; **Diflucan®** – Pfizer's discovery that has remained the mainstay to counter fungal infections and **Zithromax** emerged as a standard of care in respiratory infections; each of these have been Pfizer's landmark contribution to the world's anti-infective arsenal.

Today, Pfizer continues to **LEAD** the industry with the widest portfolio of anti-infectives and strategic investments in the development of new therapies for the future.

Our leadership position in this therapeutic area also brings with it a responsibility to partner stakeholders across the world in combating AMR through concentrated efforts in the areas of surveillance and stewardship.

Through the **Pfizer ATLAS program – one of the largest surveillance programs in the world** – we gather and disseminate information on resistance patterns across the world. We continue to partner with research organizations, infectious disease specialists' communities and institutions to advance stewardship efforts aimed at rational use of antimicrobials. Through these and other initiatives, we aim to **EDUCATE** stakeholders with information and best practices to help keep today's antimicrobials effective for longer.

As an original signatory to the **Davos Declaration on Antimicrobial Resistance** 2016, Pfizer plays a key role to **ADVOCATE** and help shape policies that combat AMR. Pfizer Inc's collaboration with the government of China through Project Navigator has not only created a robust surveillance network to track resistance patterns, but has also helped shape policies around rational use of antibiotics.

In India, we were one of the select companies called upon to provide recommendations on operationalizing the National Action Plan on AMR by the WHO and the Government of India. **Our partnership with Indian Council of Medical Research (ICMR) – to set up a Centre to Combat AMR – is the first of its kind in the country.** Through this dedicated Centre at New Delhi, this initiative will design and implement a series of interventions in the areas of Surveillance, Stewardship and Advocacy and Awareness nationwide.

As we strengthen these efforts to preserve the efficacy of today's drugs for longer, Pfizer continues to **DEVELOP** new therapies to provide solutions for tomorrow. Pfizer's commitment to R&D supports development of medicines for both, the treatment and prevention of infections caused by resistant pathogens.

Read about the above stories and more in our Annual report this year, themed – **LEAD**. It will give you an insight into Pfizer's leadership in anti-infectives and collaborations with partners to take on the global threat of AMR.

# Pfizer at a glance

## Our purpose

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

*With more than 140 R&D collaborations, 63 manufacturing sites and over 91,000 colleagues across the world, Pfizer is committed to working with patients, healthcare providers and governments to help protect and enhance public health.*

**PFIZER INC.**

Pfizer Inc., the parent Company of Pfizer Limited, was founded in New York in 1849. Today, it is the world's premiere biopharmaceutical corporation with annual revenues of $52.5 billion in 2017. It produces and markets its medicines, vaccines and other consumer healthcare products across 175 markets globally.

Pfizer offers the industry's largest and one of the most diverse portfolios of anti-infectives, that includes more than 80 medicines. We are proud of our longstanding heritage of partnering the infectious diseases community to address evolving and unmet medical needs.

The Company's rich and diverse pipeline includes small-molecule drugs, large-molecule biotherapeutics such as antibodies, cell and gene-based therapies and vaccines. For each of these programs, Pfizer scientists draw on a wealth of state-of-the-art science and technology spanning many disciplines, with a single aim to deliver best-in-class treatment to patients. We work to translate advanced science and technologies into the therapies that matter most.

Pfizer Inc. manages its commercial operations through two businesses: Pfizer Innovative Health and Pfizer Essential Health.

**PFIZER INNOVATIVE HEALTH (PIH)**

The Innovative Health portfolio is focused on improving health with innovative medicines and vaccines – from prevention to treatment and wellness at every stage of life.

The PIH commitment of 'patients first' guides every action, informs every strategic decision and unifies colleagues in every region and function across our therapeutic categories – Inflammation & Immunology, Internal Medicine (cardiovascular and metabolic diseases and pain), Oncology, Rare Disease and Vaccines.

The PIH Patient and Health Impact group develops solutions for increased patient access, demonstrates the value of its innovations and ensures broader business model innovation.

With a renewed mission and bold structure designed to amplify each group's strengths, PIH is positioned to lead change for healthcare around the world.

**PFIZER ESSENTIAL HEALTH (PEH)**

The Essential Health business brings a portfolio of well-known branded medicines including many of Pfizer's most iconic brands to serve as a a critical partner in the global public health community. Our essential health business is a leader in non-viral anti-infectives, biosimilars and sterile injectable medicines.

At PEH, we combine our history of industry, leadership, comprehensive knowledge of global healthcare markets, and a vast portfolio of trusted, quality medicines to benefit patients around the world at virtually every stage of life.

PEH strives to transform insights into action through its global reach, the breadth of knowledge and the depth of its capabilities, delivering value to health systems in over 160 countries.

Whether it's using new technology and our deep experience to increase access to an essential medicine or combat an emerging health risk, or ability to innovate and anticipate customer and patient needs, our work continues to allow us to make meaningful and inspired contributions for improving health.

**Non-viral anti-infective company**

**#1**
**globally**

Images are for representational purpose only.

## PFIZER LIMITED

Pfizer Limited began its operations in India in 1950. Today, with an annual sales of ₹ 1,925 crores, it is the third-largest pharmaceutical multinational company in the country. It has a portfolio of over 150 products across 15 therapeutic areas. Its top brands include Prevenar 13, Lyrica, Eliquis, Enbrel, Becosules, Gelusil and Corex range of products.

The Company enjoys a unique advantage of access to Pfizer Inc's global portfolio of therapies for introduction in the Indian market. Its portfolio in India consists of around 50% global brands such as Prevenar13, Lyrica, Eliquis, Xeljanz, around 25% brands with global lineage like Dolonex and Amlogard, and 25% local brands. The homegrown brands, such as Gelusil, Becosules, Folvite and Corex range, continue to be an essential and widely recognized part of the Company's portfolio and revenues in India. These have been strengthened with line extensions.

Going forward, the success of global brands, such as Meronem, Neksium and Xeljanz launched in the last two years will play a key role in fueling the growth of the Company.

Pfizer Limited has the distinction of being the first pharmaceutical company in India to start clinical research. The Company has a state-of-the-art and award winning manufacturing facility in Goa that produces more than a billion tablets annually.

Employing 2,630 colleagues across commercial operations, manufacturing and other functions, Pfizer Limited is committed to providing therapies to prevent, treat and cure some of the most critical diseases that impact public health in India today.

### Leadership in India

Non-viral anti-infective injectable space

**#1 MNC**

17 brands are

**#1**

**in their representative product market**

Prevenar 13 value market share of

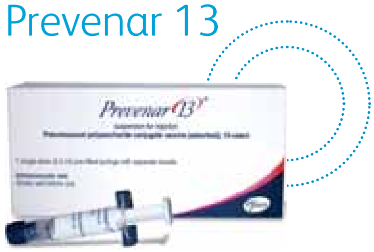
**58.17%**

*Source: IQVIA MAT March 2018

# Key products

**INNOVATIVE GLOBAL BRANDS**

## Prevenar 13




## Lyrica, Ativan

## Viagra

## Zosyn

## Minipress XL

## Meronem

## Enbrel

**BRANDS WITH GLOBAL LINEAGE**

## Dolonex

## Magnex

## Amlogard

## Trulimax

## Daxid

## Neksium

**LOCAL BRANDS**

## Becosules


## Gelusil

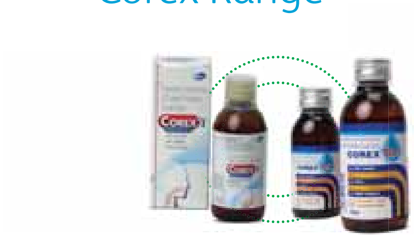

## Mucaine


## Folvite

## Autrin


## Citralka

## Corex Range



## Anacin


## Anne French

# Key performance highlights

## NET SALES (₹ Crore)

| | |
|---|---|
| 2017-18@ | 1,924.86 |
| 2016-17 | 2,017.26 |
| 2015-16 | 2,071.60 |
| 2014-15# | 1,827.74 |
| 2013-14 | 1,004.27 |

@ Refer financial highlights in the Board's Report
# Post amalgamation of erstwhile Wyeth Limited

## DIVIDEND PER SHARE (₹)

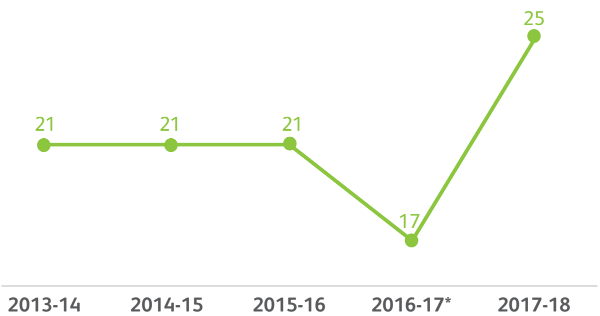
| | |
|---|---|
| 2017-18 | 20.00 |
| 2016-17^ | 20.00 |
| 2015-16 | 15.00 |
| 2014-15 | 12.50 |
| 2013-14 | 360.00 |

^ Includes special dividend of ₹ 5/- per share

## NET WORTH (₹ Crore)

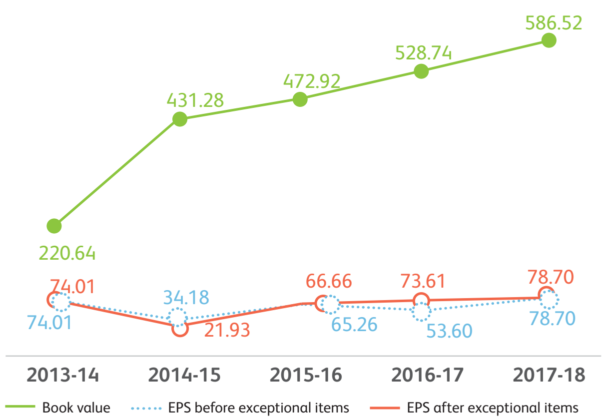
| | |
|---|---|
| 2017-18 | 2,683.20 |
| 2016-17 | 2,418.88 |
| 2015-16 | 2,163.50 |
| 2014-15 | 1,973.01 |
| 2013-14 | 658.41 |

## EBITDA MARGINS ( % )




*EBITDA margin impacted by series of price reduction notifications announced by the Government during the FY 2016-17

## EPS AND BOOK VALUE (₹)



# Financial performance
# 10 year record

Currency: ₹ in Crore (except Book Value Per Share, EPS and DPS)

| | Previous GAAP | | | | | | | Ind AS* | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Nov 2008 | Nov 2009 | Mar 2011 | Mar 2012 | Mar 2013 | Mar 2014 | Mar 2015 | Mar 2016 | Mar 2017 | Mar 2018 |
| **Statement of Profit and Loss** | ** | ^ | 16 months | | @ | | # | | @@ | |
| Net Sales | 678 | 772 | 1,170 | 1,017 | 948 | 1,004 | 1,828 | 2,072 | 2,017 | 1,925 |
| Other Income (including other operating income) | 93 | 101 | 176 | 169 | 207 | 217 | 93 | 109 | 126 | 170 |
| Total Expenditure | 560 | 652 | 998 | 908 | 871 | 882 | 1,602 | 1,720 | 1,757 | 1,547 |
| Profit Before Tax and Exceptional Items | 211 | 221 | 348 | 278 | 280 | 340 | 318 | 461 | 386 | 548 |
| Profit Before Taxation | 419 | 210 | 345 | 278 | 694 | 340 | 238 | 470 | 517 | 548 |
| Profit After Taxation ^^ | 299 | 137 | 226 | 185 | 503 | 221 | 100 | 305 | 337 | 360 |
| Total Dividend Amount | 37 | 37 | 49 | 37 | 97 | 1,074 | 57 | 69[1] | 92[1] | 92[1] |
| **Balance Sheet** | | | | | | | | | | |
| Fixed Assets | 83 | 93 | 86 | 32 | 26 | 23 | 957 | 928 | 882 | 918 |
| Cash and Bank Balances | 543 | 527 | 577 | 866 | 1,433 | 308 | 609 | 1,025 | 1,523 | 1,772 |
| Net Deferred Tax (Net) | 23 | 28 | 36 | 37 | 40 | 34 | 67 | (28) | (18) | (15) |
| Net Other Assets | 251 | 346 | 465 | 370 | 196 | 294 | 343 | 242 | 35 | 11 |
| Share Capital | 30 | 30 | 30 | 30 | 30 | 30 | 46 | 46 | 46 | 46 |
| Reserves and Surplus | 870 | 964 | 1,134 | 1,275 | 1,665 | 629 | 1,927 | 2,118 | 2,373 | 2,637 |
| Loan Funds | - | - | - | - | - | - | 3 | 3 | 3 | 3 |
| **Key Ratios** | | | | | | | | | | |
| Profit Before Tax Margin## | 54% | 24% | 26% | 23% | 60% | 28% | 12% | 22% | 24% | 26% |
| Book Value Per Share | 301.46 | 333.22 | 389.84 | 437.17 | 567.76 | 220.64 | 431.28 | 472.92 | 528.74 | 586.52 |
| Return on Net Worth (%) | 33% | 14% | 19% | 14% | 30% | 34% | 5% | 14% | 14% | 13% |
| Earnings Per Share (EPS) of ₹ 10 | 100.24 | 45.87 | 75.85 | 61.87 | 168.63 | 74.01 | 15.26 | 66.66 | 73.61 | 78.70 |
| Dividend Per Share (DPS) of ₹ 10 | 12.50 | 12.50 | 16.50 | 12.50 | 32.50 | 360.00 | 12.50 | 15.00[1] | 20.00[1] | 20.00[1] |

** Includes profit on sale of four 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.

^^ Profit for FY 2014-15 is before giving effect to the Impact of Scheme of Amalgamation (₹ 31 Crore)

## Profit before tax margin is calculated on Total Income.

@@ Includes profit on sale of four brands and office premises.

* The Company has transitioned from Previous GAAP to Ind AS effective April 1, 2015.

1 Dividend recommended by the Board for the respective financial years.

# Message from the Managing Director

**Dear Shareholders,**

In a decade that I have been with Pfizer, I have seen our Company navigate a complex environment with grace and integrity. Ours is a dynamic industry where the operating environment is sure to throw surprises. What makes us successful is our ability to maneuver through these uncertainties on the strength of our people, portfolio and performance. With these, we continue to win in the marketplace. Just in the two years that I have served as the Managing Director, we responded swiftly to the triple impacts of demonetization, Goods and Services Tax (GST) and Fixed Drug Combinations (FDC) bans. Not only has the pace of our business picked up, but we completed the transformation of our commercial model and delivered market-beating growth! Your continuing support has and will help us make strong decisions to drive growth for years to come.

Your Company has delivered 13% growth (excluding impact of Corex Cough Syrup discontinuation, divested brands and excise duty component up to June 2017) for the year under review, while the industry has grown at 6.3%. We have achieved this by reimagining our growth strategy together with a 'patient first' philosophy and by adopting 'market-beating growth' as our absolute mantra.

*Our leadership in the anti-infectives segment is being recognized equally in the context of our commitment and contribution towards countering the growing threat of Antimicrobial Resistance (AMR).*

Increasingly, your Company is being identified as an anti-infectives company. The Anti-Infective (AI) team focuses on providing high quality advanced anti-infectives for critical care use in hospitals. Your Company has a strong presence across the anti-bacterial continuum, ranging from Beta-Lactam/Beta-Lactamase-Inhibitor (BL/BLI) products to high-end anti-bacterial products.

The launch of Meronem earlier than scheduled allowed your Company to take over the brand faster than planned, and resulted in a visible change in its market performance. Together with the successful acquisition of Neksium, this stands out as an example of portfolio expansion through business development. Line extensions launched for flagship Women's Healthcare brands Folvite and Autrin, as well as our Corex range, promise to boost our new introduction success. Indeed, in the next few years, new introductions and volumes will be among the most important drivers of growth. Global teams are working with our medical and marketing colleagues to further strengthen the India capabilities and support new launches.

Our leadership in the anti-infectives segment is being recognized equally in the context of our commitment and contribution towards countering the growing threat of Antimicrobial Resistance (AMR). Both in terms of our portfolio of current and future products and our partnerships to combat AMR, your Company is playing a leadership role.

With an emphasis on execution excellence, we have boosted the rigor with which we plan, execute and measure results. The year 2017-18 has seen an uptrend in the sales metrics that matter the most. A lean cost base has enhanced gross margins; the most significant measure here being your Company's ability to transition the Zosyn brand to local manufacturing with the same global quality. In the last year, we have significantly enhanced controls to manage and mitigate risk better by completing a comprehensive risk assessment exercise.

Our focus on empowering people and upgrading systems fuels these outcomes. Implementation of a new Enterprise Resource Planning system – SAP, has integrated our processes to make it easier to get things done. Our 'Be Happy' culture, driven by engaged colleagues who take pride in performance with integrity, continues to be our greatest asset.

Our industry-leading CSR programs, which have grown from strength to strength, display our commitment to public, social and government priorities. Our flagship Pfizer IIT Delhi Innovation and IP Program has launched its third phase of providing incubation grants to healthcare innovators. We are powering young innovators to bring unique solutions to India's pressing health problems, from safeguarding against air pollution to detecting pathogens faster and better. And our partnership with ICMR to combat AMR – the first public-private partnership of its kind – responds to one of the gravest public health challenges our country, and indeed the world, is facing.

Of course, we will continue to face policy unpredictability that will impact our operating environment. During the year, a process to amend the Drug Price Control Order (DPCO) was initiated that may again change the price control methodologies in India. The industry may also continue to see changes in policies around labelling requirements and revisions to the Essential Medicines list. As we have so far, we will continue to navigate through these uncertainties on the strength of our business strategy and our execution excellence.

At the end of it all, this year has stood out as one where healthcare became a topic of public attention. With Ayushman Bharat, India took its first major step towards universal healthcare with the promise of making quality and affordable healthcare accessible to billions.

One hopes that as this historic initiative enters the implementation stage, we will see public-private partnerships being forged in an environment of trust and shared goals and the industry's recommendations being taken on-board to make this program the success that it must be.

While this happens, I can confidently state that your Company will remain committed to seizing all opportunities for growth that the market throws up and delivering market-beating growth in FY2019. With the right systems, culture and people to deliver value to our customers and patients, I am optimistic that the future of your Company is bright!

Yours Sincerely,

**S. Sridhar**
Managing Director

# AMR – A new age health crisis

The United Nations (UN) 2016 meeting for the first time saw world leaders giving an unprecedented level of attention to the global challenge of Antimicrobial Resistance (AMR). At this meeting, the then UN Secretary-General, Ban Ki-moon said, "Antimicrobial resistance poses a fundamental, long-term threat to human health, sustainable food production and development." The meeting recognized the need for a coordinated approach to address the root causes of AMR across multiple sectors, especially human health, animal health and agriculture.

## Global health concern

The World Health Organization has identified antimicrobial resistance as one of the biggest threats to global health, food security and development. Each year, an **estimated 7,50,000 people die across the world from AMR infections**, and the death toll is predicted to rise in the absence of an urgent global intervention. Recently, the British Government commissioned a series of reports on AMR, estimating that by 2050, as many as 10 million people could die annually from AMR complications. Moreover, the economic impact of 'superbug' outbreaks could top $100 trillion; and low-income countries would suffer disproportionately.

Since the discovery of penicillin in 1928 by Sir Alexander Fleming, antibiotics and other types of antimicrobials have protected hundreds of millions of people from infectious diseases and are now taken for granted as part of modern life. However, benefits offered by these **'magic bullets'** have been substantially lost in subsequent days following the widespread emergence and dissemination of antibiotic-resistant strains.

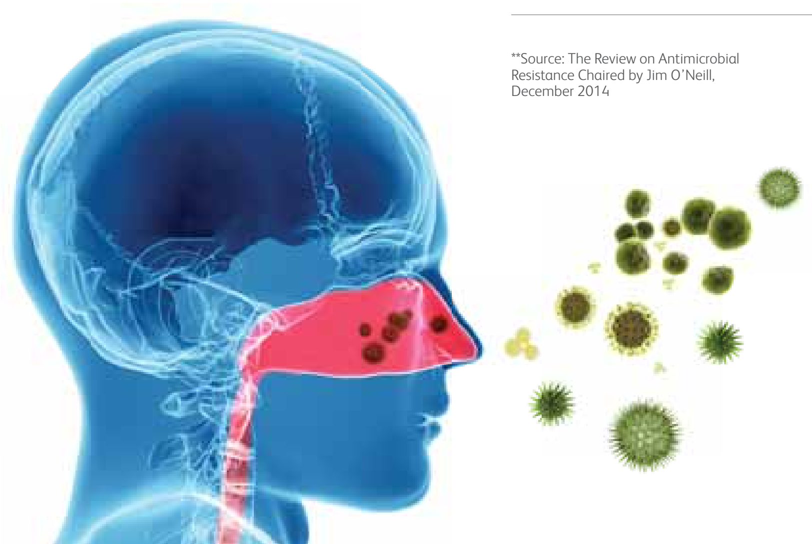
Antibiotic resistance is now rising to hazardous levels in all parts of the world. New resistance mechanisms are emerging and spreading globally, threatening our ability to treat common infectious diseases. A growing list of infections – such as pneumonia, tuberculosis, blood poisoning, gonorrhoea and food-borne diseases – are becoming harder, and sometimes impossible, to treat as antibiotics become less effective.

**Number of deaths expected to be caused by possible AMR complications by 2050**

**10 million****

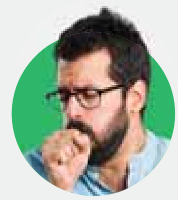
**annually**

**Source: The Review on Antimicrobial Resistance Chaired by Jim O'Neill, December 2014



## Causes of AMR*

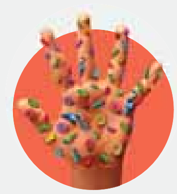
Poor infection control in hospitals and clinics



Patients not finishing their treatment

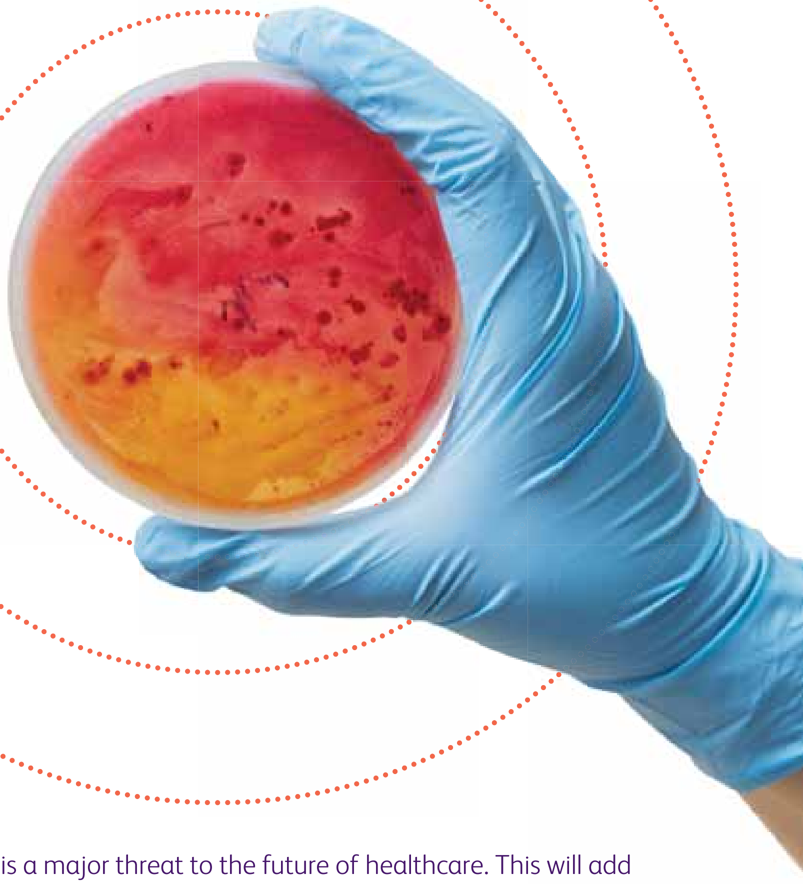
Over prescribing of antibiotics

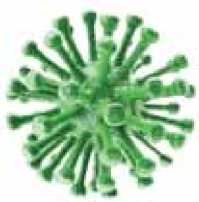
Lack of hygiene and poor sanitation

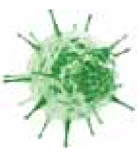


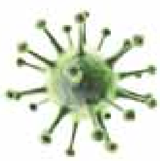
Lack of new antibiotics being developed

*Source: World Health Organization









"Antimicrobial resistance is a major threat to the future of healthcare. This will add tremendously to the cost of care, with an increase in morbidity and mortality. Combating this requires a coordinated plan, involving legislative efforts, education, monitoring and antimicrobial stewardship. The plan should involve multiple stakeholders – the poultry industry, the pharmaceutical industry, the healthcare industry, the regulatory agencies and the general public.

Moves to change the usage pattern only in some large healthcare institutions is a good start, but involvement of the major stakeholders – the primary care providers in the community and the public health sector is mandatory for an effective outcome. AMR needs to be declared as a public health emergency with the dedication of focused resources and manpower to combat this. Setting up of anti-infective usage guidelines, with ongoing monitoring of use, judicious use of high-end antibiotics, minimizing use with early de-escalation and/or discontinuation are cornerstones of this effort. This needs to be coupled with surveillance efforts to quantify the problem and continuous efforts at education. Awareness on the dangers of unregulated anti-infective use needs to be created among general public and the medical community.

Options like time outs should be encouraged during the prescription of anti-infectives, empowerment of nurses and clinical pharmacists may help aid early discontinuation of antibiotics. Patients and families should also be sensitized on the ills of over-the-counter use of antibiotics for trivial illnesses, and to discuss the need for antibiotics with their physician during out-patient encounters.

Collective efforts have shown benefit in reducing use and thereby reducing antibiotic resistance, and unless these are implemented on a war footing, the looming scenario of infections resistant to all available antibiotics may become a reality in the near future."

**Dr. Subramanian Swaminathan**
**Secretary, Clinical Infectious Diseases Society (CIDS) of India**

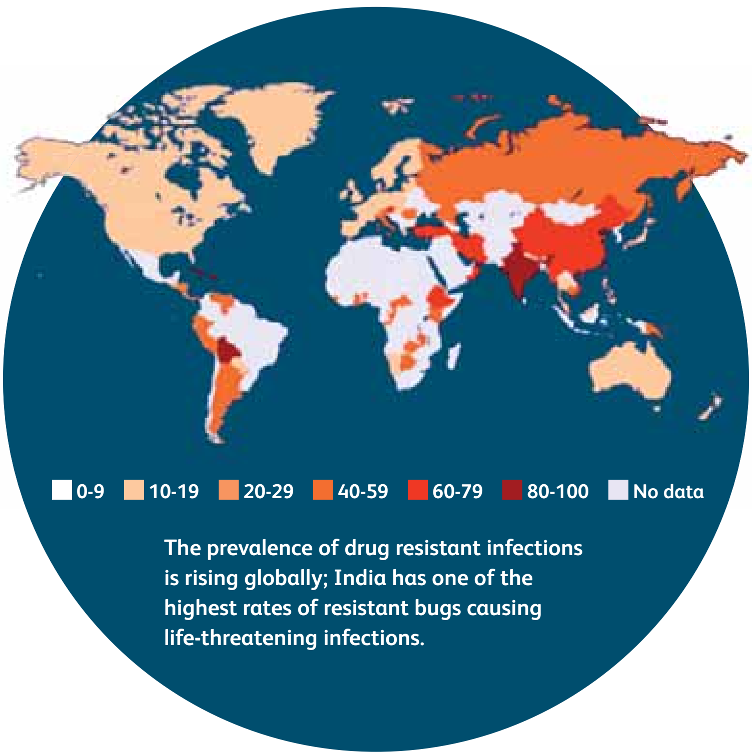
# AMR burst into public consciousness in India

AMR burst into public consciousness in India in 2010 with an article published in the Lancet journal, reporting the prevalence of a deadly 'superbug' NDM-1 from the Indian sub-continent found to be resistant to almost 26 different antibiotics, including carbapenems. NDM-1 or New Delhi Metallo Beta-lactamase was so named because it was first detected in December 2009 in a Swedish national who fell ill during his travel to New Delhi, India.

AMR is of particular concern in developing nations, including India, where the burden of infectious diseases is high and healthcare spending is low. The infectious disease burden in India is among the highest in the world and burden of poor sanitation and malnutrition exacerbates these conditions. The crude infectious disease mortality rate in India today is 416.75 per 1,00,000 persons (calculations based on World Bank data and the Global Burden of Disease, 1990) and is twice the rate prevailing in the United States when antibiotics were introduced (roughly 200 per 1,00,000 persons).

Overall, the emergence of infections by antibiotic resistant Gram positive and Gram negative microbes is on a rise in India, taking note of a bug called Escherichia coli (E.coli) whose resistance is found to be more than 80% in India.

The situation in vulnerable populations is also worrying – estimates say that more than 58,000 neonates die each year from sepsis attributable to bacteria resistant to first-line antibiotics in India.




Note: Map not to scale

**India's antibiotic usage***

Consumption of

**8 billion** in 2001

**12.9 billion** in 2010

**Mortality due to infectious diseases#**

Number of Deaths

**416 of 1,00,000** in India

**200 of 1,00,000** in USA

Source:
*Arun, Sija & Mukhopadhyay, Moitraiyee & Chakraborty, Paromita (2017). A Review on Antibiotics Consumption, Physico-Chemical Properties and their Sources in Asian Soil

#Laxminarayan R., Chaudhury R. R. (2016) Antibiotic Resistance in India: Drivers and Opportunities for Action

"India is the world capital of Multi-Drug Resistant (MDR) organisms. These organisms are not only found in healthcare facilities but they are also seen increasing in communities, food, water etc.

Antimicrobial resistance is a threat globally and a multi-pronged approach to ensure appropriate use of antibiotics is needed. This could include bringing systematic interventions to educate healthcare professionals about prescribing antibiotics, developing infection control guidelines and ensuring ethical marketing and sales of the antibiotics. Similarly, many hospitals in India have established policies to minimize the surgical infections as patients are directly exposed to the serious antibiotic resistant microbes in healthcare facilities.

ISCCM as an organization is constantly making efforts to update infection management strategies through guidelines and the online infectious diseases course in critical care.

Inspite of the efforts being made, time is running out and perhaps urgent actions are needed to track the resistance mechanisms of infectious organisms by rationalizing the use of antibiotics. This can be done through the formulation of antibiotic policies and enhancing the antibiotic stewardship programs in the country. Newer strategies for combating drug resistance and emerging pathogens is the need of the hour, however they too would not be very helpful if the current misuse of antibiotics is unaltered."

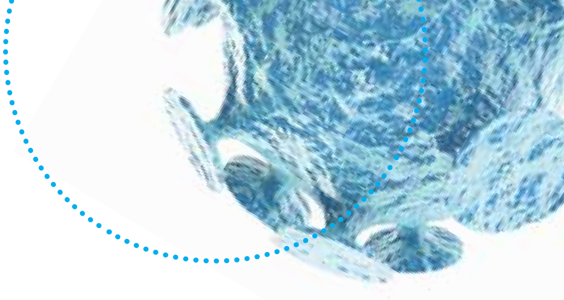
**Dr. Yatin Mehta**
**MD, MNAMS, FRCA, FAMS, FIACTA, FICCM, FTEE**
**President, Indian Society of Critical Care Medicine (ISCCM)**

Images are for representational purpose only.

## WORRYING TRENDS IN INDIA

- India was the largest consumer of antibiotics in the world with almost 13 billion units*
- Between 2005 and 2009, the units of antibiotics sold in India rose by about 40%
- A number of studies of prescribing practices among Indian physicians, over the years, show a very high rate of use of antibiotics
- One study from 2008 found that antimicrobial prescription rate was 69.4% for patients with uncomplicated acute respiratory infections, fever and diarrhea at four sites around India

* Source: According to a study published in the Lancet, in 2010



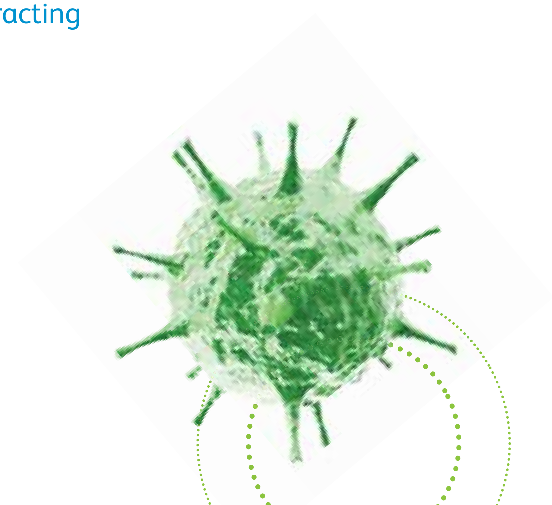
## Impact of AMR on public health

As of 2017, the emergence and spread of antimicrobial resistance continues unabated around the world, leaving devastating health and economic outcomes in its wake. Those consequences will multiply if collaborative global action is not taken to address the spread of resistance:

- By 2050, the annual global GDP could drop by 3.8% and an additional 28.3 million people would fall into extreme poverty**

Without urgent action, we are heading for a post-antibiotic era where AMR can have devastating effects:

1. Minor infections and injuries could become life-threating
2. One in four infections in long-term acute care settings are caused by AMR bacteria
3. Performing many of the routine medical procedures could be too dangerous because the patient is under the risk of contracting an infection through a multi-drug-resistant pathogen while in hospital
4. Serious infections such as pneumonia or tuberculosis could become impossible to treat
5. Travel could be considered too risky, thus impacting global trade



**Source: World Bank, 'Drug Resistant Infections: A Threat to Our Economic Future'

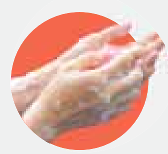
### AMR: What you can do*

Only use antibiotics when prescribed by a certified health professional

Always take the full prescription, even if you feel better

Never use leftover antibiotics

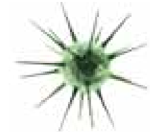
Never share antibiotics with others



Regularly wash your hands

Keep your vaccinations up-to-date

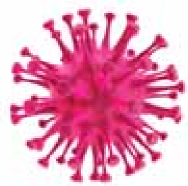
*Source: World Health Organization

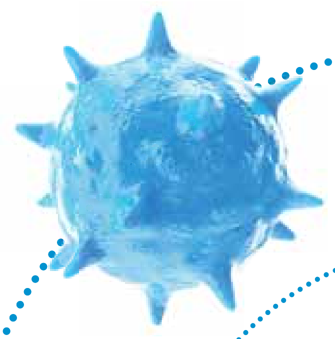


"India is responding with full force to combat antimicrobial resistance. The National Action Plan on AMR has set out the six key objectives to outline the course of action India needs to take and ICMR will play a key role in its implementation and strengthening research related to AMR in the country. We already implement two major research programs, the Antimicrobial Resistance Surveillance Research Network (AMRSRN) and the Antimicrobial Stewardship Program, to understand enablers and barriers to improve rational antibiotic use and educate them to spread awareness on antibiotic use and its implications. In 2017, we also brought out the 'Treatment Guidelines for Antimicrobial Use in Common Syndromes'. We plan to scale up the AMRSN program and expand it to include samples from a wider spectrum of sources, including animal, environmental and food samples.

Combating AMR needs to be a collaborative effort. The ICMR – Pfizer collaboration to combat AMR is an example of how public-private partnerships can be created around shared goals of promoting rational use of antibiotics and better understanding of drug resistance in India. We will implement a comprehensive range of interventions in researchable areas in AMR."

**Prof. Balram Bhargava**
**Secretary, Department of Health Research;**
**Director General, ICMR**





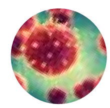
Images are for representational purpose only.

# Lead: A legacy of leadership

In the 1940s, Pfizer made Penicillin, in a manner that enough could be produced to meet the medical needs of patients and physicians across the world. For over seven decades since, Pfizer has been recognized for its pioneering presence in anti-infectives.

Today, this leadership is about bringing the largest and most diversified anti-infectives portfolio in the industry and the significant investments into future therapies. It is also about the partnerships Pfizer has formed across the world – with the infectious disease community and governments – to help counter the global crisis of Antimicrobial Resistance (AMR).

## Pfizer Inc. leadership in portfolio and combating AMR



### Portfolio: The leading anti-infectives company in the world

Pfizer Inc., today offers healthcare providers and patients access to the most comprehensive portfolio of anti-infective medicines in the industry. It currently commercializes more than 80 antimicrobial agents used in the treatment of bacterial, fungal and parasitic infections.

The journey of Pfizer's leadership in anti-infectives began in 1943 when the Company developed the deep-tank fermentation process and became the first company to mass produce Penicillin. It was Penicillin produced by Pfizer that reached soldiers during the closing stages of World War II, to treat over 1,50,000 wounded in the D-Day landings alone and countless others during the war.

Pfizer has since discovered and introduced some of the most well-known and preferred antimicrobials in history and maintained its position as the leading global antimicrobials company.

In 2015, Pfizer Inc. acquired Hospira and in 2016, the Company made an announcement of acquiring Astra Zeneca's small molecule anti-infective business, which included **2 marketed agents** and **3 clinical development assets**. Consequently, Pfizer has become the leading global provider of anti-infective medicines in the industry.

**Zavicefta** was developed in response to the urgent medical need for new antibiotics to treat gram-negative pathogens (also known as gram-negative bacteria). These bacteria cause infections such as pneumonia, bloodstream infections, intra-abdominal infections, wound or surgical site infections, all of which have become increasingly resistant to most available antibiotics.

# Pfizer Inc.'s legacy in anti-infectives

| | |
|---|---|
| 1943 | Mass production of Penicillin |
| 1948 | Largest supplier of streptomycin |
| 1949 | Terramycin (oxtrtracycline) |
| 1954 | Tetracyn (tetracycline) |
| 1959 | Flagyi (metronidazole) |
| 1967 | Vibramycin (doxycycline) – first QD broad spectrum antibiotic |
| 1970 | Geopen (carbenicillin) – first antipseudomonal penicillin |
| 1974 | Clindamycin (cleocin) |
| 1976 | Discovered sulbactam |
| 1982 | Cefobid (cefoperazone) – first-bid cephalosporin |
| 1986 | Magnex |
| 1987 | Unasyn (ampicillin/sublactam) introduced |
| 1990 | Diflucan (fluconazole) – first oral/IV broad spectrum antifungal |
| 1992 | Zithromax (azithromycin), Trovan (trovafloxacin), Zosyn |
| 1998 | Viracept (nelfinavir), Merrem (meropenem) |
| 2000 | Zyvox (linezolid) |
| 2001 | Vfend (voriconazole) |
| 2005 | Tygacil (tigecycline), Zmax (azithromycin) |
| 2006 | Eraxis (anidulafungin) |
| 2007 | Celzentri (maraviroc) |
| 2010 | Zinforo (ceftarolinefosamil) |
| 2016 | Zavicefta (ceftazidime-avibactam) |

## Combating AMR: Leading global partnerships

Antimicrobial Resistance (AMR), particularly in gram-negative bacteria, is widely recognized as one of the biggest threats to global health today. Pfizer is creating partnerships across the world to offer innovative surveillance tools to map resistance patterns educate stakeholders on rational use and shape the policy environment around the manufacturing and use of anti-infectives.

**PFIZER INC. IS AMONG THE FIRST SIGNATORIES TO THE DAVOS DECLARATION**

The Davos Declaration signed by more than 100 companies and trade associations in January 2016, called for collective action to create a sustainable and predictable market for antibiotics, vaccines and diagnostics, that encourages appropriate use for new and existing treatments.

As one of the original signatory companies of the Davos Declaration, Pfizer has joined other pharmaceutical companies in endorsing the Roadmap for Progress on Combating Antimicrobial Resistance.

**PFIZER COMMITMENT TO COUNTER AMR**

| | Surveillance | Stewardship | Advocacy | R&D |
|---|---|---|---|---|
| PFIZER INC. | • CHINET : Pfizer China in collaboration with Beijing University<br>• CHIFNET - China program<br>• LEADER<br>• SENTRY<br>• ATLAS | • British Society for Antimicrobial Chemotherapy (BSAC)<br>• Massive Open Online Course (MOOC) | • Davos Declaration | • Investment in drug discovery<br>• Public-private partnership in R&D<br>• Robust vaccine R&D program |
| PFIZER LIMITED | • ATLAS sites in India | • Partnerships with associations, hospitals & govt bodies | • ICMR – Pfizer program | |

ICMR & PFIZER LIMITED COLLABORATION TO COMBAT AMR IN INDIA

# Pfizer Limited: AI portfolio and AMR partnerships

## Portfolio: Serving the most critical AI needs in India

As agents that fight invading pathogens, often as the last line of defence, anti-infectives are always a category of critical use. Of all settings, however, that demand the widest range of anti-infectives of the highest quality and effectiveness, the hospital ICU stands out. It is here that Pfizer Limited has its best presence in India.

The anti-infective portfolio focuses on catering to the critical care requirements of hospitals. Pfizer Limited has a strong presence across the anti-bacterial continuum, ranging from Beta-Lactam/Beta-Lactamase Inhibitor (BL/BLI) products to high-end anti-bacterial products.

Our brand Magnex is the number 1 brand in this market segment, with ~5.6% value market share in the broader represented market, and ~40% value market share in the respective molecule. Another leading BL/BLI brand from our global portfolio Zosyn further strengthens the Company's presence in this segment.

Most recently, Pfizer Limited launched Meronem, that is indicated for the treatment of high-risk patients in the ICU setting, in May 2017. Today, Meronem has ~11.5% value market share in the Meropenem market. In addition, the Company markets another leading brand – Tygacil, which is a novel broad-spectrum antimicrobial used to treat targeted high-risk infections.

Brand Magnex

**#1**

in the market segment*

Brand acquisition

**Meronem**

in May 2017

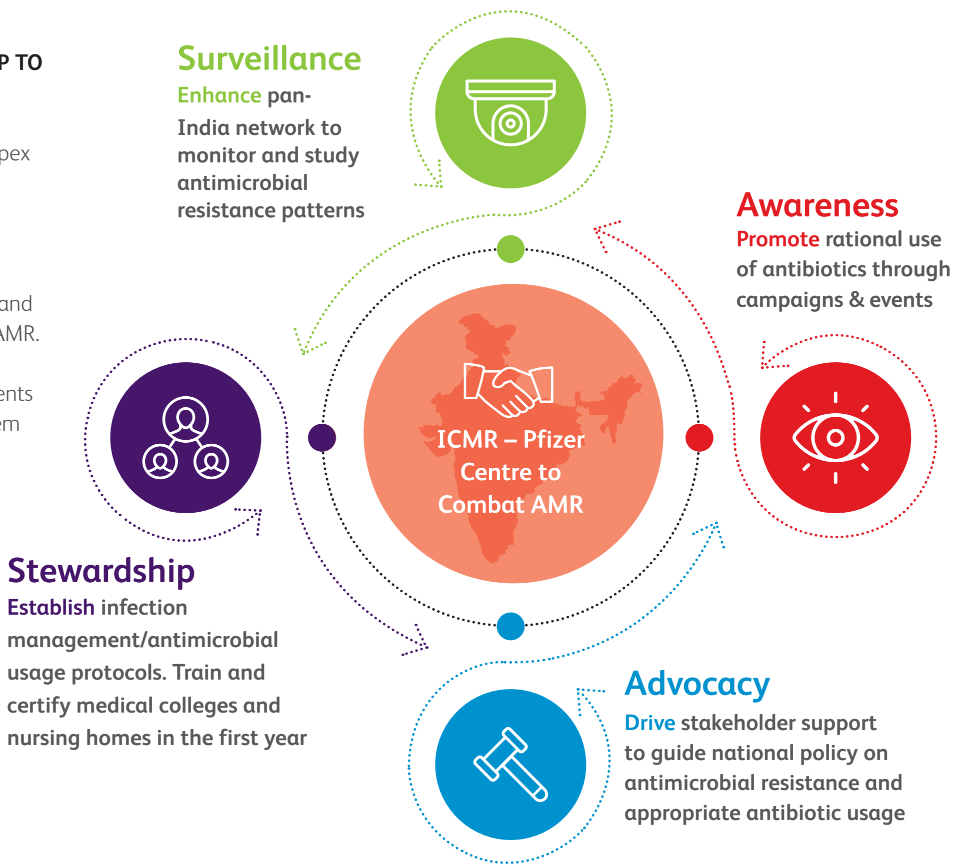
*Source: IQVIA MAT March 2018

**ICMR – PFIZER LIMITED PARTNERSHIP TO COMBAT AMR**

Pfizer Limited signed a MoU with Indian Council of Medical Research (ICMR), the apex body for biomedical research in India.

A Centre has been set up to combat antimicrobial resistance. This dedicated centre will serve as the platform to design and implement a comprehensive program on AMR.

The program focuses on the core components of enhancing the current surveillance system on AMR, expanding the AMR Stewardship program, Advocacy and Awareness.



## Pfizer ATLAS – Key highlights

Source information from
**760+ sites**
globally

Spread over
**73 countries**

Information from over
**5,56,000**
isolates

Information updated every
**6-12**
months

Generated
**14 years**
of global bacterial susceptibility data

Published
**50+**
peer-reviewed journal articles

# Educate: Through initiatives to combat AMR

It is widely acknowledged that prudent prescription and use of antibiotics is one of the most effective strategy for combating resistance. However, misuse or overuse of antimicrobial agents is still prevalent and acts as a significant contributor to the emergence of antibiotic resistance. Healthcare Professionals (HCPs) play an important role here and need to be engaged in helping solve this problem, as advocates for rational antimicrobial use, stewards of sustainable effectiveness, and educators of their patients. To fulfill this role, HCPs including clinicians, nurses and pharmacists need access to continual training and up-to-date educational resources on Antimicrobial Resistance (AMR).

Pfizer is at the forefront of the campaign against AMR through its initiatives to generate knowledge and data on resistance patterns via its surveillance program. This is further leveraged by disseminating knowledge through stewardship programs in partnerships with medical associations, academia and hospitals both private and Government.

## Knowledge Generation: Surveillance network

In the fight against the AMR, it is important to stay abreast of trends in antibiotic resistance as they emerge. Surveillance of AMR tracks changes in microbial populations, permits the early detection of resistant strains of public health importance, and supports the prompt notification and investigation of outbreaks. Surveillance findings are needed to inform clinical therapy decisions, to guide policy recommendations for developing antimicrobial stewardship strategies and to assess the impact of resistance containment interventions.

“A structured Antimicrobial Resistance (AMR) surveillance system is a vital component of antibiotic control strategies. A standardized approach to the collection, analysis and sharing of AMR data at a local, national and global levels will considerably help in strengthening the evidence base and help in informed decision-making.”

**Dr. Camilla Rodrigues**
**Senior Consultant Microbiologist & Chairperson Infection Control Committee, Hinduja Hospital Mumbai**

### PFIZER INC. RUNS THE WORLD’S LARGEST GLOBAL SURVEILLANCE PROGRAM – ATLAS

While the US and Europe have public healthcare organizations which track resistance, these programs do not readily exist in other regions of the world.

To help address this gap, Pfizer Inc. runs one of the largest global surveillance programs in the world, called Antimicrobial Testing Leadership and Surveillance (ATLAS). ATLAS features 14 years of cumulative data on changing bacterial resistance patterns across more than 73 countries.

The Pfizer ATLAS was initiated in 2004 to monitor real-time changes in pathogen resistance and detect trends in multi-drug resistance longitudinally over time.

It represents the integration of three surveillance programs (TEST, AWARE, INFORM), and collectively has generated continuous global bacterial susceptibility data versus a panel of antibiotics. It includes source information from more than 760 sites across the world, with data encompassing more than 5,56,000 isolates. Since its launch, publicly reported findings from these surveillance programs have been made available through over 50 published journal articles and over 750 medical congress presentations.

Pfizer Inc. provides access to cumulative ATLAS surveillance data through a publicly available website (www.atlas-surveillance.com). It also offers ATLAS as a mobile application to enable rapid access to information that is regularly updated with new and emerging data from the active surveillance program.

Apart from the global surveillance program, ATLAS, Pfizer in collaboration with Beijing University has also initiated a surveillance network in China known as CHINET (China Hospital Infection antibacterial resistance Surveillance Network). CHINET collects AMR data from 41 sites across 27 provinces of China. Till date 7,57,529 isolates have been collected in the CHINET program with 1,53,804 isolates collected in 2017 alone.

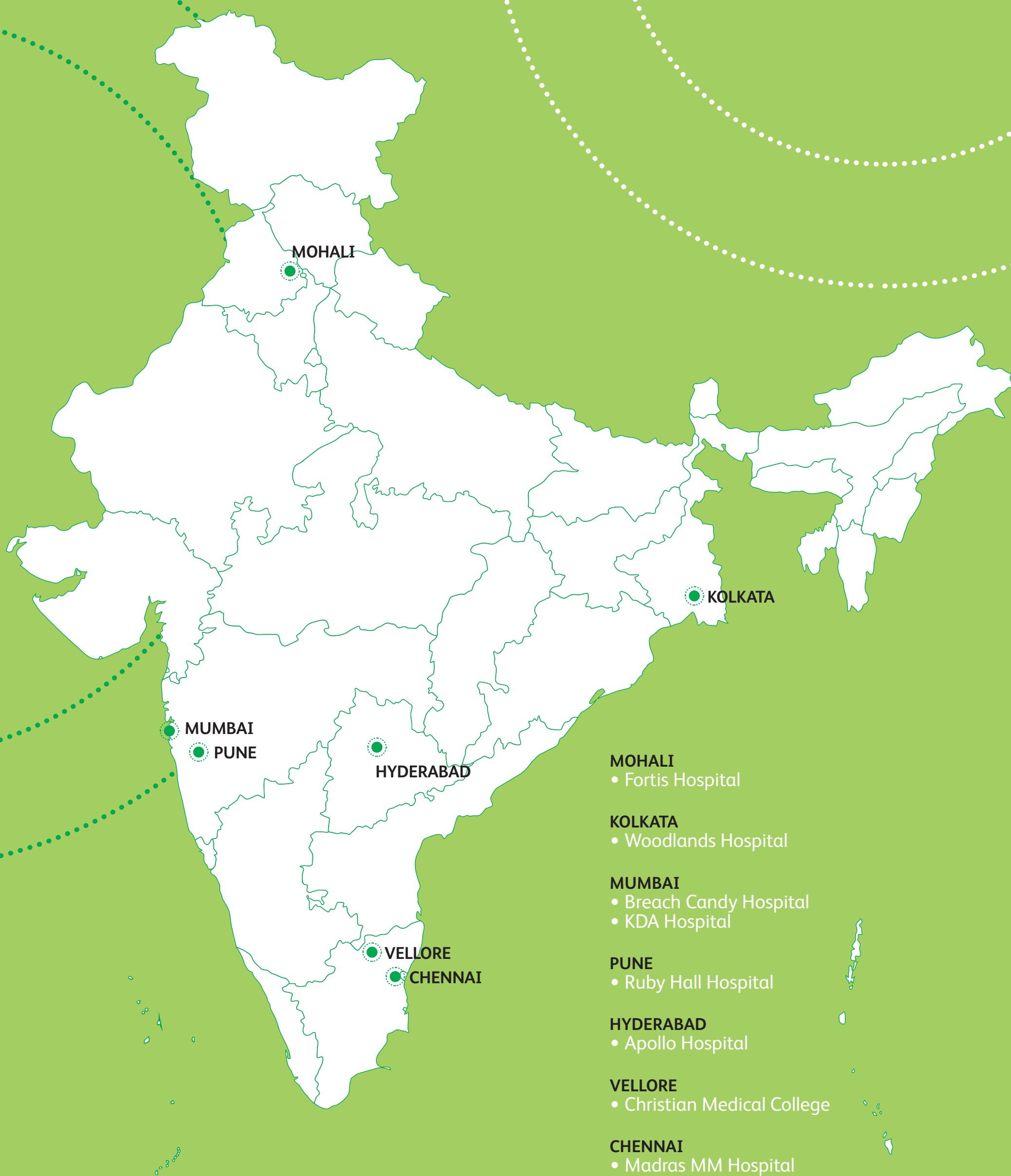
## PFIZER LIMITED'S SURVEILLANCE NETWORK IN INDIA

Pfizer has extended its global surveillance program – ATLAS to India with nine active ATLAS sites distributed across the country in tertiary care private hospitals. Each site collects, identifies, stores, and ships 222 fresh clinical Gram-positive and Gram-negative aerobic isolates from documented cases of complicated intra-abdominal infections, complicated urinary tract infections, complicated skin and soft tissue infections, Lower respiratory tract infections and bloodstream infections, every year. There have been two publications from this database. Our forthcoming plan is to extend ATLAS to more hospitals in India in the coming year as we prepare for new launches in anti-microbial therapy area.

As part of the national response to AMR, the Indian Council of Medical Research (ICMR) and the National Centre for Disease Control (NCDC) started AMR surveillance networks in 2013 and 2014, respectively. The ICMR surveillance network – Antimicrobial Resistance Surveillance Research Network (AMRSRN) currently has six nodal centers for six pathogenic groups that are located in four tertiary care government medical institutions.

One of the key initiatives of the ICMR – Pfizer partnership is to increase the number of nodal centres in the ICMR network. Through ATLAS and the partnership with ICMR, the AMR data generated from both private and public hospitals, will not only help the clinicians to take evidence-based antibiotic prescription decisions, but also guide the stewardship trainings for healthcare professionals.

The Global Action Plan by the WHO as well as India's National Action Plan against AMR has outlined the importance of adequate sensitization and education on rational use of anti-microbials. The goal of focused stewardship initiatives is to provide training to healthcare professionals on appropriate antibiotic use to improve the quality of care of patients with infections by enhancing clinical outcomes, reducing resistance to antibiotics and decreasing unnecessary costs.




**MOHALI**
- Fortis Hospital

**KOLKATA**
- Woodlands Hospital

**MUMBAI**
- Breach Candy Hospital
- KDA Hospital

**PUNE**
- Ruby Hall Hospital

**HYDERABAD**
- Apollo Hospital

**VELLORE**
- Christian Medical College

**CHENNAI**
- Madras MM Hospital
- Apollo Hospital

## Pfizer ATLAS sites in India

Note: Map not to scale

## Knowledge Dissemination: Stewardship trainings

### PFIZER'S GLOBAL ONLINE COURSE

Globally, Pfizer Inc. has partnered with the British Society for Antimicrobial Chemotherapy (BSAC) and the University of Dundee to launch the Massive Open Online Course (MOOC) on Antimicrobial Stewardship which is dedicated to raising awareness of antimicrobial resistance and stewardship throughout the global medical community.

In each country, Pfizer customises its stewardship models to best suit the national healthcare delivery systems.

Course completion by
**5,000+**
**healthcare professionals**

Course registrations of
**15,000+**
**globally**

### PFIZER LIMITED'S PARTNERSHIPS TO COMBAT AMR IN INDIA

Pfizer Limited is committed towards enhancing the capability of healthcare professionals to fight the AMR menace through Antimicrobial stewardship educational initiatives. This is done through partnerships with medical associations, academia, hospitals and government. These initiatives target multiple stakeholders including clinicians, microbiologists, infection control teams, pharmacists and nurses.

#### Partnership with Associations

In India, the Company has partnered with Infectious Diseases Education Forum (IDEF) to develop and conduct certificate course workshops in infectious diseases for multiple specialties of doctors.

Pfizer Limited has also supported Fungal Infection Study Forum (FISF), a leading medical association focused on research and education on invasive fungal infections, to develop a 15-module online training program to improve the awareness and treatment of fungal infections.

Recently, the Company has partnered with Academy of Infection Management (AIM), a not-for-profit organization, based in the UK, with the objective of providing robust medical education in infectious diseases to healthcare professionals. The AIM modules have been developed through collaboration with four international and 11 Indian infectious diseases' experts on significant clinical topics such as pneumonia, sepsis, fungal infections

**750+**
**clinicians trained through IDEF and FISF initiatives**

**1,000**
**clinicians trained across 50 Indian hospitals in the first year**

and antimicrobial stewardship. Pfizer Limited plans to reach out to 1,000 clinicians from 50 hospitals across India through this initiative.

**Partnership with Hospitals:**

Pfizer Limited is supporting select tertiary care centres to increase the infectious disease experts base in India through a unique one-year Fellowship Program in Infectious Diseases.

The Company has connected several small hospitals/nursing homes to designated Centers of Excellence for the dissemination of best practices in the field of infection control through a unique digital preceptorship program (Meet the Expert – Institute Connect).

The aim of these initiatives is to improve the infectious diseases' management capabilities and facilitate strong implementation of Antibiotic Stewardship and Prevention (ASP) practices at the tertiary care hospital level.

**Partnership with Government:**

ICMR has developed an Antibiotic Stewardship, Prevention of Infection and Control (ASPIC) program which is a hospital focused educational forum dedicated to improving antibiotic use in India. The ICMR – Pfizer partnership is developing a standardized Antimicrobial Stewardship program curriculum that will expand the outreach and train infection control teams at small private hospitals/nursing homes, medical colleges and associations across the country.

The training faculty engaged for these programs would be experts from the fields of infectious diseases and microbiology. The institutes undertaking this training would receive a certification from ICMR on having completed the course on infection control management protocols.

**2,000+**
clinicians trained across 80 small hospitals in 2017

**1,000**
pharmacists and nurses trained in last two years

To add
**20 sites**
in surveillance network

To establish protocols across
**50 institutes**
for infection management

# Advocate: Rational use of antibiotics

Antimicrobial resistance is a crisis that organizations, Governments and corporations around the world are now responding to. These responses include the creation and adoption global and national frameworks to guide the various initiatives to curb AMR.

There is an urgent need for co-ordinated action to enhance the current surveillance models to track resistance patterns, upgrade the infection prevention protocols, advance stewardship initiatives and advocate for strong policy guidelines that will encourage appropriate manufacturing, dispensing and use of current and new therapies.

## World Health Organization's Global Action Plan

At the sixty-eighth World Health Assembly in May 2015, the World Health Organization (WHO) endorsed a global action plan to tackle AMR.

The goal of the plan is to continue the successful treatment and prevention of infectious diseases with effective and safe medicines.

To achieve this goal, the global action plan sets out five strategic objectives.

**Strategic objectives**

- Improve the awareness and understanding of antimicrobial resistance;
- Strengthen knowledge through surveillance and research;
- Reduce the incidence of infection;
- Optimize the use of antimicrobial agents; and
- Develop the economic case for sustainable investment that takes account of the needs of all countries and increase investment in new medicines, diagnostic tools, vaccines and other interventions.


An industry Declaration on Antimicrobial Resistance was announced at the World Economic Forum in Davos, Switzerland in 2016. The Davos Declaration called for collective action to create a sustainable and predictable market for antibiotics, vaccines and point-of-care diagnostics, which encourages appropriate use of new and existing treatments. It also called for coordinated action to improve infection prevention, hygiene, stewardship and conservation measures. Pfizer Inc. with over 100 companies and industry trade associations, from 18 different countries, signed the declaration.

The pharmaceutical industry recognizes its responsibility and remains committed to playing a significant part in this long-term effort. Given the unique scientific, economic, public health and environmental challenges presented by AMR, collaboration between stakeholders is essential to maximize progress.

# Pfizer has co-developed the global ‘Industry Roadmap for Progress on Combating AMR’

As a follow-up to the Davos Declaration, Pfizer Inc. and 12 industry partners unveiled the ‘Industry Roadmap for Progress on Combating Antimicrobial Resistance’, which lays out four key commitments we pledge to deliver by 2020.

## The key commitments

- Support measures to reduce environmental impact from production of antibiotics;
- Stay committed to using antibiotics only in patients who need them and garner the support of stakeholders to fulfill this commitment;
- Support mechanisms to facilitate affordable access to high-quality existing and future antibiotics, diagnostics and vaccines to patients in all parts of the world and at all levels of income; and
- Optimize the use of antimicrobial agents; and
- Develop the economic case for sustainable investment that takes account of the needs of all countries and increase investment in new medicines, diagnostic tools, vaccines and other interventions.

There are a number of global initiatives ongoing to address AMR and Pfizer has been an active contributor to most of these. Ranging from the World Economic Forum platform to the Davos Declaration, the G7/G20 strategy and others, Pfizer has engaged with leaders and organizations from across the world, representing the industry's commitment to help curb AMR and putting forth the support required to advance R&D and create a sustainable marketplace for new anti-infective therapies. In November 2016, Pfizer Inc. presented to the Organisation for Economic Co-operation and Development (OECD) on behalf of industry providing feedback on a white paper drafted on the role of AMR and what is needed to advance stewardship and R&D.

The rising threat of AMR has made countries all over the globe strive to curb the inappropriate use of antibiotics, improve surveillance to track resistance and advance the objective of good stewardship practices.

## PFIZER’S ACTIVE ENGAGEMENT ON GLOBAL PLATFORMS TO FIGHT AMR

# India’s National Action Plan (NAP) calls for collaborations to counter AMR

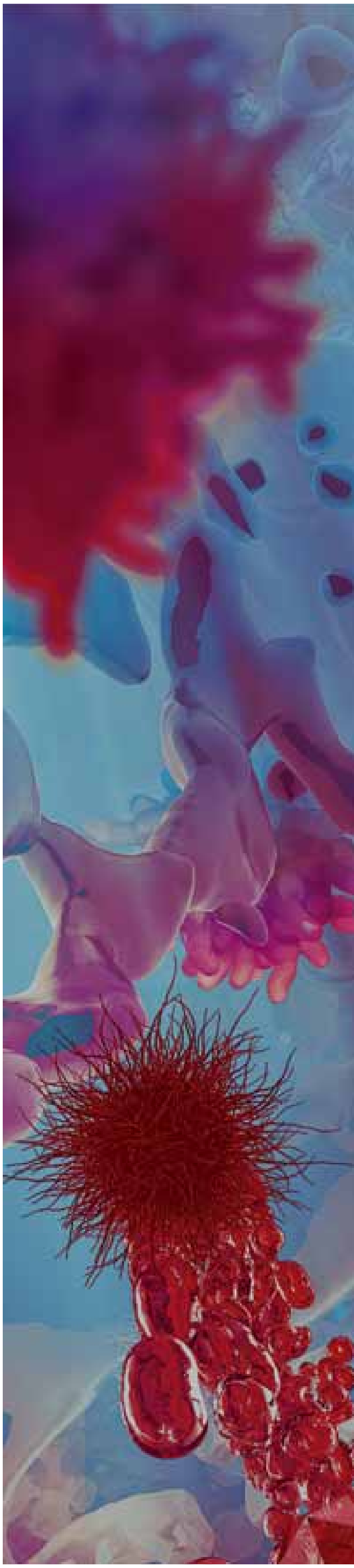
India finalized its National Action Plan (NAP) on AMR in 2017 during the ‘Inter-Ministerial Consultation on AMR Containment’ under the leadership of the Union Health Minister, Shri Jagat Prakash Nadda.

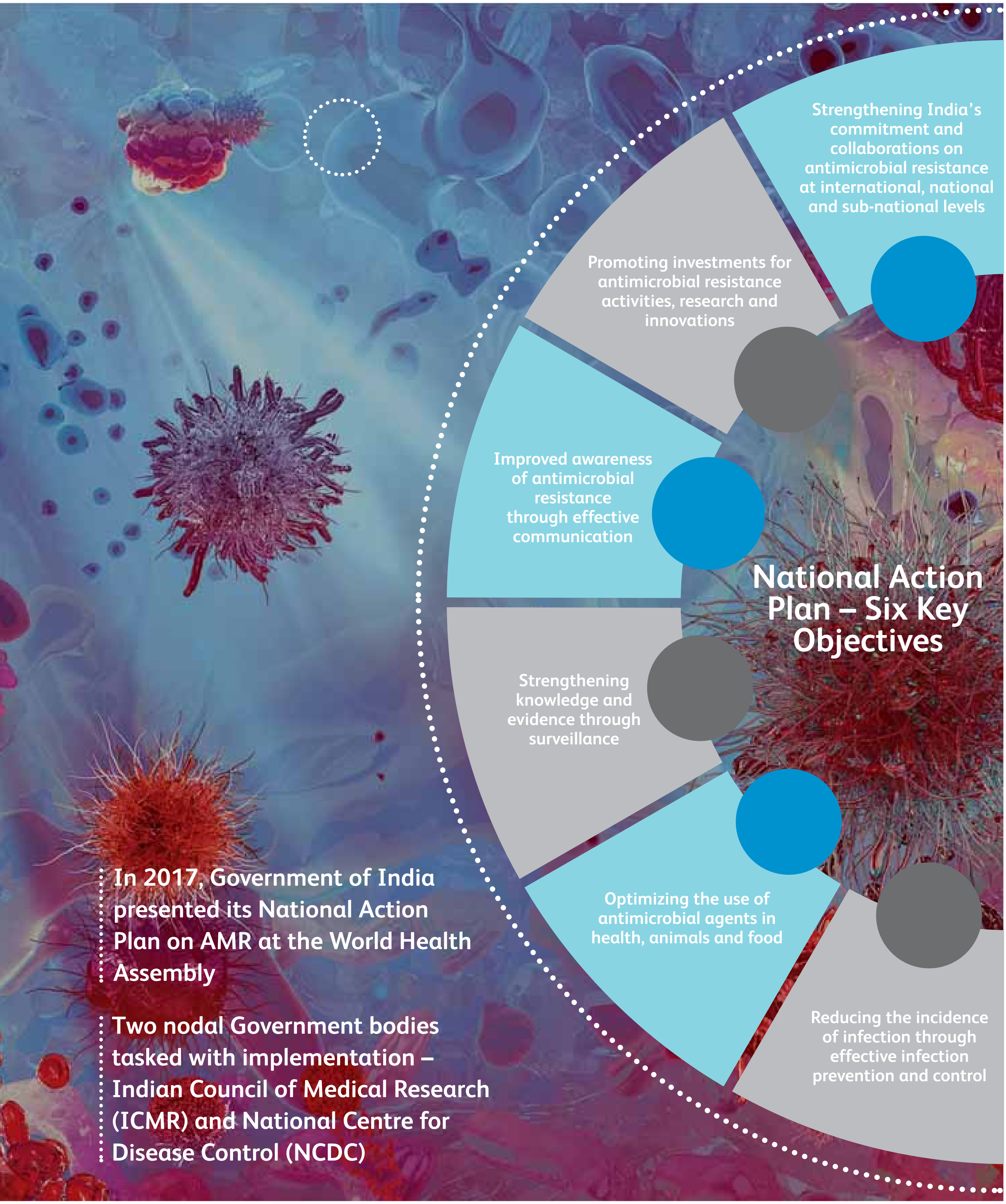
The consultation witnessed 13 ministries coming together in support of the Plan and endorsing the Delhi Declaration on Antimicrobial Resistance, an inter-ministerial consensus. The Declaration encourages ministries to adopt a collaborative approach for prevention of AMR.

*Pfizer Limited was invited to participate in the multi-stakeholder workshop in New Delhi to provide recommendations on operationalising India’s National Action Plan, representing the voice and views of the pharmaceuticals industry.*

Pfizer Limited continues to be an active participant in helping shape and implement AMR policies in India, by engaging directly with policymakers and stakeholders to advocate for stronger frameworks to curb drug resistance, provide impetus to R&D in the areas of infection prevention and control and ensure that AMR remains a consideration in the manner in which pricing policies around pharmaceuticals are developed.

Pfizer's partnership with ICMR in the form of the ICMR – Pfizer Centre to Combat AMR, will also undertake a number of public health advocacy programs. These will include the creation of platforms where policymakers, experts and other stakeholders convene to advance dialogue, utilization of data gathered through the surveillance component of this program, publishing whitepapers to inform policy, recognition of best practices towards curbing AMR and advancing public dialogue on drug resistance.






In 2017, Government of India presented its National Action Plan on AMR at the World Health Assembly

Two nodal Government bodies tasked with implementation – Indian Council of Medical Research (ICMR) and National Centre for Disease Control (NCDC)

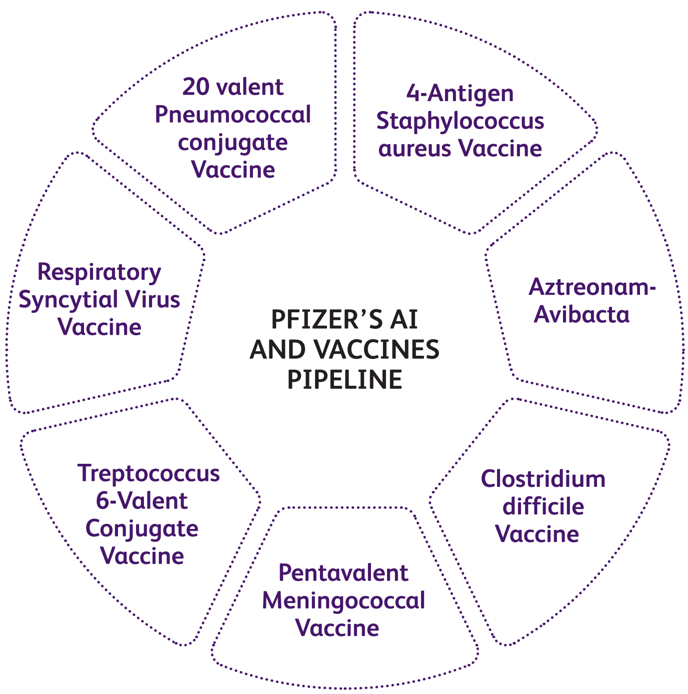
# Develop: Pipeline to tackle infectious diseases

Pfizer's commitment to R&D supports development of medicines for both the treatment and prevention of infections caused by pathogens. Globally, Pfizer conducts this research through its own R&D efforts as well as through partnerships formed to collectively address R&D in the context of AMR.

One such platform – the COMBACTE program brings together leaders in the field of antimicrobial resistance, from both public and private sectors to speed up the development of new antibiotics. Under COMBACTE, scientists from industry and academia are collaborating for the first time in history on a mutual objective: **finding novel treatments for antibiotic resistant infections.** Being an industry leader in anti-infectives, Pfizer along with other companies is partnering with over 750 hospitals and 450 laboratories within this program, sharing insights, accelerating the process of developing novel treatments and finding promising results.

In addition to such partnerships, Pfizer routinely evaluates opportunities to enhance and leverage its existing portfolios and resources.

Pfizer's global anti-infectives and vaccines R&D pipeline collectively consists of seven candidates. Vaccines are being recognized as an essential tool to combat AMR by helping prevent infections in the first place and thereby reducing the requirement of anti-infective agents.



## Bringing new generation anti-infectives to India

Pfizer Limited stays committed to its core purpose of bringing innovative therapies to patients in India. The anti-infective portfolio in India reflects this commitment through the presence of well known global brands. One such example is the launch of Meronem in India in 2017. Meronem is an antibiotic used to treat severe bacterial infections in critical care settings. This addition further strengthens our portfolio and advances our leadership in this therapy area.

R&D is equally about helping bring forth innovations that can play a role in curbing AMR. In India, as part of its CSR commitment, the Company has co-created an incubation accelerator with Foundation of Technology Transfer (FITT) at IIT Delhi to launch – The Pfizer IIT Delhi Innovation and IP program – that encourages, nurtures and rewards home grown cost effective healthcare innovations. Among the various innovations being supported through this program is a platform technology that can not only help healthcare professionals diagnose infectious diseases like Typhoid (and additional disease using the same platform) faster, but also expedite the confirmation of antibiotic sensitivity. Knowing the pathogen strain and therefore which antibiotic will work allows Physicians to prescribe with accuracy – an acknowledged best practice to curb AMR.

Additionally, Pfizer Limited is exploring options to launch global products later this year that will further expand its anti-infectives portfolio. To ensure our preparedness to introduce global blockbusters in the Indian context, in the last few years we have focused on enhancing marketing and new launch capabilities. Our medico-marketing teams are now poised to execute such launches with excellence and propel new introductions to success in the marketplace.

## The journey of discovering a drug

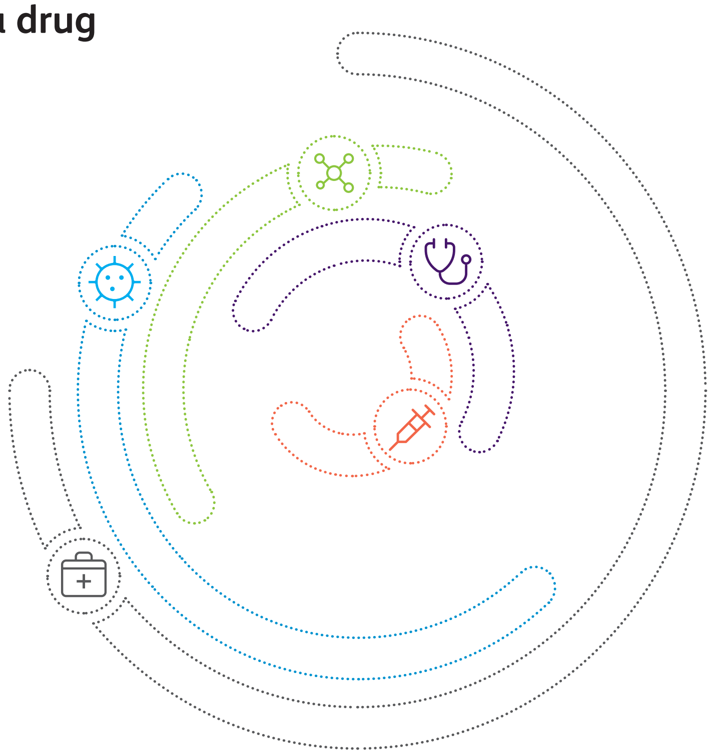
**Identifying medical need and initiating appropriate action**

**Understanding the underlying biology triggering a disease**

**Creating a lead compound with all the right qualities**

**Cultivating smart partnerships across academia, physicians, patients and industry**

**Innovating and accelerating clinical trials**



# Corporate social responsibility

## Our CSR purpose

**We continue to stay true to our stated purpose of promoting 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.**

### PFIZER LIMITED CSR PRIORITIES

- Encourage Indian healthcare innovation and intellectual property
- Support national programs and priorities with linkages to healthcare
- Develop community outreach initiatives involving colleagues
- Create patient awareness and access programs
- Contribute to disaster relief work

INDIA CSR INITIATIVES

| PRIORITIES | INITIATIVES | OUTCOME | CUMULATIVE SPEND (SINCE 2015) |
|---|---|---|---|
| Encourage Indian healthcare innovation and IP | Pfizer IIT – Delhi Innovation and IP Program | Four Resident Incubations underway and six IP filing projects being supported | ₹6.80 crores |
| Support national programs and priorities with linkages to healthcare | a) ICMR – Pfizer Centre to combat AMR | Stewardship programs for government and private hospitals, nursing homes and colleges; enhanced Surveillance network, awareness activities | ₹4.47 crores |
| | b) Pfizer School Sanitation program | Built/refurbished 219 sanitation units; benefited over 18,000 students across five locations | ₹2.11 crores |
| Create patient awareness and access programs | Study on health impact of air pollution among children by AIIMS Delhi and funded by Pfizer | Assess the health impact of air pollution among school children in Delhi. Publish a report of findings and help guide policy-makers to frame corrective measures | ₹62 lakhs |
| Develop community outreach initiatives involving colleagues | Blood donation | 650+ volunteers across seven locations in India | ₹1.65 lakhs |
| Contribute to disaster relief work | Medicine donation | Over 50,000 units of medicines provided to benefit 2,500 people | ₹2.53 lakhs |

## ONGOING CSR INITIATIVES FOR THE YEAR

Corporate Social Responsibility is a vital part of our mission of making the world a healthier place. Towards this, we undertake multiple outreach initiatives that align with our global imperative of earning greater respect from society. Moreover, the impact we create through these programs instill a sense of pride in our colleagues, reminding them every day, the purpose of our business.

Pfizer Limited selects CSR programs that are novel, scalable, sustainable and aligned with national priorities on healthcare with the potential to benefit communities most. The focus of our CSR efforts is on the flagship initiatives to provide them with dedicated attention and resources, so that they have the scale to succeed.

Above: Pfizer Limited Managing Director S. Sridhar signing MoU with former DG of ICMR Dr. Soumya Swaminathan

### 1. The ICMR – Pfizer program to combat Antimicrobial Resistance (AMR)

A key initiative aligning to one of our priorities. To address the growing threat of antimicrobial resistance in India, this joint initiative between ICMR and Pfizer will implement a series of comprehensive interventions. The four key components of this program are expanding the AMR Stewardship program for medical colleges, nursing homes, scaling up the current AMR surveillance network, raise awareness and encourage policy discussions and decisions around responsible use of antibiotics.


**The first ever public-private partnership on AMR in India**

### FOUR STRATEGIC INTERVENTIONS

**Surveillance**
Enhance pan-India network to monitor and study antimicrobial resistance patterns

**Stewardship**
Establish infection management/antimicrobial usage protocols. Train and certify medical colleges and nursing homes in the first year

**Advocacy**
Driving stakeholder support to guide national policy on antimicrobial resistance and appropriate antibiotic usage

**Awareness**
Campaigns and events promoting rational use of antibiotics

*"By building and refurbishing sanitation facilities in government schools across the country, we've touched the lives of more than 18,000 students in over 30 schools. Pfizer School Sanitation Program, is a phased program, with a sustainable long-term model that the entire industry can replicate. The award not only recognizes our contribution to sanitation, but is also a sign that we have led the industry's response to the nation's clarion call to achieve Swachh Vidyalaya and the broader Swachh Bharat Mission."*

S. Sridhar,
Managing Director, Pfizer Limited

## 2. Pfizer School Sanitation Program

Aligned with the Ministry of Health and Family Welfare's Swachh Vidyalaya program, as well as the larger Swachh Bharat Mission, this program helps build and refurbish sanitation facilities in government schools across the country. The first phase has built sanitation units in schools across Maharashtra. In Phase 2, we continued the build activity in schools across Delhi, Goa, Lucknow and Mewat.

Recognizing this program's contribution to the Government's Swachh Bharat Mission, your Company was awarded the 'Swachhta Pharma Award' by Union Minister, Shri Ananth Kumar, and Union Minister of State, Shri Mansukh Mandaviya, from the Ministry of Chemicals & Fertilizers at the flagship India Pharma 2017 conference held in February this year, in the presence of Secretary of Department of Pharmaceuticals, Shri Jai Priye Prakash, and WHO Representative to India, Mr. Henk Bekedam.

Built/Refurbished
**219**
sanitation units

Across
**5 locations**
Maharashtra, Delhi, Mewat, Lucknow & Goa

Covering
**31**
schools

Benefitting
**18,000**
students

## 3. Assessing health impact of air pollution among children

Your Company supported a project being conducted by the All India Institute of Medical Sciences, Delhi (AIIMS) that aims to assess the health impact of air pollution among school children in Delhi. Through this project, AIIMS will first establish the evidence of a causal link between poor ambient air quality and indicators of health among school and college students in Delhi and the NCR region.

The project will screen school students in the Delhi NCR area to evaluate the correlation between clinical symptoms and air quality indices. Once completed, the project will publish a report of findings, which will also help guide policy-makers frame corrective measures and recommendations to reduce the impact on student health.

Covered
**25**
schools across Delhi NCR

Screenings conducted for
**7,000+**
students

Above: Debayan Saha and Shashi Ranjan (from ENAPS) at the Pfizer IIT Delhi Incubation Lab

## 4. The Pfizer IIT Delhi Innovation and IP Program

The Pfizer IIT Delhi Innovation and IP Program launched in 2015-16 aims to encourage innovators to create healthcare innovations, both made in India and made for India. We have partnered with the Foundation for Innovation and Technology Transfer (FITT) at the Indian Institute of Technology in Delhi, to launch an incubation accelerator initiative that provides unencumbered funding, infrastructure and mentoring support etc. for the selected innovators.

| Phase 1 Projects | Phase 2 Projects |
|---|---|
| ENAPS – Endo nasal device | Brain surgery simulator |
| Typhoid detection kit | Transdermal nutrient patch |

Successful incubation of
**4**
**innovators**

Supported IP filings of
**6**
**innovators**

Applications received
**90**
**for Phase 3**

# Pfizer IIT-Delhi Innovation & IP Program Selected Projects

PHASE 1: RESIDENT INCUBATORS

## ENAPS, A NOVEL ENDO-NASAL AIR PURIFICATION DEVICE WITH MINIMAL AIR-FLOW RESISTANCE

Debayan Saha
Shashi Ranjan

**Data insights**

- According to WHO, 92% of the world's population breathes bad air. Air pollution has now become a 'Public Health Emergency'.
- The data from India is concerning, with air pollution claiming one life every 23 seconds in India.
- In India, every year 660 million people lose 3 years of their life owing to exposure to air pollution, which causes deadly respiratory and cardiovascular diseases.

**Insights on current air pollution protective masks**

- Air pollution masks were uncomfortable
- Aesthetically not appealing – associated with stigma
- Low effectiveness in filtering particulate matter

**The idea**

A novel wearable device, with unique air-purification technology, for minimizing the inhalation of air-pollutants. The device will ensure effectiveness, comfort and pleasing aesthetics to motivate users for regular usage.

**Expected outcome**

This novel device would minimize the inhalation of air-pollutants by individuals thereby empowering them with 'Right to Breathe' pure air. The device will ensure effectiveness, comfort and pleasing aesthetics to motivate users for regular usage.

PHASE 1: RESIDENT INCUBATORS

## PORTABLE DEVICE FOR TYPHOID DIAGNOSIS AND ANTIBIOTIC SUSCEPTIBILITY WITHIN 6 HOURS

Saurabh Singh
(Valetude Primus)

**Need for this innovation**

- In India, approximately 20% annual deaths are caused by infectious diseases like tuberculosis (TB), typhoid and gastroenteritis
- 21 million cases of typhoid across worldwide
- The rising threat of Antimicrobial Resistance (AMR) due to rampant misuse of antibiotics and the prevalent empirical treatment method
- Current typhoid detection procedure takes up to 72 hours for test results
- Lack of sufficient data to show that the antibiotics prescribed will definitely work on the pathogens

**The idea**

As opposed to the traditional method of screening and diagnosis that takes up to 72 hours to identify the pathogens affecting the body; this device will take only seven hours and also help in identifying the antibiotics best suitable for combating these pathogens.

**Expected outcome**

Faster diagnosis of sepsis, typhoid and TB, etc., and timely intervention with the right course of medication as per the antibiotic susceptibility test.

PHASE 2: RESIDENT INCUBATORS

## SYNTHETIC SIMULATOR TO TRAIN NEUROSURGEONS FOR HYDROCEPHALUS SURGERY

Ramandeep Singh
(Virmat Pvt. Ltd.)

**Need for this innovation**

- Endoscopy Third Ventriculostomy (ETV) is a neurosurgical procedure for the treatment of hydrocephalus
- In ETV, an endoscope is inserted into the ventricular system by making a hole in the skull and an opening is created on the floor of the third ventricle
- Another treatment for hydrocephalus involves placement of a ventricular shunt to bypass the excessive fluid into the abdomen
- Very limited synthetic training systems are available for training of ETV procedure and ventricular shunt placement

**The idea**

Development of a synthetic physical simulator to train neurosurgeons for hydrocephalus.

**Expected Outcome**

A simulation-based training for the neurosurgeons to conduct procedures such as drilling, incision and shunt replacement on art additive manufactured anatomical structures.

PHASE 2: RESIDENT INCUBATORS

## PLATFORM TECHNOLOGY FOR TRANSDERMAL DELIVERY OF MICRONUTRIENTS

N. V. V. Kiran Vuppala, Ruchi Singh
(Cerelia Nutritech Pvt. Ltd.)

**Need for this innovation**

- Every year, more than 20 million infants are born with low birth weight worldwide
- Among them, 3.6 million infants die during the neonatal period
- Nearly 800 women die before childbirth or during conception everyday
- Two-thirds of these deaths occur in southern Asia and sub-Saharan Africa
- Over a billion adults experience health issues as a result of micronutrient malnutrition during birth
- The 'India Nutrition Report 2015' quantified that 55.3 women in India aged between 15-49 years are anaemic

**The idea**

A disruptive, novel platform transdermal formulation for the transdermal delivery of multiple actives, augmenting efforts to support interventions for multi-micronutrient malnutrition.

**Expected outcome**

The initial product offering would be a Vitamin B12 followed by Vitamin B12 + Folic Acid + Iron product, targeting anaemia (iron deficiency and vitamin deficiency), in pregnant and menstruating women.


## Projects supported for filing of patents

### Bioactive nanofiber – Ms. Shilpa Dev

A huge problem in orthopedic and craniofacial clinical practice is major bone defect formed as a result of trauma resection and congenital malformation. This team is working on developing a bioactive nanofiber to regenerate bone tissue engineering using osteo-inductive and conductive scaffolds for use in orthopedic and craniofacial clinical practice. It offers an alternative approach to overcome this problem.

### Multiboard – Dr. Harpreet Sachdeva, AIIMS

Upper extremity augmented therapeutic rehabilitation workstation for rural India, designed for facilitating the return of functionality and increased participation in stroke subjects. The aim is to reduced the cost of treatment, social burden and healthcare load for all patients, irrespective of their impairment.

### Green manufacturing of pharmaceutical intermediates – Dr. R. Raj Kumar, Cellyzme Biotech

Currently, some of the antibiotics are manufactured at -50°C, which is an energy-intensive process. It requires several volumes of harmful organic solvents and high amounts of alkali. The project is to convert the existing chemical process into an enzymatic process, which is cost-effective, greener and safer. The sustainable technology addresses India's commitment to the development of pharmaceutical processes with higher efficiency and minimal waste.

Above: Four resident innovators at work in the Pfizer – IIT Delhi innovation program and IP program incubation lab

### Automated spasticity measurement and rehabilitation – Mr. Balamurugan L.

An instrument measuring the spasticity through an electromagnetic actuation system. Spasticity will be monitored by measuring a spastic stretch reflex between limbs through an electromagnetic actuation system, with increased accuracy and precision, along with the complete safety of a patient.

### Quickscope – A simple, hassle-free, low-cost, endoscope – Dr. Sahaj Rathi

Gastrointestinal endoscopes are devices that facilitate diagnosis and treatment of disorders of the esophagus, stomach and intestines. The treatment for these disorders are very expensive, and need an elaborate setup which require a scope assembly, a light source and a monitor. Quickscope will be an extremely convenient, low-cost, portable endoscope that would revolutionize the process of endoscopies, especially in the emergency setup.

### CNC microscope for clinical diagnosis – Dr. Satya Tapas

An automated, point-of-care microscope that will detect the infection using artificial intelligence. It is a Computer Numerical Controlled (CNC) microscope, which will be a portable device with a compact lens system and image-capturing features. The device has been successfully designed for malaria detection and can be used in remote areas in developing countries where healthcare sector is still limiting.

PHASE 2

# Board of Directors

**MR. R. A. SHAH**
**Independent Director (Chairman)**
Mr. R. A. Shah is a leading Solicitor and a Senior Partner of M/s. Crawford Bayley & Co., a 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 and License Agreement, Intellectual Property Rights, Mergers and Acquisitions, Industrial Licensing, and Anti-Trust Laws, Company Law and Taxation. Mr. Shah is the Chairman/Director of various public limited companies and Chairman/Member of various Board Committees. Mr. R. A. Shah was first appointed on the Board on November 9, 1965.

**MR. PRADIP SHAH**
**Independent Director**
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. Shah is the ex-Managing Director of CRISIL, India's first and the largest credit rating agency. Prior to founding CRISIL, Mr. Shah assisted in founding the Housing Development Finance Corporation (HDFC) in 1977. Mr. Shah has also served as a consultant to USAID, the World Bank and the Asian Development Bank. Mr. Shah is a Director on the Board of several reputed companies and is also a member of various prestigious committees/commissions. Mr. Shah is presently the Chairman of IndAsia Fund Advisors Pvt. Ltd. Mr. Shah was appointed to the Board on December 7, 1999.

**MR. UDAY KHANNA**
**Independent Director**
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. Mr. Khanna was the Chairman of Lafarge India Private Limited. Mr. Khanna is currently the Chairman of Bata India Limited. Mr. Khanna is on the Board of several reputed companies. Mr. Khanna was the President of the Indo-French Chamber of Commerce & Industry in 2008 and 2009 and was the President of the Bombay Chamber of Commerce & Industry in 2012 and 2013. Mr. Khanna was appointed to the Board on May 21, 2012..

**MR. SUNIL LALBHAI**
**Independent Director**
Mr. Sunil S. Lalbhai, holds MS degree in Chemistry from the University of Massachusetts and MS degree in Economic Policy and Planning from Northeastern University. Mr. Lalbhai has expertise and wide experience in the Management field. He is presently the Chairman and Managing Director of Atul Limited, a diversified chemical company. Mr. Lalbhai was also on the Board of Wyeth Limited since 2002 till its amalgamation with Pfizer Limited. Mr. Lalbhai was appointed to the Board on February 14, 2015.

**MR. S. SRIDHAR**
**Managing Director**
Mr. S. Sridhar is a Chartered Accountant by profession with over 25 years of experience. Mr. Sridhar has led a number of strategic initiatives that have significantly expanded the Company's business footprint in the country. Prior to being appointed as the Managing Director, Mr. Sridhar held the position of Business Unit & Distribution Head. Mr. Sridhar joined the Company as the Chief Financial Officer in 2008. Prior to joining the Company, Mr. Sridhar held the position of Finance Director of Diageo India Private Limited.

**DR. ANURITA MAJUMDAR**
**Executive Director – Medical**
Dr. Anurita Majumdar has completed her MBBS from G.S.V.M. Medical College, Kanpur, MD (Radiation Oncology) from J.K. Cancer Institute, Kanpur and Senior Residency (Radiation Oncology) from Tata Memorial Hospital, Mumbai. Dr. Anurita Majumdar joined Pfizer Limited in July 2015 as Senior Director, Medical. Dr. Majumdar has over 17 years of experience in leading clinical research and medical affairs in the pharmaceutical and CRO industry. Prior to joining Pfizer, Dr. Majumdar held position of Director Medical, Regulatory and Quality (supporting India, Sri Lanka, Nepal and Bangladesh) for 7 years at Eli Lilly and Company (India) Private Limited.

**MR. VIVEK DHARIWAL**
**Executive Director – Technical Operations**
Mr. Vivek Dhariwal heads the manufacturing operations of the Company. Mr. Dhariwal holds a Bachelor's Degree in Chemical Engineering from the Indian Institute of Technology, Mumbai and a Master's Degree in Chemical Engineering from the University of Kentucky, Lexington, USA. Mr. Dhariwal has substantial expertise and experience in manufacturing and supply chain management. Mr. Dhariwal has a wide range of Industrial experience in Pharmaceuticals, Agrochemicals, Specialty Chemicals and Bulk and Heavy Chemicals.
Mr. Dhariwal has held senior positions in Baxter (India) Private Limited and ICI Plc, UK. Mr. Dhariwal was appointed to the Board on May 21, 2012.

**MR. PRAJEET NAIR**
**Company Secretary**
Mr. Prajeet Nair heads the Corporate Secretarial functions of the Company. He has over 20 years of experience and expertise in handling Corporate Secretarial matters and compliances under security exchange and corporate laws. He is a member of the Institute of Company Secretaries of India and holds a Bachelor's Degree in Law. Mr. Nair has an extensive experience in mergers and acquisitions having handled the amalgamations of Parke-Davis (India) Limited, Pharmacia Healthcare Limited and Wyeth Limited with Pfizer Limited. Mr. Nair has over 10 years of experience in handling drug price control matters and currently leads the Pricing function. Mr. Nair also supports the Company on policy advocacy and making representations to government on pricing policy matters.

# Leadership team

**S. SRIDHAR**
Managing Director &
Lead – Essential Health Portfolio

**MASOOD ALAM**
Lead – Innovative Health
Portfolio

**DR. ANURITA MAJUMDAR**
Executive Director – Medical

**ASHISH VENKATARAMANI**
Senior Director – Critical Care

**ARVIND JAIN**
Director – Vaccines

**VIVEK DHARIWAL**
Executive Director – Technical
Operations

**MADHAV JOSHI**
Senior Director – Primary Care

**ANIL PATTANSHETTY**
Director – Internal Medicine,
Inflammation & Immunology

**SAMIR KAZI**
Senior Director – Legal

**ALIND SHARMA**
Senior Director – Human Resources

**V C IYER**
Senior Director – Pfizer Global Supply Procurement

**SANDEEP SETH**
Director – Compliance

**DEEPAK RAKHEJA**
Director – Global Commercial Operations

**SHARAD GOSWAMI**
Director – Public Affairs

**ANINDA SHOME**
Director – Distribution

**NAVIN SINGHANIA**
Director – Business Technology

**SAUNAK BASU**
Director – Business Operations & Commercial Development

**DR. MANISH PALIWAL**
Director – PEH Regulatory Affairs

# Corporate information

## Registered Office

- Pfizer Limited
  The Capital, 1802/1901, Plot No. C-70, G Block,
  Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.
- Tel: +91 22 6693 2000
- Fax: +91 22 2654 0274
- Website: www.pfizerindia.com
- E-mail ID: contactus.india@pfizer.com
- CIN: L24231MH1950PLC008311

## Registrar & Share Transfer Agent

- Karvy Computershare Private Limited
  UNIT: PFIZER LIMITED
  Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli,
  Financial District, Nanakramguda, Serilingampally, Hyderabad,
  Telangana – 500 032.
- Tel: +91 40 6716 2222
- Fax: +91 40 2300 1153
- Toll Free Number: 1-800-3454-001
- E-mail ID: einward.ris@karvy.com

## Bankers

- JP Morgan Chase Bank N.A.
- Deutsche Bank AG
- Citibank N.A.
- ICICI Bank
- State Bank of India

## Solicitors & Advocates

- Crawford Bayley & Co.
- Veritas Legal

## Company Secretary

- Prajeet Nair

## Statutory Auditor

- Walker Chandiok & Co. LLP

## Cost Auditor

- RA & Co.

## Secretarial Auditor

- Saraf & Associates

# NOTICE

NOTICE is hereby given that the 67th Annual General Meeting of the Members of Pfizer Limited will be held at **Rama Watumull Auditorium, Kishinchand Chellaram College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400020, on Thursday, September 6, 2018 at 3.00 p.m. to transact the following business:**

## ORDINARY BUSINESS:

**Item No. 1 - Adoption of the Audited Financial Statement.**

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2018, including the Reports of the Board of Directors and Auditors thereon.

**Item No. 2 - Declaration of dividend.**

To declare a dividend of ₹ 20.00 (200%) per equity share for the financial year ended March 31, 2018.

**Item No. 3 - Appointment of Dr. Anurita Majumdar as a Director liable to retire by rotation.**

To consider and if thought fit, to appoint a Director in place of Dr. Anurita Majumdar (DIN: 05291758), who retires by rotation and being eligible, offers herself for re-appointment.

**Item No. 4 - To ratify the appointment of Messrs. Walker Chandiok & Co LLP, as the Statutory Auditors of the Company.**

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 66th 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. Walker Chandiok & Co. LLP, Chartered Accountants, having Firm's Registration No. 001076N/N500013 as the Statutory Auditors of the Company till the conclusion of the 71st Annual General Meeting, at such remuneration as may be approved by the Board of Directors of the Company be and is hereby ratified."

## SPECIAL BUSINESS:

**Item No. 5 - To consider and ratify the remuneration payable to Messrs. RA & Co., Cost Accountants for the financial year ending March 31, 2019.**

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 ₹12,00,000/- (Rupees Twelve Lakhs only) plus applicable taxes and out-of-pocket expenses as approved by the Board of Directors of the Company, payable to Messrs. RA & Co., Cost Accountants, having Firm's Registration No. 000242 for conducting Cost Audit of the cost records maintained by the Company for manufacturing of pharmaceutical formulations for the financial year ending March 31, 2019, be and is hereby ratified."

**Item No. 6 - To consider revision in the limit of maximum commission payable to Resident Indian Non-Executive Directors.**

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 197 and other applicable provisions, if any, of the Companies Act, 2013, and Article 130 of the Articles of Association of the Company read with the Companies (Appointment and Remuneration of Managerial Personnel) 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 Company do hereby approve a commission at the rate of 1% of the net profits of the Company, subject to a maximum limit of ₹1,00,00,000 (Rupees One Crore only) per annum, payable to Resident Indian Non-Executive Directors of the Company, to be computed in the manner laid down in Section 197 of the Act, for a period of five years commencing from December 1, 2018.

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider necessary, expedient or desirable, in order to give effect to this resolution."

**Item No. 7 – To consider continuation of the remaining term of Mr. R. A. Shah (DIN: 00009851) as an Independent Director, up to November 9, 2019.**

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 Resolution passed by the shareholders at the 63rd Annual General Meeting of the Company and Regulation 17A and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and provisions of Sections 149, 150, 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 other rules, if any, made thereunder {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the Company do hereby accord its approval for continuation of the remaining term of Mr. R. A. Shah (DIN: 00009851), aged 86 years, as an Independent Director, i.e., up to November 9, 2019, not being liable to retire by rotation."

**By Order of the Board of Directors**

**Prajeet Nair**
**Company Secretary**
**Membership No.:ACS19267**

**Mumbai, July 2, 2018**

Registered Office: Pfizer Limited
The Capital, 1802 /1901,
Plot No. C – 70, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.
Tel: +91 22 6693 2000 Fax: +91 22 2654 0274
Website: www.pfizerindia.com
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 7 of the Notice is annexed hereto.

2. **The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, August 31, 2018 to Thursday, September 6, 2018 (both days inclusive) for the purpose of payment of dividend.**

   Dividend for the financial year ended March 31, 2018, as recommended by the Board of Directors of the Company, if approved at the Annual General Meeting, will be paid to the Members on Tuesday, September 11, 2018 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, August 30, 2018;

   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, August 30, 2018.

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. Premkumar Nair
   Tel: +91 40 6716 2222
   Fax: +91 40 2300 1153
   TOLL FREE NO.: 1-800-3454-001
   E-mail ID: einward.ris@karvy.com

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

| Particulars | Number of Shareholders | Number of Shares |
|---|---|---|
| Details of shares transferred on December 20, 2017 with respect to the Dividend for the financial year ended November 30, 2009 | 4294 | 2,53,598 |
| Details of shares transferred on March 26, 2018, with respect to the Interim Dividend for the 16 months period ended March 31, 2011 | 387 | 27,778 |
| Number of shares claimed and transfered to the shareholders from the MCA IEPF Account during the year | - | - |
| Total shares transferred as on March 31, 2018 | 4681 | 2,81,376 |

Voting rights on shares lying in the unclaimed suspense account shall remain frozen till the rightful owner of such shares establishes his/her title of ownership to claim the shares. The details of shares so transferred is available on the Company's website under the Investor Section at www.pfizerindia.com.

The concerned shareholders may note that, no claim shall lie against the Company in respect of unclaimed dividend amounts and shares credited to the Demat Account of the Ministry of Corporate Affairs. Pursuant to the provisions of the Act and the Rules, the concerned shareholders can claim the shares along with the unclaimed dividend amount(s) which have been transfered to MCA IEPF Account from the Ministry of Corporate Affairs. The procedure for claiming such dividend and/or shares is available at www.mca.gov.in and www.iepf.gov.in.

9. In compliance with Sections 124 and 125 of the Act, the Company has transferred the unpaid and unclaimed dividends declared up to the financial year ended March 31, 2011 for Pfizer Limited and erstwhile Wyeth Limited (except final dividend paid for the sixteen months period ended March 31, 2011 for Pfizer Limited and erstwhile Wyeth Limited) 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 shareholders who have not claimed their dividend for past seven years which is lying with the Company as on August 30, 2017 (date of previous Annual General Meeting) on the website of the Company, 'www.pfizerindia.com' and also on the website of the Ministry of Corporate Affairs. For any clarification/assistance with respect to outstanding dividends for the succeeding years, the concerned shareholder(s) may contact the Company's Registrar and Transfer Agent - Karvy Computershare Private Limited at einward.ris@karvy.com or the Company at contactus.india@pfizer.com.

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

10. Pursuant to Schedule V and VI to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 23,030 unclaimed shares held by 790 shareholders were outstanding in the Company's Unclaimed Suspense Account as on March 31, 2018, details of which are as follows:

| Particulars | Number of Shareholders | Number of Outstanding Shares |
|---|---|---|
| Aggregate number as at April 1, 2017 | 2407 | 66,055 |
| Number of shares claimed and transferred to the shareholders from the Unclaimed Suspense Accounts during the year | 5 | 96 |
| Number of shares transferred from the Unclaimed Suspense Accounts to MCA IEPF Account during the year | 1612 | 42929 |
| Aggregate number as at March 31, 2018 | 790 | 23030 |

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

**11. Pursuant to SEBI Circular dated April 20, 2018, shareholders holding in physical mode whose ledger folios do not have or have incomplete details with regard to PAN and Bank particulars are required to mandatorily furnish the details to the Registrars and Transfer Agents (`RTA')/to the Company for updating the folio. Accordingly shareholders who have not updated their PAN / completed Bank details are requested to update same by providing the following so that the investments held by them will be fully compliant with the requisite KYC norms.**

- **Letter for updation of PAN and Bank details duly signed by all the shareholders**
- **Self-attested copy of PAN Card of all the holders**
- **Cancelled Cheque leaf with name (if name is not printed on the cheque leaf; self-attested copy of the pass book first page will also be required)**
- **Address proof (self-attested copy of Aadhar-card)**

12. Pursuant to SEBI Notification dated June 8, 2018, on Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, Listed Companies and their Registrars and Transfer Agents (RTAs) have been advised to ensure that shares which are lodged for transfer are mandatorily in dematerialized form with effect from December 5, 2018. Accordingly, Pfizer Limited would not be able to effectuate transfer of shares held in physical mode effective December 5, 2018.

The Shareholders holding shares in physical mode are advised to dematerialize their shares at the earliest in order to ensure smooth transfer of shares if they propose to do so in future. The basic process for dematerialization of shares and its benefits are available under `FAQs' tab in Investor Relations section on the Company's website - www.pfizerindia.com. In case if the shareholders have any queries or need any assistance in this regard, they are requested to contact the Company's Registrar and Transfer Agent - Karvy Computershare Private Limited at einward.ris@karvy.com or the Company at contactus.india@pfizer.com.

13. Pursuant to Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report for 2017-18 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 2017-18 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.

14. 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. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

15. 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 Sunday, September 2, 2018 (9.00 a.m. IST) and ends on Wednesday, September 5, 2018 (5.00 p.m. IST).

**16. 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: https://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 E-mail forwarding the Notice of the Company. |

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 pfizerevoting2018@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 Thursday, August 30, 2018 at close of business hours.

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., Thursday, August 30, 2018 at close of business hours. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Thursday, August 30, 2018 at close of business hours 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., Thursday, August 30, 2018, at close of business hours may obtain the User ID and password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <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 2017-18 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 5.00 p.m. IST on Wednesday, September 5, 2018.

xvi) Members who have voted electronically through remote e-voting shall not be eligible to vote at the Annual General Meeting.

**17. 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 remote e-voting.**

**18. 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 forty-eight hours from the conclusion of the Annual General Meeting, submit his report of the votes cast in favour or against, through electronic voting and polling process to the Chairman or to any other person as authorized by the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.pfizerindia.com and on the website of Karvy https://evoting.karvy.com. The results shall simultaneously be communicated to the BSE Limited and the National Stock Exchanges of India Limited.

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

**ITEM NO. 3:**

Dr. Anurita Majumdar (DIN: 05291758), aged about 47 years, has completed her MBBS from G.S.V.M. Medical College, Kanpur, MD (Radiation Oncology) from J.K. Cancer Institute, Kanpur and Senior Residency (Radiation Oncology) from Tata Memorial Hospital, Mumbai.

Dr. Anurita Majumdar joined Pfizer Limited in July 2015 as Senior Director, Medical. Dr. Majumdar is responsible for oversight and management of country medical operations, including Medical Affairs and Quality Standards. Dr. Majumdar has over 17 years of experience in leading clinical research and medical affairs in the pharmaceutical and Clinical Research Organization industry.

Prior to joining the Company, Dr. Majumdar held position of Director Medical, Regulatory and Quality (supporting India, Sri Lanka, Nepal and Bangladesh) for 7 years at Eli Lilly and Company (India) Private Limited.

Dr. Anurita Majumdar was appointed as a Whole-time Director on the Board designated as Executive Director – Medical Affairs with effect from November 4, 2016.

Dr. Anurita Majumdar does not hold any shares in the Company. Dr. Majumdar is not a Director in any other Company.

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

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

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

**A STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ("THE ACT") FOR ITEM NOS. 5-7:**

**ITEM NO. 5:**

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 May 7, 2018, on the recommendation of the Audit Committee, appointed Messrs. RA & Co., Cost Accountants (having Firm's Registration No. 000242) for conducting Cost Audit of the cost records maintained by the Company for manufacturing of pharmaceutical formulations for the financial year ending March 31, 2019, at a remuneration of ₹12,00,000/- (Rupees Twelve Lakhs only) plus applicable taxes and out-of-pocket expenses which is subject to ratification by the Members. The said remuneration as approved by the Board of Directors payable to Messrs. RA & Co., requires to be ratified by the Members of the Company.

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

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

**ITEM NO. 6:**

At the 62nd Annual General Meeting of the Company held on September 6, 2013, the Shareholders had approved payment of commission at the rate of 1% of the net profits of the Company subject to a maximum limit of ₹80,00,000/- (Rupees Eighty Lakhs only) per annum to Resident Indian Non-Executive Directors. This approval was effective for a period of five years commencing from December 1, 2013.

Approval of the Shareholders is being sought, pursuant to the provisions of Section 197 of the Companies Act, 2013 for payment of commission at the rate of 1% of the net profits of the Company subject to maximum limit of ₹1,00,00,000/- (Rupees One Crore only) per annum to Resident Indian Non-Executive Directors. This approval would be effective for a period of five years commencing from December 1, 2018.

Mr. R. A. Shah, Mr. Pradip Shah, Mr. Uday Khanna and Mr. Sunil Lalbhai who are Resident Indian Non-Executive Directors of the Company may be deemed to be concerned or interested in the passing of this Resolution as it concerns them. None of the other 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. 6 of the Notice. None of the Directors or Key Managerial Personnel are related to each other.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

**ITEM NO. 7:**

At the 63rd Annual General Meeting of the Company held on November 10, 2014, the shareholders had appointed Mr. R. A. Shah (DIN: 00009851) as an Independent Director of the Company, for a term of 5 (five) years, effective November 10, 2014.

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed entity effective April 1, 2019, shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. Accordingly approval of the Shareholders is sought for continuation of the remaining term of Mr. R. A. Shah, aged 86 years, as an Independent Director, i.e., up to November 9, 2019 not being liable to retire by rotation.

Mr. R. A. Shah is the Chairman of the Company and a leading solicitor and a senior partner of M/s. Crawford Bayley & Co., a firm of advocates and Solicitors. Mr. Shah has substantial expertise and specializes in a broad spectrum of corporate laws with special focus on Foreign Investments, Joint Ventures, Technology and License Agreement, Intellectual Property Rights, Mergers and Acquisitions, Industrial Licensing, Anti-Trust Laws, Company Law and Taxation.

In addition to his professional legal expertise, Mr. Shah brings in an extensive experience spanning several decades of leading Boards of a diverse set of companies and industries. By virtue of his long standing leadership on your Company's Board, Mr. Shah has been a mentor to a number of Pfizer leaders. He has also given directions to your Company through a wide variety of changes in policy, external environment and commercial business opportunities. Mr. Shah has helped your Company to navigate in possibly every conceivable operating environment and has served as a force of continuity and stability in an Industry characterized by rapid changes - both internal and external.

The Board of Directors considers that with his extensive domain knowledge, professional expertise and strong leadership, Mr. Shah's continued association with the Board will immensely benefit the Company.

Mr. R. A. Shah holds 3540 equity shares of ₹10 each in the Company. None of the Directors or Key Managerial Personnel are related to each other. The Company has received a declaration from Mr. Shah confirming that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, Mr. Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. R. A. Shah are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7. This Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 - Secretarial Standard on General Meetings.

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

A copy of the letter of appointment of Mr. R. A. Shah as an Independent Director effective November 10, 2014 shall be open 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 Annual General Meeting.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

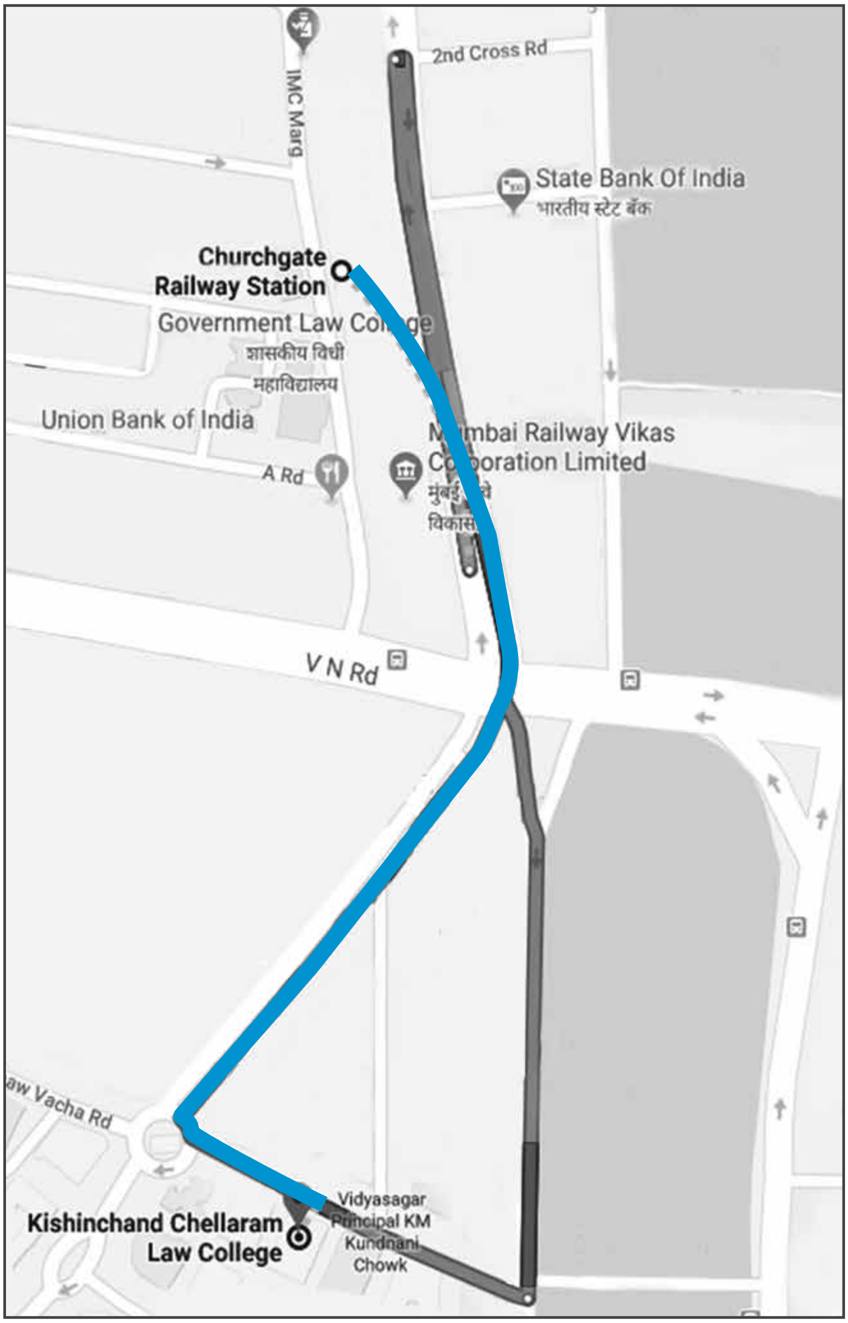
**By Order of the Board of Directors**

**Prajeet Nair**
**Company Secretary**
**Mumbai, July 2, 2018** **Membership No .: ACS19267**

Registered Office: Pfizer Limited
The Capital, 1802 / 1901,
Plot No. C – 70, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.
Tel: +91 22 6693 2000 Fax: +91 22 2654 0274
Website: www.pfizerindia.com
E-mail ID: contactus.india@pfizer.com
CIN: L24231MH1950PLC008311

# Road Map to the AGM Venue

**Venue :** **Rama Watumull Auditorium, Kishinchand Chellaram College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400020.**




**Landmark :** Opposite Oval Maidan

Distance from **Churchgate Station :** around 1 km

Distance from **Chatrapati Shivaji Terminus :** around 1.8 km

Distance from **Marine Lines Station :** around 2.1 km

# Board's Report

**Including Management Discussion and Analysis Report**

**TO THE MEMBERS:**

Your Directors take pleasure in presenting this 67th Annual Report along with the Audited Financial Statement for the financial year ended March 31, 2018. The Company operates only in one business segment viz., "Pharmaceuticals" and this Report covers its Pharmaceutical business performance.

**DIVIDEND:**

Your Directors recommend a dividend of ₹20.00 (200%) per equity share for the financial year ended March 31, 2018. The dividend payout will be ₹91.50 Crore and the dividend distribution tax payable by the Company would amount to ₹18.63 Crore. This aggregates to a total dividend outgo of ₹110.13 Crore.

**FINANCIAL HIGHLIGHTS:**

(₹ in Crore)

| Particulars | Year ended March 31, 2018 | Year ended March 31, 2017 |
|---|---|---|
| **Net Sales** | 1,924.86 | 2,017.26 |
| Other Operating Income | 55.33 | 24.67 |
| **Revenue from Operations** | 1,980.19 | 2,041.93 |
| Other Income | 114.29 | 101.16 |
| Profit Before Exceptional Items and Tax | **547.91** | 386.40 |
| **Exceptional Items (Expenses)/Income** | - | 130.43 |
| Profit Before Tax | 547.91 | 516.83 |
| Income Tax Expense | **187.84** | 180.05 |
| Profit for the year | 360.07 | 336.78 |
| Total other comprehensive income (net of tax) | 6.81 | (3.91) |
| Total comprehensive income for the year | 366.88 | 332.87 |

Your Company's sales for the financial year ended March 31, 2018 were ₹1,924.86 Crore as compared to ₹2,017.26 Crore in the previous year, which represents a decline of 4.6%. The sales for the year under review are not strictly comparable with that of the previous year, as the sales for the year under review have been impacted by your Company's decision to discontinue Corex Cough Syrup (Chlorpheniramine Maleate + Codeine Phosphate) and also on account of sale of certain brands. Further, the sales up to June 30, 2017 were reported including excise duty whereas the sales for the period July 1, 2017 up to March 31, 2018 were net of GST. Adjusted for above factors in both the years, the sales would reflect a growth of 13%.

Profit before tax and exceptional items for the financial year ended March 31, 2018 was ₹547.91 Crore as compared to ₹386.40 Crore in the previous year, recording an increase of 41.8%.The Profit after tax grew by 6.9% to ₹360.07 Crore for the financial year ended March 31, 2018 as compared to ₹336.78 Crore in the previous year. The previous year profit included gain of ₹103.46 Crore on account of sale of certain brands and profit from sale of property of ₹26.97 Crore.

### Indian Economic Overview

India's economy is forecasted to grow to 7.4% in the current fiscal from 6.7% in Financial Year 2017 and accelerate further in Financial Year 2020 to 7.8%. (Source: IMF Forecast January 2018). This growth comes on the back of a number of initiatives of the current Government, aimed at enhancing productivity and the ease of doing business. The year was marked by the implementation of the Goods and Services Tax – a significant reform that replaced multiple central and state levies with one unified tax with the promise of simplifying the conduct of business across the country. Equally significant was the announcement of Ayushman Bharat – a major and historic step towards universal healthcare access – that is expected to bring both social and economic benefits for the country's population.

### Current Healthcare Environment

After several years of ambivalent treatment, Healthcare has indeed emerged as a key and mainstream socio-political issue of the Government. This has resulted in an unprecedented focus on enhancing access to healthcare including services, facilities, drugs, diagnostics and insurance.

India launched the world's largest Government funded healthcare assurance program, **Ayushman Bharat,** to address healthcare challenges holistically across primary, secondary and tertiary care systems in India. The Ayushman Bharat program has two key components viz., (i) Health and Wellness Centers - 15,000 centers to strengthen the primary care infrastructure and (ii) National Health Protection Scheme - which provides Insurance cover of ₹5 lakhs for approximately 100 million poor and vulnerable families (approximately 500 million beneficiaries).

Importantly, the program builds on previous initiatives, such as the Pradhan Mantri Swasthya Suraksha Yojana and makes several improvements that will ensure successful outcomes. These improvements include mechanisms through which beneficiaries will be enlisted and creation of funding platforms that ensure timely payment of dues to hospitals.

In the short term, the Government may need to enhance its funding allocation towards this program significantly and also find ways to improve the availability of infrastructure (hospital beds) and resources (primary, tertiary medical and paramedical staff) to meet the expected demand.

Over a longer term, Ayushman Bharat should look to expand its scope to cover the full patient journey – from disease awareness, through pre-hospitalization to post-operative care. It should also look to co-opt and improve the Pradhan Mantri Bhartiya Janaushadhi Pariyojana (PMBJP) to fill the void of medicine coverage outside tertiary care settings. Additionally, it should provide incentives to institutions to encourage the use of drugs made to higher quality standards, such as WHO GMP, in much the same as it provides incentives through higher package rates to National Accreditation Board Hospitals and healthcare providers (NABH) accredited hospitals.

Ayushman Bharat is India's route to Universal Healthcare. As a first step, the program as it has been announced is a long awaited and welcome initiative that will mark a major first step in India's journey to provide health assurance to the country's population. Success of this program will require creative thinking, openness to making policy changes that improve outcomes and creation of innovative public-private partnerships.

After several years of abeyance, the Government announced its commitment to increase the total health expenditure to 2.5 per cent of Gross Domestic Product (GDP) by 2025 from the current 1.15 per cent. (Source: National Health Policy in 2017).

While this attention and deliberation on public health is welcome, it has also brought with it heightened uncertainty with amendments and modifications being implemented in practically all policies governing healthcare and pharmaceuticals. In several cases, such interventions have created challenges for sustainable growth and an unpredictable investment environment for the Industry.

## Indian Pharma Industry

The Indian pharma market (IPM) stood at ₹121,833 Crore at the end of financial year 2018, growing at 6.3% over the last 12 months period. This represents a significant slowdown from the historic 13-14% CAGR trends (2010-2016). This slowdown was largely due to regulatory, policy and GST challenges that impacted industry performance.

Post July 2017, the Industry witnessed a steady recovery. The industry growth of 6.3% in the end of Financial Year 2018 was primarily contributed by new product launches (approximately 5%) and volume growth (approximately 3%). Price has yielded negative contribution of approximately -2% predominantly due to taxation changes.

Industry growth is being led primarily by chronic therapy areas and 'Lifestyle Diseases' such as Anti-diabetics and Dermatology. These therapy areas have shown exceptionally strong growth at 12% and 14% respectively. Overall, the shift in disease profile towards non-communicable disorders continues with approximately 57% of disease burden estimated to be of non-communicable type by 2020 as compared to approximately 30% in 1990. The acute therapies, where your Company continues to have a larger portfolio play, have shown an overall growth of 6%. Anti-infectives, the largest group in the acute segment, posted a growth of only 1% during this period.

Even though economic outlook is expected to remain positive, there are several headwinds in the healthcare and pharmaceutical regulatory space. While implementation of large scale healthcare initiatives are expected to provide a boost to the Pharmaceuticals industry, there will be continued challenges. These may be in the areas of price controls, ad-hoc regulatory changes and new policies that may impact predictability and sustainable growth.

In light of these challenges, IQVIA's growth prognosis for the Indian Pharma Market has been revised to a CAGR of 9.7% for 2018-2022 as opposed to the previous estimate of 10-12% (per IQVIA Prognosis Report Q1 2018).

## An Overview of the Operating Environment

The fiscal year 2018 was characterized by a dynamic operating environment for the Indian Pharmaceutical Industry. While the Government's heightened focus on providing low cost healthcare access to the masses opened new windows of opportunity; the Industry also looks to predictability in policy, a positive environment for business growth and progressive regulations that move the sector in the right direction.

**Upgradation of quality norms:** Deliberations on improving quality standards of drugs continued through the year. Your Company strongly supports an upgradation of minimum manufacturing quality requirement for pharmaceuticals in India to WHO-GMP or similar standards. This will provide patients and prescribers with confidence on the efficacy of drugs, place India on the same benchmark as markets around the world, encourage upgradation of domestic manufacturing facilities and address concerns around the quality of unbranded generic drugs.

**Ad-hoc policy changes:** The operating environment was also marked by a number of policy changes either proposed or implemented that would ideally have required more in-depth deliberations and rational decision making. In one such case, the Government announced a ban on all manufacturing of Oxytocin, other than by one PSU company, in order to curb its misuse in the dairy industry. Oxytocin is a drug on the essential medicines list that is used to control post-partum

Market data source : IQVIA MAT MAR 2018

bleeding among women and is considered as a lifesaving medicine. While your Company fully supports the Government's intent to curb any misuse of this drug, there is no evidence whatsoever to show that the Oxytocin brands manufactured legally and with due licenses are misused in the manner suggested. Consequently, this decision does not appear to be based on evidence and appears to be misdirected in harming legitimate businesses with little foreseeable impact on the situation at hand.

Similarly, new regulations on changes in labelling requirements of drugs (generic branding), provisioning of bar codes on product packs and track and trade mechanism for the top 300 brands are being brought in. In these cases, the Industry has sought a more detailed deliberation so that such policies are both practical and result oriented.

**Drug pricing:** Drug pricing in India is governed by the Drugs (Prices Control) Order, 2013 (DPCO). A process to amend the DPCO was initiated during the year. While specifics of these amendments are yet awaited, any further expansion of price controls will have a detrimental impact on sustainable growth of the Industry without any proven benefits of increased access from such measures in the past. Your Company believes that an alternative and proven approach of tiered pricing to simultaneously enhance access for the vulnerable segments of the population and enhance viability of commercial businesses would be a more impactful solution in the case of pharmaceuticals.

**Alternate model for drug pricing:** Tiered pricing and targeted benefits are universally acknowledged as the most impactful mechanisms to provide affordability and access to population segments that need them the most. In the case of drugs, the Pradhan Mantri Bhartiya Janaushadhi Pariyojana (PMBJP) has been designed to provide such targeted access. However, it requires to be strengthened, both in terms of reliable availability of listed medicines as well as improved perception of quality of medicines. Towards this, a policy that results in participation of established market leading manufacturers in the PMBJP can make this targeted access initiative a success. One such policy change can be a provision for such manufacturers to supply drugs into the PMBJP Scheme at its current low prices and compensate through marginal price increase in the private market. Such innovative solutions would be required to move India from the current blanket price controls regime to more sophisticated and impactful solutions.

**Continuing Pricing Litigation:** While the Industry is facing an unpredictable pricing policy environment, it is also faced with an increase in avoidable price related litigation. A large number of these cases relate to often erroneous demand notices in respect of alleged delayed market implementation of ceiling price and alleged introduction of 'new drugs' without price approval. Further, number of cases which pertain to matters going back to DPCO 1979 and 1987 continue to remain unresolved. The extent of litigation in the Industry does not bode well for the ease of doing business and points to a deficit in collaboration and harmony between the industry and various authorities.

Your Company believes that all such matters should be resolved through deliberations and an autonomous dispute redressal mechanism be created for speedy resolution of price related litigation.

**Draft National Pharma Policy:** The Government invited public comments and recommendations on its draft National Pharmaceuticals Policy. The Policy proposed measures that is expected to enhance drug quality through mandatory bio availability and bio equivalence of all new drugs for renewal of current drug licenses and provide an element of stability in price controls. At the same time, several proposals threatened to significantly impact the sustainability and viability of business. A final version of the policy is yet awaited.

**Thrust on generic prescriptions:** The government has rolled out a list of initiatives to encourage prescription of medicines by their generic names instead of the brands. These include mandatory changes in drug labels to make the molecule name significantly larger and more conspicuous than the brand, proposals to healthcare professionals to mandatorily prescribe generic medicines and dedicated retail shelf space for generic products.

At the same time, there remains a concern that measures to ensure that generic drugs provide equivalence with respect to bio-availability, potency, efficacy and impurity content as compared to established brands are not yet effective enough to guarantee equivalent quality. Additionally, brands provide Prescribers and Pharmacists with an ease of prescription and dispensation, especially in case of combination drugs that have more than one constituent. It would be important to factor these considerations as policies towards generics are developed.

**Positive regulatory initiatives:** The Central Drugs Standards Control Organization (CDSCO) has rolled out an online system 'SUGAM' as part of its ease of doing business initiative. This system allows for regulatory submissions to be made and approvals to be granted online. The roll out of this electronic system has led to a considerable reduction in approval time while allowing visibility to the progress of an application. There has also been significant progress on the areas of Clinical Trials needed as part of the drug registration process. The New Drugs and Clinical Trial (CT) Rules 2018 are expected to be published soon and are expected to address various aspects including ethics, easing the process and timelines, clarity on lines of approvals and safety of the patients.

Separately, an expert committee was also set up to review the safety, efficacy and therapeutic justification of 349 fixed dose combinations that were earlier deemed to be irrational. The final outcome of this review is expected. Your Company fully supports this process through which, subsequent to due consultation, any combinations that are irrational and harmful to patient health are removed from the marketplace.

**Universal Code of Pharmaceutical Marketing Practices (UCPMP):** The Government has issued a voluntary Uniform Code for Pharmaceuticals Marketing Practices (UCPMP) which governs the promotion of pharmaceutical products to healthcare professionals (HCP). Your Company fully supports a Code that not only ensures high ethical standards for the industry but also ensures a level playing field for all pharmaceutical companies. It would be important that such a code is made mandatory, and that it is provided with its own legal framework and not created within the ambit of any existing act or law that may create challenges of practicality and implementation. Further, the Code should enable for a 100% scientific engagements with healthcare professionals that are essential to disseminate scientific knowledge as part of their continuous medical education programs.

**Review of Strategic Alternatives for Global Consumer Healthcare Business:**

Pfizer Inc., USA had announced on October 10, 2017 that it was considering review of strategic alternatives for its Global Consumer Healthcare business. Further to this, in March 2018, Pfizer Inc. also informed your Company that they have identified certain products outside its consumer healthcare business in India, viz., Becosules, Corex and Gelusil range of products, for inclusion in the scope of the above review of strategic alternatives for its global Consumer Healthcare business. Further Pfizer Inc. also informed your Company that no decision has yet been made with respect to any strategic alternatives for the global Consumer Healthcare business.

Until the outcome of this review of strategic alternatives is determined, Gelusil, Becosules and Corex will continue to be manufactured and marketed by your Company as they are today.

**REVIEW OF OPERATIONS:**

While the market witnessed a slowdown growing at 6.3% in fiscal year 2018, your Company grew in double digits at 13% (i.e. adjusting for the impact of Corex Cough Syrup (Chlorpheniramine Maleate + Codeine Phosphate) discontinuation, sale of certain products and excise duty component up to June 2017). This growth comes on account of market buoyancy as well as strong brand performances in key therapies. Several top Pfizer brands such as Dolonex, Wysolone, Magnex & Corex Dx have grown faster than their represented markets. Corex Dx is now ranked number 1 in its represented cough market.

Your Company has been able to achieve this growth by adopting new ways of working and implementing strategies for enhancing growth in its core portfolio. Several initiatives have yielded positive results like innovative go-to-market approach with customer centric Commercial Units. Through its focus on private hospital segment, the Key Account Management (KAM) team of the Anti Infectives unit were able to secure a number of strategic wins. Similarly, we have seen enhanced execution excellence in our Women's Health, Vaccines and Primary Care teams. An active portfolio management ensured an early launch of the Injectable brand 'Meronem', strong performance of the acquired brand 'Neksium' and introduction of key line extensions of core brands.

Your Company operates through the following six commercial teams:

1. **Vaccines:**

   Prevenar13 is your Company's pneumococcal conjugate vaccine for children between 6 weeks to 17 years and adults above 50 years of age. Your Company continues to enjoy leadership position in Pneumococcal Vaccines Market with a market share of 60.5% and healthy double digit growth of 11.8%. Overall, revenue of Prevenar13 recorded a 4-year CAGR growth of 11.3% (2015 -2018) which is in line with market growth, strongly driven by private market uptake in pediatric and adult segments.

   With its continuing preference among Pediatricians, Prevenar 13 is now the $8^{th}$ ranked brand in the Indian Pharma Industry. Prevenar 13 provides broad coverage against the most prevalent 13 serotypes of Streptococcus pneumonia.

   Pneumococcal disease is one of the major vaccine- preventable causes of death in children under five, globally and in India. It is a major public health concern both in pediatric and adults. Recent statistics state that 0.56 million severe episodes of pneumococcal pneumonia and 105,000 pneumococcal deaths have occurred in children under 5 years in India. Precisely for this reason the Government of India introduced PCV 13 vaccine in select states in the Immunization Program through Gavi support, for which the vaccine in unique multi-dose vials are supplied directly by Pfizer Inc.

   Given the large unmet needs, your Company is committed in working through multiple access initiatives through parent education, healthcare professional education and awareness initiatives including para medics education awareness programs both in paediatric and elderly settings. These educational programs have been gaining acceptance and have led to a double digit growth in this segment.

Market data source : IQVIA MAT MAR 2018

With a wide global usage of this vaccine and substantial scientific differentiation, its established efficacy and safety, your Company is convinced that Prevenar 13 will continue protecting millions of life in the coming future.

2. **Inflammation and Immunology ('I&I') & Internal Medicine:**

**Enbrel & Xeljanz**

Indian Rheumatology market is currently showing a double digit growth predominantly driven by Rheumatoid Arthritis Ankylosing Spondylitis and Psoriasis Arthritis. Around 10.1 Lakhs patients in India suffer from Rheumatoid Arthritis, which is the most treated indication in immunology space. Your Company has 2 products in the space of Immunology, **Enbrel**, First TNF, launched across the globe having indication approval in Rheumatoid Arthritis, Ankylosing Spondylitis, Psoriasis Arthritis and Juvenile Idiopathic Arthritis and **Xeljanz**, First Oral JAK Inhibitor launched in Rheumatoid Arthritis. Enbrel remains the most trusted brand among Rheumatologist in approved indication and has market leadership in Psoriasis Arthritis. Long term sustainable data along with proven efficacy makes Enbrel partner of choice for patient suffering from these chronic diseases.

Your Company is also proud to have launched its breakthrough innovation - 1st ORAL JAK Inhibitor in Rheumatoid Arthritis called Xeljanz, catering to patient suffering from moderate to severe Rheumatoid Arthritis. Xeljanz provides similar efficacy and enhanced safety as compared to existing TNFs and, being an oral therapy, also provides enhanced convenience.

**Eliquis**

Eliquis® (Apixaban) a Factor Xa inhibitor anticoagulant is one of the leading oral anticoagulants predominantly prescribed by Cardiologists and Neurologists. Eliquis is approved for prevention of stroke and systemic embolism in adult patients with non-valvular atrial fibrillation (NVAF), treatment of deep vein thrombosis (DVT) and pulmonary embolism (PE) and prevention of recurrent DVT and PE in adults. In the last few years, Eliquis sales has gained momentum and reflected a strong double digit growth of over 50%. Eliquis' success story is worth noting, considering that the drug has broken into a crowded and competitive therapeutic area of cardiovascular diseases and oral anticoagulants.

**Lyrica**

Lyrica (Pregabalin) is the original research product of Pfizer Inc. Lyrica is approved for management of neuropathic pain in adults and management of fibromyalgia. It is recommended as a first line treatment across various treatment guidelines. Lyrica has proven efficacy in refractory cases with uncontrolled neuropathic pain and has well established and proven safety profile in over 10,000 patients.

Despite the presence of over 400 generic formulations in the represented neuropathic market, Lyrica enjoys a value share of 6.2%.

3. **Primary Care** focuses on a broad range of products in multiple therapy areas such as Antitussives, Multi-vitamins, Gastric, Pain, Respiratory, Anti-infectives and Anti-inflammation. These therapy areas are focused on serving general physicians and select specialties. During the year, the Primary Care teams have transformed to adopt a customer/channel centric go-to-market to enhance its reach, launched several products in its core therapy areas to improve product offerings to customers and shown steady development in efficiency indices.

**Respiratory Portfolio**

Your Company's Respiratory portfolio is ranked 3rd in the represented market. The team initiated portfolio approach to offer a larger basket of products to its customers while focusing on improved prescription yield and prescriber share. Your Company continues to focus on prescription based growth for the respiratory portfolio and has undertaken various initiatives to increase reach to a larger customer base. As part of your Company's continuous medical education programs, the teams engaged with over 1000 Healthcare Professionals through multiple innovative channels, including digital, whereby eminent global Key Opinion Leaders provided current updates on Asthma management.

**Corex brand franchise**

Your Company had earlier initiated a portfolio development exercise in the Antitussives segment. As a result of this, your Company launched Corex T (Triprolidine Hydrochloride 1.25 mg & Codeine Phosphate 10 mg/ 5 ml) which is now leading the market with 75% share in its molecular segment. The flagship brand Corex Dx continued its leadership position with 51.8% market share (within molecular segment), 31.2% growth and robust 13.4% prescription growth. Your Company has successfully launched a new brand Corex LS, under Corex franchise in the cough market. This is part of your Company's strategy, announced last year, to build Corex franchise with new brands in high growth segments.

Market data source : IQVIA MAT MAR 2018

**Multi-vitamins portfolio (Becosules)**

Your Company's flagship brand Becosules performed better than the market, increasing its market share from 51.6% to 52.7%. As a result of focused promotion of Becosules to General Physicians and Chest Physicians as a Co-Rx along with NSAIDs, Antibiotics, Antipyretics and Proton Pump Inhibitors, Becosules has shown significant improvement in its prescribers growth.

**Pain management portfolio**

Your Company's Pain portfolio is ranked 7th in the represented market with the flagship brand Dolonex outperforming the market with 3.8% growth.

**Gastric portfolio:.**

Your Company's Gastric portfolio was strengthened with the acquisition of Neksium, an established Proton Pump Inhibitor (PPI) brand in India in May 2017. This acquisition has helped to augment your Company's leadership position in the Gastro-Intestinal space with existing leading brands like Gelusil and Mucaine. With a strong advocacy from generalists and specialists such as Gastroenterologists, Neksium has shown a robust growth in prescriptions and prescribers.

Your Company also sharpened its communication to a 'faster relief' claim for Gelusil by leveraging multi-channel media and reinforce our messaging. Mucaine Gel continues to be the market leader with 18.4% market share and is also the most prescribed brand in Liquid Antacids category.

On the whole, the growth of the Primary Care portfolio was supported with focused strategies at both Healthcare Practitioners and Channel front. Prescriptions are driven with the right customer segmentation, Key Opinion Leaders advocacy through targeted specialties and various digital initiatives. Channel initiatives were driven to ensure availability.

4. **Special Care** focuses on products that require therapy area expertise and synergies. The Women Healthcare, Cardiovascular, Central Nervous System and Ophthalmology portfolios form a part of this segment.

   In order to further optimize the benefits of stronger teams and a compelling product portfolio, your Company formed Chronic Care - a consolidation of Central Nervous Systems (CNS) and Cardiovascular (CV) teams, within the Special Care segment. This consolidation brought together the ability and opportunity to engage with a wider set of healthcare practitioners and offer a broader product portfolio.

**Women Healthcare (WHC)**

Women Healthcare continues to be one of the most significant therapy areas for your Company with iconic brands such as Folvite, Ovral, Autrin and Premarin, and long standing category leadership. Your Company's products within this portfolio feature amongst top 3 brands across key categories, namely contraceptives, folic acid supplementation and Menopausal Hormone Therapy.

With the aspiration to be the market leader in this therapeutic area, the Women Healthcare was structured under two distinct business models namely, Maternal Health and Hormonal Health. The Maternal Health portfolio focuses on maternal nutrition, supplements, antacids and contraceptives. The Hormonal Health focuses on contraceptives, menstrual disorders and menopause.

Your Company is constantly evaluating its portfolio and has penetrated the market with new products and line extensions. As part of this approach, the team launched Folvite Active in July 2017 and Folvite DHA in March 2018, which has been well received by the Gynecologists. Folvite, as a group, continues to be the market leader with 82.6% market share. Additionally, your Company has augmented the reach of the maternal health team through select interventions in high potential geographies.

WHC is focused on driving volumes through prescriptions by enhancing scientific engagement with physicians through sustained medical education programs.

The team collaborated with FOGSI (Federation of Obstetrics & Gynecological Societies of India) and IMS (Indian Menopause Society) to conduct a number of meetings aimed at busting myths associated with long term hormonal use and providing Gynecologists and Physicians an opportunity to interact with key opinion leaders.

As part of experience sharing of experts in the field of Contraception, the team facilitated face to face lectures and web meetings by International experts from the field of contraception and menopausal hormone therapy covering more than 1000 eminent Gynecologists in over 25 cities across the country.

Being the leader in the contraceptive market with 28.5% market share, educating patients and encouraging them to take an informed decision on contraception in consultation with their doctor continues to be a focus area for your Company. The team launched 2 digital applications for Gynecologists to improve their dialogue with patients regarding contraception and menopausal hormone therapy as part of efforts to improve compliance to treatment.

Market data source : IQVIA MAT MAR 2018

**Chronic Care**

The Company's Neuroscience portfolio is ranked 5th in the Indian Neuroscience market. Major brands like Ativan, Pacitane and Daxid are leaders in the respective therapeutic category. Ativan (Lorazepam) continues to be No. 1 Anxiolytic brand in the Benzodiazepine Tranquillizer market with 12% volume growth. The volumes were primarily driven by the new promotion viz., 'Safety in Manic Depressant Disorder (MDD)/ Anxiety patients with co-morbid alcohol use'.

The Cardiovascular (CV) team operates in the Anti-hypertensive segment with its flagship brand 'Minipress XL', the second largest brand in the Anti-hypertensive market, leading through a series of therapy shaping programs in collaboration with International and Indian Societies.

. During the year, a number of engagement initiatives were conducted by the team. As part of your Company's Continuous Medical Education programs, the Neuroscience team sensitized more than 1500 Psychiatrists on recent updates/events in psychiatry through multiple innovative, digital and scientific engagements. Unique engagements through centres of excellence initiative with National Institute of Mental Health (NIMHANS) on alcohol de-addiction and on clinical management of schizophrenia through Schizophrenia Research Institute (SCARF) engaging about 350 Psychiatrists.

The CV team undertook interesting Initiatives during the year under review, such as, meetings with Nephrologists and Physicians on treating hypertension with chronic kidney disease, educational initiatives for physicians on uncontrolled hypertension. The team also partnered with Medical Colleges in India to educate young Nephrologists.

5. **Critical Care** focuses on Institutions. Hospitals and Nursing homes are prime customers of our products in Anti-Infectives and Sterile Injectables portfolio which forms a part of this segment.

Your Company has a strong presence across the anti-bacterial continuum, ranging from Beta-Lactam/ Beta-Lactamase-Inhibitor (BL/BLI) products to high-end anti-bacterial products. Your Company's brand Magnex is #1 brand in its represented product market segment. Magnex has approximately 5.6% value market share in the broader represented market and approximately 40% value market share in the respective molecule (Cefoperazone Sulbactam). Last year, your Company acquired the brand Meronem (Meropenem). Meronem is strongly endorsed for the treatment of high risk patients in the ICU setting. Meronem has approximately 11.5% value market share in the Meropenem market. In addition, your Company markets another leading brand Tygacil (Tigecycline), which is a novel broad-spectrum antimicrobial used to treat targeted high-risk infections.

Throughout the year, Your Company has made significant progress towards the aspiration of "Leadership in Hospitals", through a segmented approach to the market requirements. For the year under review, several scientific interventions were made to address the needs of each segment, i.e.

- Partnership with the Academy of Infection Management (AIM), United Kingdom and with renowned clinicians across India to develop case-based modules for treatment of infections. These modules provide a practical India-centric approach to manage severe infections typically seen in the tertiary care setting.
- Supporting select tertiary care centers to increase the Infectious Disease expert base in India through a unique Fellowship Program.
- Connecting several small hospitals / nursing homes to designated Centers of Excellence for the dissemination of best practices in the field of infection control.
- Supporting dissemination of scientific knowledge on infection control and stewardship on an ongoing basis across key national congresses in the critical care space.

6. **Consumer Healthcare:**

For the year under review, your Company continued to focus on distribution efforts into smaller towns in identified states. Campaigns around in-store visibility for brands Anne French and Anacin were conducted. Visibility was also built through select media campaigns towards existing and new consumers to enhance brand equity, current user base retention and growth in key markets.

For Anacin, the Consumer healthcare team rolled out several trade initiatives that would enhance retail sell out and also introduced differentiated packs for geographies to ensure better retail penetration. For Anne French, a mass visibility campaign was rolled out for 100,000 outlets in key season. Media campaigns were rolled out to enhance brand equity, recruit new users and retain current consumer base. Branding initiatives were initiated in 200 colleges for Anne French.

Market data source : IQVIA MAT MAR 2018

**MULTI-CHANNEL MARKETING:**

Your Company spearheaded its ONE PFIZER approach to Digital Media where the digital assets were utilised to promote both branded generic and innovative products simultaneously and ensured consistency in its initiatives for the year under review. Our initiatives not only achieved scale with approximately 5.3 million touchpoints but also on boarded new engagement platform capabilities such as HCP/Consumer Online Communities. We have built internal alignment across stakeholders to focus on strategic imperatives by increasing Reach with MCL by 7X and increase frequency with our customer by 5X and also improve their experiences on engagement platforms.

During the year under review, your Company has deployed average 2 campaigns per day across multiple stakeholders. A total of approximately 18,000+ doctors registered on the Multi Therapy Area HCP portal – "Inquimed". Our webcasts, including Meet the Expert (MTE) sessions have seen approximately 8000+ unique doctor visits across different specialties. Your Company has also launched a new digital service "ACTify" & improved Rep Triggered Email functionality to augment the efforts of your colleagues in the field.

**MANUFACTURING OPERATIONS:**

Your Company has always endeavored to deliver products that improve patient health and comply with the highest standards of quality. Aligning to this ethos, all your Company's products are manufactured in full compliance with local laws and with stringent Global Pfizer standards. Your Company's continued focus on non-renewable resources has created an excellent model for environmental sustainability. There is a constant emphasis on conservation of resources across manufacturing operations and to reduce waste.

Your Company has a state-of-the-art manufacturing facility at Goa which manufactures products with the most stringent Quality Standards. Besides complying with Schedule M of the Drugs and Cosmetics Rules 1945, the Plant holds ISO 9001, WHO GMP, ISO 14001 & OHSAS 18001 accreditation.

The Plant follows Global Safety, Environmental Health and Hygiene norms and has received a number of awards. The Plant was the recipient of the India Manufacturing Excellence Award: Future Ready Factory of the Year Award 2017. The Goa Plant is also awarded with the prestigious Pfizer's President's Platinum Award for 2017. During the year under review, the formulation development cell has developed and supported in successful launch of five new products for the Indian market and also supported inter site technology transfer of 17 SKUs. This plant has also supported the supply of "ANTARA" (Contraceptive Injection) - Government of India's first ever introduction of injectable contraceptives in the family planning program in few states.

Your Company's manufacturing partners strictly adhere to Pfizer's global standards of Quality, Compliance and Environment, Health and Safety norms. To ensure compliance to these Global Standards, all our manufacturing locations are audited and certified by Pfizer's Global Audit Teams.

### Environment Sustainability

Your Company conducts systematic audits across all the manufacturing facilities (Contract Manufacturing and Own Manufacturing) to assess environmental compliance and impact. This is with added focus on our antibiotics manufacturers and suppliers. Global Experts have been engaged with a purpose of educating suppliers and contractors across the country and also to ensure that our partners do not adversely impact the environment in any way.

### Energy Conservation

Your Company's Goa Site continued the initiative of replacing the Conventional lighting with LED lighting to conserve energy. Major modifications of HVAC system are also carried out to improve the quality of treated air with adoption of new generation energy efficient technology. Initiatives were taken to improve usage of ground water.

In September 2015, the Company entered into a Business Transfer Agreement (BTA) for transfer of the Company's manufacturing facility at Thane as a going concern. The BTA will be concluded upon receipt of all necessary approvals.

**MEDICAL AFFAIRS DIVISION:**

The year under review was a year of transformation for the medical team with comprehensive strategies to maximize value creation by partnering with a broad array of healthcare practitioners, medical institutions and associations differentiated by each of our business lines. The team remains committed to delivering impactful insights and disseminating medical knowledge to advance towards the ultimate goal of improving patient care as exemplified by some of our key initiatives:

- **General Practitioner Education Programs:** The Medical team conducted several educational programs tailored for Indian physicians on the latest guidelines and treatment trends in select therapy areas. Insights gathered from more than 40 doctors were used to develop these modules, some of which were additionally accredited by the Indian Society for the Study of Pain (ISSP). Overall, 2,200 general practitioners from across India participated in this initiative.

- **Pharmacist Education:** STEP-UP (Structured Training to Educate Pharmacists- Upskill) was another medical initiative which was conducted in partnership with the IPA (Indian Pharmacists Association). The Program covered several relevant topics including trainings on counterfeit medicines, prescription handling and medication errors. Face to face meetings and digital modules were used to educate more than 1,100 pharmacists from major retail chains as well as unstructured pharmacies.

- **Combating Antimicrobial Resistance (AMR):** This Program aims to effectively contribute towards combating antimicrobial resistance in India through a multi-pronged approach inclusive of surveillance, stewardship, advocacy and awareness. In this regard, the medical team partnered with associations such as the IDEF (Infectious Disease Educational Foundation) and FISF (Fungal Infection Study Forum) to develop educational modules. To promote ID education, the Medical team also supported an ID fellow and conducted diagnostic workshops for fungal infections at a national level for 24 Microbiologists and Technicians. Antimicrobial stewardship workshops as well as digital preceptorship programs were also conducted for over 2,000 doctors and nurses. Additionally, the AMR surveillance program was developed to monitor AMR trends in India as well as to assess the impact of antimicrobial stewardship initiatives. As part of this effort, the number of sites included as part of the Pfizer ATLAS (Antimicrobial Testing Leadership & Surveillance) initiative was expanded from 2 to 9 for better epidemiological representation.

- **Enhancing Leadership position in Private Hospitals:** The Pharmacy Academia program was set up to equip hospital pharmacists with skills in their evolving role towards patient centric activities. In 2017, 13 programs were conducted in 7 key institutes across India and more than 250 Pharmacists were trained. In partnership with the Global Association of Physicians of Indian Origin (GAPIO), the team also developed modules covering soft skills and clinical development which were rolled out to 200 HCPs across 6 major hospitals.

- **Menopause Awareness:** The MASS (Menopause Awareness through Series of educational Sessions) was developed to educate specialists and address concerns surrounding menopausal hormonal therapy in India.

  As part of this, your Company partnered with the Indian Menopause Society (IMS) to conduct a series of educational programs including public health awareness campaigns for rural and urban women. The team also initiated "Train the Trainer" courses in which 20 trainers educated over 1000 gynecologists in 2017.

- **Data Generation and Publications:** To help narrow the gaps between actual clinical practice and scientific evidence in the practice setting, the team has also been involved in the development of several publications in reputed journals. These publications span several relevant topics, for instance, the challenges in diagnosing sarcoidosis in India, management of hypertension in chronic kidney disease, and the diagnosis and management of osteoarthritis.

## HUMAN RESOURCES ("HR"):

During the year under review, the Human Resource department has focused its efforts in exploring new avenues to attract talent, invested in capability building of people/ human capital and supported leaders in fostering a diverse and inclusive work environment. In addition, the HR team continue to strengthen the existing platforms in the field of technology and lattice career movements.

### Attracting Talent

Your company aspires to be an employer of choice and attract the best talent for your workforce through various channels.

The Sales Career Architecture framework launched in 2017 has seen successful transition of several field colleagues into various career ladders within the Company. It has formed the base for the Pfizer Sales Trainee Program which has been designed to attract fresh graduates to your Company in order to strengthen the succession pipeline in field sales. The Program will focus on attracting high potential graduates to a meaningful career in pharmaceutical sales.

Your workforce is the ambassador of your Company. They have continuously helped us scout for the right talent in the industry and beyond. In order to leverage the strong network of your present workforce, in addition to the existing Field Referral Policy, this year the Employee Referral Policy for non-field colleagues has been launched. The policy offers a differentiated reward for referring female candidates to your Company; this is with the intent of bringing in high caliber female talent to your Company and harness the advantages of diverse perspectives and leadership styles.

## Advocates of Diversity

Your Company is an equal opportunity employer and it strives to provide the best working environment for all its colleagues so that they can focus on achieving their career aspirations without compromising on personal commitments. In cognizance of the primary care giver role of working mothers, your Company is keen to support them with professional childcare facilities for their infants. Hence the Crèche Benefit Policy has been introduced during the year under review.

## Developing Talent

Your Company is committed to people development and growing talent from within.

Your field managers form the fulcrum of the sales value chain and are vital for Company's growth. In the ever changing external and internal environment, I-Lead presents a platform for leveraging the opportunity of the evolving roles of the field managers by building their leadership capabilities.

I-LEAD and AVATAR are structured and blended year- long development interventions. These programs offer a combination of various forms of learning platforms ranging from classroom training, coaching and introspective learning. During the year under review, these programs have equipped your frontline managers in building coaching capabilities as well as developing need specific operating plans independently.

## Driving the OWNIT Culture

In order to enhance the quality of employees' personal and professional experiences, your Company has embraced Energy Management, a Pfizer Inc. initiative in partnership with the Energy Project consulting group. Colleagues across the Company participated in connecting with their physical, emotional, mental & spiritual energy on Pfizer OWNIT Day. Energy management aims at expanding, renewing and using our energy more effectively to increase creativity, innovation and resilience, thereby optimizing our individual performances & drive sustainable high performance for the Company.

## PREVENTION OF SEXUAL HARASSMENT POLICY:

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

Your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Act.

During the financial year under review, no complaints were received by your Company.

## LEGAL DIVISION:

Your Company's Legal Division is committed to providing responsive, qualitative and client-centric service that protects and advances Pfizer's goals along with ensuring adherence to the law of the land.

The Legal team's activities include protecting your Company's interest, ensuring compliance with applicable laws, protecting your Company's intellectual property and other assets, assisting various Business Units in evaluating the risks associated with completing transactions and other activities.

Some of the areas where your Company's Legal team partnered are:

- Supported the growth of your Company's business through strategic acquisitions and divestments transactions.
- Continuing the active role in mitigating risks relating to litigation of your Company's key brands.
- Ensuring your Company's activities and transactions are aligned and in adherence with the statutory requirements.

## GLOBAL COMMERCIAL OPERATIONS:

Commercial operations are critical to Pfizer and a centralized organization can rapidly pilot and scale innovations, share best practices, effectively deploy resources and leverage investments with suppliers and technology. Pfizer was the first pharmaceutical company to consolidate five major services into one global function, giving us a competitive edge.

In India, Commercial Operations (CO) has successfully completed almost four years of its operations. CO India team's vision has been to be a trusted business partner to deliver flawless services and enable excellence in customer experience. Every day, CO colleagues come to work with the drive to make commercial operations easier and more impactful for Pfizer's businesses so that they can remain focused on our patients and customers, and achieve their goals.

Enduring with the same philosophy, CO works closely with business and helps to provide solutions that cater to the trending needs of our field force. The key four pillars that the team continues to focus are ease of doing things, commercial impact, capability & effectiveness and compliance.

## BUSINESS TECHNOLOGY:

During the year under review, the focus of Business Technology (BT) function was to implement the SAP ERP solution and ensure that it works seamlessly with the new GST norms which came into effect on July 1, 2017.

SAP ERP covers all aspects of the value chain - demand planning, supply network planning, direct and indirect procurement, manufacturing, quality, sales and distribution operations and financial accounting. The deployment is in line with the standard implementation followed in all countries where Pfizer has presence. The system went LIVE on 3rd October 2017 and has been working seamlessly since then.

The BT team continues to be in the forefront of technological innovations which help the business do things smarter and faster that will help field force enhance their work performance and provide an edge in the market place. Our focus for next year remains on a digital strategy that would cover the whole gamut of social connect, mobile applications, multi-channel marketing and other virtual and augmented reality platforms.

**FINANCE:**

The Finance Division is a key partner to the Management in upholding internal controls and governance standards, driving performance and leading enterprise wide initiatives.

During the year under review, your Company's Finance team took lead in managing the complex transition to GST. The team ensured strong understanding of the complexities of the law, training the internal and external stakeholders, led the configuration of the legacy ERP system and coordinated the commercial response and interactions with the trade partners for this implementation. The transition was achieved seamlessly without any business disruptions.

Despite multiple major initiatives, the Finance function has ensured that its core focus on ensuring fiduciary integrity, upholding governance standards and providing timely pro-active decision support to the business was maintained at highest levels.

**Compliance and Ethics**

Integrity is one of the fundamental values of your Company. Your Company never compromises integrity in its decision making or during the pursuit of its business goals. When the performance against business goals are measured, your Company is equally focused on 'how' we achieve the results as we are on 'whether' we achieve them. In this complex and heavily regulated industry, it is the core responsibility to do everything to earn and keep the trust of patients, consumers, physicians and the general public.

Your Company has a deep legacy of integrity and ethical conduct and engraining this value begins with compliance with the law and with the Company's policies. Your Company's management is fully engaged in establishing a strong culture and is actively involved to ensure that Pfizer values and standards are prioritized at all levels of the organization.

Robust Compliance programs implemented at your Company includes proactive monitoring, risk assessment, compliance education and coaching and active encouragement of whistle blower system. Proactive Risk Management through implementing a robust Risk Assessment Framework has helped your company to assess the potential compliance risks and timely mitigation of the risks. There are policies, compliance training and resources put in place aimed at identifying and resolving potential issues in timely manner and making all efforts to make compliance systematic in all our operations.

Further, your Company's open door and anti-retaliation policies provides tremendous encouragement and offers a retaliation free environment to ask questions and raise concerns.

**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. The team's objective is 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.

The Company has laid down Internal Financial Controls that includes a risk based framework to ensure orderly and efficient conduct of its business, safeguarding of its assets, accuracy and completeness of the accounting records and assurance on reliability of financial information. The Audit Committee evaluated the design framework and operative assessment and deliberated with members of management and Statutory Auditors to ascertain their views or opinion. The Audit Committee has satisfied itself with the adequacy and effectiveness of the internal financial control system laid down by management. The Statutory Auditors have confirmed the adequacy of the internal financial control systems over financial reporting.

The CCR team conducts a risk assessment every year whereby all risks to the objectives of the company are assessed and mitigating plans are put in place. These risks include operational, regulatory, legal, business and compliance risks. All the key risks along with mitigating plans are presented and discussed annually with Audit Committee.

Annually, based on the risk assessment and findings from previous internal audits, the CCR Team prepares the 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.

During the year, your Company went through major transition to business and finance processes on account of Goods and Services tax (GST) and SAP ERP implementation. CCR team was proactively involved in the transition process along with finance and business teams to ensure that all controls were in line with risks and business requirements.

Your Company has a policy covering interaction with Healthcare Professionals and Government officials called 'My Anti- Corruption Policy & Procedures' (MAPP). The policy addresses both local legal requirements while also leveraging on best practices followed in other markets. As a way of reinforcing its compliance culture, your Company has identified 94 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.

Given all the above, your Company is well placed in driving the spirit of compliance across its colleagues and stakeholders.

**CORPORATE AFFAIRS:**

The Corporate Affairs Division through its functions of Government Relations, Internal and External Communications and Corporate Social Responsibility, undertook a number of policy advocacy, stakeholder engagement, image building, community outreach and colleague engagement programs.

### Public Affairs & Communications

Your Company's Managing Director Mr. S. Sridhar was elected as the Chair of the Federation of Indian Chambers of Commerce & Industry's (FICCI) National Pharmaceutical Committee for the current year. Through Industry associations such as FICCI and the Organisation of Pharmaceuticals Producers of India ('OPPI'), and through direct advocacy, your Company has pursued an active stakeholder engagement program throughout the year under review.

(i) **Engagement through industry associations and direct advocacy:**

As a member of the OPPI Executive Committee, your Company continues to participate and play an active role in leading the engagement with the relevant government stakeholders and advance comments and recommendations on key policy matters. Some of the key subjects on which your Company has actively advocated include:

- Recommendations towards amendments to the Drugs (Prices Control) Order
- Strengthening of IP regulations
- Implementation of GST in the pharmaceuticals sector
- Recommendations for the new National Pharmaceuticals Policy

**Showcasing flagship Pfizer initiatives to key stakeholders:** During the year, a number of stakeholders were hosted by Pfizer at IIT Delhi to showcase the Pfizer IIT Delhi Innovation and IP Program. The program was also showcased through presentations and video films as part of the Start Up India initiative of the Department of Industrial Policy and Promotion (DIPP);

**Global Entrepreneurship Summit:** Your Company was invited by NITI Aayog to participate in the landmark 8th Global Entrepreneurship Summit (GES) held in November 2017 in Hyderabad and showcase the Pfizer IIT Delhi innovation and IP Program. The summit was inaugurated by Honorable Prime Minister Shri Narendra Modi and Ms. Ivanka Trump, Advisor to President of the USA. Senior members of Pfizer Inc. and Pfizer Limited India participated in the meetings with the Honorable Prime Minister and Ministers of his Cabinet and Ms. Kirsten Lund-Jurgemsen, Executive Vice President, Pfizer Inc. shared her views in the Plenary Session of the Summit which was themed 'Women First, Prosperity For All'.

**Tiered pricing through Jan Aushadhi:** Your Company continued its dialogue with key Government stakeholders on fine tuning the Jan Aushadhi model to enhance reliability of supplies, viability of stores and increase adoption among patient segments targeted by this scheme.

**Exemption of Customs duty on products imported for patient assistance programs:** Your Company successfully partnered with OPPI and engaged with the Ministry of Health and the Ministry of Finance, to provide due relaxations on drugs imported for various patient assistance programs.

(ii) **Internal and External Communications**: Your Company's Communications team plays the role of a key enabler in communicating the organization's growth plans, important decisions and milestones to stakeholders both internally and externally.

During the year, the Internal Communications team launched a number of new platforms and refocused existing internal communications assets:

- **Newsletters**: Two bi-monthly newsletters, The Pulse and Breaking Paradigm were launched. Both these platforms cater to the businesses and capture stories on performance, strategic updates, business stories, leadership messages, and profiles of field colleagues.

- **Crucible**: The Pfizer Internal e-magazine was relaunched as a 'for and by the field force' publication. The magazine profiles real achievers; field colleagues who have gone out of the way and delivered on all counts. It exhibits achievements of such brave hearts and their families.

Externally, your Company partnered the flagship Government of India events such as the FICCI 'India Pharma 2017' showcasing its leadership in the Anti-Infectives portfolio and its partnerships to combat anti-microbial resistance.

**Recognition by Department of Pharmaceuticals:** Your Company was pleased to be recognized and presented the Swachhta Pharma Award from the Department of Pharmaceuticals during the year under review. This award was presented to Mr. S. Sridhar, Managing Director for your Company's work in the area of promoting sanitation through its School Sanitation Program.

**(iii) Colleague Engagement initiatives:** Your Company maintained a high-performance culture by engaging employees and aligning them with our values, purpose and strategy. Through an active calendar of activities that focused on the wellness of our colleagues, as well as celebrations of achievements and festivals, Your Company worked towards bringing its colleagues together regularly. The result is Your Company's 'Be Happy' culture that emphasizes that the journey is as important as the destination.

Highlights of the year under review include:

- **Pfizer India is All In! –** Your Company's global celebration of ownership culture was held on April 11, 2018. This year, the OWNIT! Theme 'All in through energy management' asked colleagues to go beyond time management to focus more on bringing their best selves to the hours they work. With themed sessions on prioritization, exercise and finding purpose in their work, colleagues felt equipped to give their best to the big goals set for the year ahead. A year-long calendar of engagement activities will leverage this OWNIT! Theme to energize our colleagues throughout the year.

- **Providing the best possible workplace environment:** In recent years, our move to the open office environment in Mumbai, Kolkata and New Delhi has shown tremendous benefits. As we hoped, colleagues have reported that their workplace encourages collaboration and ideation, thus driving innovative thinking at every level. This year, we completed a shift to an open office workplace in Hyderabad. In addition, we have seen greater use of our recreational facilities in the Head Office, with colleagues using these spaces in diverse ways, ranging from video-shooting to conducting brainstorming sessions.

## CORPORATE SOCIAL RESPONSIBILITY:

### Our CSR Purpose

Your Company continued to focus on its two Flagship Projects that align with its core commitment towards community. Your Company was invested in fast tracking the implementation of the achievable milestones while identifying opportunities to showcase these innovative projects to a wider audience and stakeholders.

### CSR Priorities

This year your Company continued to identify, choose and work on projects that are aligned to your Company's CSR priorities listed below:

i. Encourage and support Indian innovation and Indian Intellectual Property with a focus on Healthcare;

ii. Undertake awareness and access programs ourselves or in partnership with NGO's, Government and Healthcare Providers in areas such as Women and Child health, among others;

iii. Support Government's national and/or state programs and priorities with linkages to healthcare;

iv. Enlist employees as volunteers to support activities around health, sanitation and disease awareness; and

v. Participate in disaster relief activities.

Some key initiatives undertaken during the year and details of CSR Projects undertaken by the Company during the financial year under review are provided in the Corporate Social Responsibility Report (Annexure A) - on page 75 of the report.

### CSR Spend:

Your Company selects CSR programs that are novel, scalable, and sustainable & align with national priorities to positively impact communities. In order to maximize the impact of our CSR spending, we have deliberately decided to focus on large scale flagship initiatives that will be our CSR focus and will be provided with priority attention, resources and continued scale to succeed.

The Pfizer IIT Delhi Innovation and IP Program-one of our key flagship projects started with four phases to be completed within two years of its commencement, to be followed by an opportunity to expand the program through additional funds. The program itself has proven to be a tremendous success with four full time resident incubation projects and six IP filing projects already underway. Each of these innovations is expected to have a significant healthcare impact in the society. The program has also generated positive reputation returns for Pfizer among all the company's external stakeholders. The outcome of these projects is based on milestones, and there is a long gestation period for each stage to advance to the next, which extended the project timelines for the first two phases. Subsequently, the third phase of the program was launched in April 2018 with over 90 entries (highest till now) received and the winners being announced in July 2018. Consequently, infusing additional funds into this program for program continuation and possible expansion in 2017-2018 has not been possible and has been delayed by a year. These funds will be infused into the project for the fourth phase shortly.

The second major CSR initiative is the Pfizer ICMR program to combat Antimicrobial resistance. This partnership will be the first of its kind public-private collaboration on anti-microbial resistance in India. Further to signing of this MoU and transfer of funds from your Company in March 2017, the program was expected to be in implementation phase by May 2017. However, the program encountered delays on account of approvals from the governing council and leadership changes at ICMR. Consequently, fund utilization by the program implementation partner did not take place during the year. A significant component of activities under this program – on communication and advocacy – to be carried out directly by your Company too could not be initiated because of this delay in the start of the program.

Overall, the delay in both the flagship programs has impacted your Company's ability to infuse the planned additional investments in each of these flagship programs and has delayed these investments by a year.

For the year under review, while your company was required to spend ₹822 lakhs, there is a short spend of ₹728 lakhs. However, your Company will look towards meeting its CSR spend in the year 2018-19.

A brief outline of the Corporate Social Responsibility (CSR) Policy of the Company is available on the website of the Company - 'www. pfizerindia.com'.

## WHISTLE BLOWER / VIGIL MECHANISM:

Your Company has established a Whistle Blower / Vigil Mechanism through which its Directors, Employees and Stakeholders can report their genuine concerns about unethical behaviour, 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'. In appropriate and exceptional cases, concerns may be raised directly to the Chairman of the Audit Committee at 'Chairman.IndiaAuditcom@pfizer. com'. A quarterly report on the whistle blower complaints received and action taken thereon is placed before the Audit Committee for its review.

## DIRECTORS:

In accordance with the provisions of the Companies Act, 2013, Dr. Anurita Majumdar (DIN: 05291758) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Ravi Prakash Bhagavathula (DIN: 07282100), ceased to be the Executive Director - Finance and Chief Financial Officer of the Company with effect from close of business on February 28, 2018 and March 31, 2018 respectively Your Directors wish to place on record their appreciation for the valuable contributions made by Mr. Ravi Prakash Bhagavathula.

The Board of Directors of the Company at their meeting held on July 2, 2018 pursuant to the recommendation of Nomination and Remuneration Committee, accorded its approval for continuation of the remaining term of Mr. R. A. Shah (DIN: 00009851) aged 86 years as an Independent Director of the Company, i.e., up to November 9, 2019, subject to the approval of members at the ensuing Annual General Meeting by Special Resolution.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 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.

The performance evaluation of each individual Director, the Board and Committees was carried out through deliberations. The said performance evaluation was done based on the parameters stated in the templates designed under the aforesaid Framework and after taking into consideration the guidance note issued by the Securities and Exchange Board of India.

### Independent Directors' Meeting

One Meeting of the Independent Directors was held on May 6, 2017, without the presence of the Executive Directors and Management Personnel. At the Independent Directors Meeting held on May 6, 2017, 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 timeliness 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 Meeting.

## FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

Your Company has in place a Familiarization Program for Independent Directors to provide insights into the Company's business to enable them contribute significantly to its success. The Executive Directors and Senior Management make presentations periodically to familiarize the Independent Directors with the strategy operations and functions of the Company. Your Company also circulates news and articles related to the Industry and provide specific regulatory updates to the Independent Directors on a regular basis.

A brief summary of the major Familiarization Programs carried out during the year for the Independent Directors is given below:

| Sr. No. | Particulars of the Programs / Presentations | Date | No. of Hours Duration (Hrs) |
|---|---|---|---|
| 1. | Pharma Market, Industry Performance and Regulatory changes update. (Duration – one hour each) | Quarterly Board Meetings | 4.0 |
| 2. | Business Strategy | November 10, 2017 | 1.0 |
| 3. | Vaccines Business | November 10, 2017 | 0.5 |
| 4. | Meeting with Senior Executives of Pfizer Inc. | December 19, 2017 | 1.0 |
| | **Total Duration (Hrs)** | | **6.5** |

## 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:

The details of the meetings of the Board and Committees are provided in the Corporate Governance Report (**Annexure H** to the Board's report).

## DIRECTORS' RESPONSIBILITY STATEMENT:

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 March 31, 2018, 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 Notes 2 and 3 of the Notes to the Financial Statements have been selected and applied consistently and judgments 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 March 31, 2018 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; and

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.

## 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 Innovative Supply Point Intl BVBA, Belgium and Pfizer Service Company BVBA, Belgium for purchase of raw materials, bulk drugs and finished goods. The same are within the limits duly approved by the members at the 65th 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/Revised%20Related%20Party%20Transaction%20Policy%20-%20Pfizer%20website.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 March 31, 2018.

**DEPOSITS FROM PUBLIC:**

During the financial year under review, 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.

**DISCLOSURES OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:**

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

**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.

The Company does not have any subsidiary company or associate company or joint venture company.

**AUDITORS:**

The Auditors, Messrs. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), were appointed as Statutory Auditors to hold office for a term of 5 (five) years from conclusion of 66th Annual General Meeting till the conclusion of the 71st Annual General Meeting subject to ratification by members at every subsequent Annual General Meeting. The appointment of Messrs. Walker Chandiok & Co LLP till the Conclusion of the 71st Annual General Meeting will be placed before the Members at this Annual General Meeting for ratification.

The Auditor's Report for the financial year ended March 31, 2018 do not contain any qualification, reservation or adverse remark.

**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 2018-19 on a remuneration of ₹12,00,000/- (Rupees Twelve Lakhs only). 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. 5 of the Notice convening the Annual General Meeting.

Your Company is required to maintain the cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013. Your Company has accordingly maintained the same and has filed the Cost Audit Report for Formulations and Compliance Report for the financial year ended March 31, 2017 on October 9, 2017, which is within the stipulated timeline prescribed under the applicable regulations. The Cost Audit Report for Formulations for the financial year ended March 31, 2018 is due to be filed by October 26, 2018.

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 March 31, 2019. 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 Secretarial Audit Report is annexed herewith as "**Annexure - F**". The Secretarial Audit Report for the financial year ended March 31, 2018 does not contain any qualification, reservation or adverse remark.

**COMPLIANCE WITH SECRETARIAL STANDARDS:**

Your Directors confirm that the Secretarial Standards issued by the Institute of Companies Secretaries of India, as applicable to the Company and which are mandatory in nature, have been duly complied with.

**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 & BUSINESS RESPONSIBILITY REPORTING:**

A Report on Corporate Governance along with a Certificate from Messrs. Walker Chandiok & Co LLP, regarding compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report and annexed herewith as "**Annexure - H**".

A Business Responsibility Report as stipulated under Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, describing the initiatives taken by your Company from an environmental, social and governance perspective, forms part of this Report and annexed herewith as "**Annexure-I**".

**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.

**ACKNOWLEDGMENTS**

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, July 2, 2018** **DIN : 00009851**

# Annexure-A
## CORPORATE SOCIAL RESPONSIBILITY

### 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 six decades, 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.

Your 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 competence and priorities in mind. The policy also aims to align your Company's CSR interventions with the healthcare priorities of the Government of India and other stakeholders working with similar mandates.

In doing so, it would be the endeavor of your Company to synergize it's CSR initiatives undertaken by various functions/ divisions within one unified strategic umbrella. The CSR committee acts 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. S. Sridhar | Member-Managing Director |
| 3. | Mr. Vivek Dhariwal | Member-Whole-time Director |

#### Our Purpose

Promote access to quality healthcare in the country by nurturing innovations, encouraging community involvement of your Company's employees and synergizing efforts in partnership 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 in areas such as Women and Child health, among others;
3. Support Government's national and/or state programs and priorities with linkages to healthcare;
4. Enlist employees as volunteers to support activities around health, sanitation and disease awareness;
5. Participate in disaster relief activities.

The weblink for the CSR policy is http://www.pfizerindia.com/eNewsWebsite/investor/pdf/Revised%20Corporate%20Social%20Responsibility%20Policy.pdf

## Financial details

The provisions pertaining to Corporate Social Responsibility as prescribed under Section 135 of the Companies Act, 2013 are applicable to Pfizer Limited. 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 | | 41,108.86 |
| Prescribed CSR Expenditure (as per Section 135 of the Companies Act, 2013) | | 822.18 |
| Details of CSR spent during financial year | | |
| a) | Total amount to be spent for the financial year | 822.18 |
| b) | Amount unspent, if any | 728.78 |
| c) | Manner in which the amount was spent during the financial year | Details given below |

### Manner in which CSR Amount was spent during the Financial Year 2017-18

| 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. | Pfizer IIT Delhi Innovation & IP Program | Supporting healthcare innovation | New Delhi | 300.00 | 80.00 | 770.87 | Through implementing agency |
| b. | School Sanitation project- Pfizer Limited goes to school | Sanitation & Healthcare | Maharashtra, Delhi, Uttar Pradesh, Goa and Haryana | 200.00 | 0.75 | 309.00 | Through implementing agency |
| c. | Blood Donation drive | Employee volunteering | Mumbai, Chennai, Hyderabad, Delhi, Vishakhapatnam, Lucknow and Kolkata | 0.65 | 0.65 | 1.65 | Through Implementing agency |
| d. | Air Pollution project – Evaluate linkage between poor ambient air quality and health indicators among students | Promoting Healthcare | a. Delhi<br>b. NCR region, Delhi | 22.00 | 12.00 | 62.00 | Implementing agency – All India Institute of Medical Sciences (AIIMS) |
| e. | Anti-Microbial Resistance Program | Promoting Healthcare | New Delhi | 300.00 | 0.00 | 447.00 | Through Implementing agency |
| | **Total** | | | **822.65** | **93.40** | **1,590.52** | |

The details of CSR projects undertaken by the Company during the financial year under review are as follow.

1. **PFIZER IIT DELHI INNOVATION AND IP PROGRAM – A PARTNERSHIP TO ENCOURAGE HEALTHCARE INNOVATIONS MADE IN INDIA**

The Pfizer IIT Delhi Innovation and IP Program launched in 2015-16, aims at encouraging innovators to create healthcare innovations Made in India. We partnered with the Foundation for Innovation and Technology Transfer (FITT) at the Indian Institute of Technology, Delhi to launch an incubation accelerator initiative - Pfizer IIT Delhi Innovation & IP Program.

Aligning with the Company's ethos of bringing healthcare innovative solutions that significantly improve lives. The Pfizer IIT-Delhi Innovation and IP Program is an example of an industry-academia collaboration that aligns with the "Startup India," program launched by the Hon'ble Prime Minister of India.

Your Company's flagship CSR Project – Pfizer IIT Delhi Innovation and IP Program has now successfully completed Phase 1 and 2. During the year under review, the Phase 1 winning innovations have developed their prototype and have begun acquiring the required approvals to move towards commercialization. The Project's Phase 2 winner were announced and successfully incubated at the IIT Delhi facility.

The noteworthy projects under Phase 2 are

(1). **Development of Synthetic simulator to train neurosurgeons for hydrocephalus surgery:** The objective of the present project is development of a synthetic physical simulator to provide training of surgical treatment of hydrocephalus (neurosurgical condition resulting from abnormal accumulation of cerebrospinal fluid in brain). It will provide training for surgical tasks including incising, retracting, drilling and fenestration. Simulator will be designed according to the surgical constraints acquired from CT/MRI data of patients.

(2). **Platform technology for transdermal delivery of micronutrients:** A group of entrepreneurs at Cerelia Nutritech are developing a transdermal micronutrient product which delivers vitamin B12, Ferrous Sulphate and Folic Acid via skin directly into blood. The product is in the form of cream/ lotion, which need to be applied on hair less spot on skin like forearm, inner thighs, back. The product would be packed in a metered dose pump, where in one pump will deliver one dose.

### Projects under IP filing support:

(i) Automated Spasticity measurement and rehabilitation

An instrument measuring the spasticity through an electromagnetic actuation system. Spasticity will be monitored by measuring a spastic stretch reflex between limbs through an electromagnetic actuation system, with increased accuracy and precision, along with a complete safety of a patient.

(ii) Quickscope - A simple, hassle-free, low-cost, endoscope

Gastrointestinal endoscopes are devices which facilitate diagnosis and treatment of disorders of the esophagus, stomach and intestines, which are very expensive, and need an elaborate setup which require a scope assembly, a light source and a monitor. Quickscope will be an extremely convenient, low cost, portable endoscope which would revolutionize the process of endoscopies, especially in the emergency setup.

(iii) CNC Microscope for clinical diagnosis

An automated, point of care microscope which will detect the infection using artificial intelligence. It is a computer numerical controlled microscope (CNC microscope), which will be a portable device with a compact lens system and image capturing features. It has been successfully designed for malaria detection and can be used in remote areas in developing countries where healthcare sector is still limiting.

### 2. ICMR PFIZER CENTRE TO COMBAT ANTIMICROBIAL RESISTANCE – THE FIRST PUBLIC PRIVATE PARTNERSHIP OF ITS KIND

India being the largest consumer of antibiotics, the government in 2016 committed to tackling AMR by taking further steps towards a new National Action Plan on AMR. Globally, Pfizer has been aligning with governments, medical societies and healthcare institutions to enhance antibiotic surveillance programs and improve awareness. In India, during the last couple of years, your Company has been conducting several antimicrobial stewardship education programs and workshops to promote rational use of antibiotics and infection control practices in smaller hospitals and nursing homes.

Your Company had entered into a Memorandum of Understanding (MoU) with Indian Council of Medical Research to establish a Centre to combat Antimicrobial Resistance through which a number of interventions in the area of surveillance, stewardship programs, advocacy and awareness will be conducted. For the year under review, the project plan has been initiated with ICMR and received approvals from the governing body. The project has commenced and will be move towards achieving its targeted milestones in the year 2018-19.

### 3. SWACHH VIDYALAYA PROGRAM

Giving back to the society is embedded in Your Company's culture. Your Company's programs allow its colleagues to volunteer their time that instills a sense of pride and purpose going much beyond the conduct of everyday business. As part of its contribution towards the Swachh Vidyalaya/Swachh Bharat Campaign, your Company continued its efforts in building and refurbishing sanitation facilities in schools across the country. This year, your Company is happy to share that the sanitation projects undertaken in Lucknow, Mewat, Delhi and Goa were completed successfully and handed over to the schools.

### REASONS FOR SHORTFALL IN CSR SPEND:

Your company selects CSR programs that are novel, scalable, sustainable and aligning with national priorities providing maximum impact to the community. In order to maximize the impact of our CSR spending, we have deliberately decided to focus on large scale flagship initiatives that will align with our CSR focus and will be provided with priority attention, resources and continued scale to succeed.

The Pfizer IIT Delhi Innovation and IP Program-one of our key flagship projects started with four phases to be completed within two years of its commencement, and to be followed by an opportunity to expand the program through additional funds. The program itself has proven to be a tremendous success with four full time resident incubation projects and six IP filing projects already underway. Each of these innovations is expected to have a significant healthcare impact in the society. The Program has also generated positive reputation returns for Pfizer among all the company's external stakeholders. However, the third phase of the Program was delayed and the winners be selected by the end of July 2018. Subsequently, the fourth and final phase will be opened up for entries. Consequently, infusing additional funds into this program for program continuation and possible expansion in 2017-2018 was not been possible and has been delayed by a year.

The second major CSR initiative is the Pfizer ICMR program to combat Antimicrobial resistance. This partnership will be the first of its kind public-private collaboration on anti-microbial resistance in India. Further to signing of this MoU and transfer of funds from your Company in March 2017, the program was expected to be in implementation phase by May 2017. However, the program encountered delays on account of approvals from the Governing Council and leadership changes at ICMR. Consequently, fund utilization by the program implementation partner did not take place during the year. A significant component of activities under this program – on communication and advocacy – to be carried out directly by your Company too could not be initiated because of this delay to the start of the program.

Overall, the delay in the above flagship programs has impacted your Company's ability to infuse the planned additional investments in each of these flagship programs and has delayed these investments by a year.

For the year under review, while your company was required to spend ₹822 Lakhs, there was a short spend of ₹728 Lakhs. However, your Company will look towards meeting its CSR spend in the year 2018-19.

**RESPONSIBILITY STATEMENT**

The Responsibility Statement of the Corporate Social Responsibility (CSR) 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 CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**For and on behalf of Board of Directors**

| | |
|---|---|
| **S. Sridhar** | **Pradip Shah** |
| **Managing Director** | **Chairman, CSR Committee** |
| **DIN : 05162648** | **DIN: 00066242** |

**Mumbai, July 2, 2018**

# Annexure-B

## THE NOMINATION AND REMUNERATION POLICY

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.

**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 applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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; and
iv. The remuneration framework for Directors.

**2. PFIZER LIMITED'S COMPENSATION PHILOSOPHY:**

Pfizer Limited's ("**Company**"/ "**Pfizer**") 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 THE 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 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, re-appointment and removal of Directors, Key Managerial Personnel and Senior Management Personnel; and
vi. Devise a Policy on Board Diversity.

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

**i. The Nomination and Remuneration Committee will ensure that:**

a) 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;

b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c) remuneration to 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:**

a) 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.

b) 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.

c) the appointment of any Director / Key Managerial Personnel / Senior Management shall also be governed by the prevailing policies of the Company.

**iii. Term / Tenure:**

**a) 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.

**b) 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 five 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 if Independent Director it should be ensured that the 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 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 a 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 Managing Director, Whole-time Director, Key Managerial Personnel and Senior Management Personnel:**

i. **General:**

While determining the remuneration / compensation / benefits etc. to the Managing Director, 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 Managing Director and 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 Managing Director Whole-time Directors will be recommended by the Committee to the Board subject to the maximum limits approved by the Shareholders.**

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

The Committee shall ensure that Remuneration to Managing Director, 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 consists 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 Managing Director / 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

**Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013 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 March 31, 2018, 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 conducted on arm's length basis during the year ended March 31, 2018 are as follows:

| Sr. No. | Name of the Related Party and Relationship | Nature of Transaction | Duration | Salient Terms | Amount (₹ in Crores) |
|---|---|---|---|---|---|
| 1. | **Pfizer Inc., USA** (Ultimate Holding Company) | Reimbursement of Expenses | Ongoing | On arm's length basis and in ordinary course of business. | 0.88 |
| 2. | **Pfizer Investment Co. Ltd.** (Fellow Subsidiary) | Reimbursement of Expenses | Ongoing | On arm's length basis and in ordinary course of business. | 3.20 |
| 3. | **Pfizer Worldwide Services** (Fellow Subsidiary) | Service Income | Ongoing | On arm's length basis and in ordinary course of business. | 34.23 |
| 4. | **Pfizer Innovative Supply Point International BVBA, Belgium** (Fellow Subsidiary) | Purchase of Stock in trade | Ongoing | On arm's length basis and in ordinary course of business. | 242.60 |
| 5. | **Pfizer Service Company BVBA, Belgium** (Fellow Subsidiary) | Purchase of Stock in trade | Ongoing | On arm's length basis and in ordinary course of business. | 27.49 |
| | | Import of Raw Materials and Bulk Drugs | | | 55.49 |
| 6. | **Pfizer Products India Private Limited** (Fellow Subsidiary) | Recovery of Expenses | Ongoing | On arm's length basis and in ordinary course of business. | 1.31 |
| | | Service Charges | | | 2.97 |
| | | Service Income | | | 19.79 |

Necessary approvals have been taken for all related party transactions. No advances have been paid or received against the transactions mentioned above.

**For and on behalf of the Board of Directors**

**R. A. Shah**
**Chairman**
**DIN: 00009851**

**Mumbai, July 2, 2018**

# 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**

**A. CONSERVATION OF ENERGY:**

**a) Energy Conservation measures taken:**

1. The Company's manufacturing facility at Goa started replacing conventional lighting with LED Lights.

2. The facility has undergone modifications of HVAC system to improve the quality of treated air with adoption of new generation energy efficient technology.

3. The facility has also initiated the process of replacement of all the metal doors of the Steroid tablet manufacturing area with new generation doors to arrest air leakages, thus resulting in reduction of electrical power consumption.

4. New generation screen filtration unit has been introduced at the facility to minimize water consumption and hence saving of ground water and electricity cost.

**b) Impact of measures taken:**

i. Reduction of Electrical energy consumption.

ii. Reduction in carbon emission.

**c) Steps taken for utilizing alternate sources of energy:**

Nil

**d) Capital investment on energy conservation equipment:**

A sum of 50 Lakhs was spent as capital expenditure for upgradation of the facility to achieve energy conservation.

**B. TECHNOLOGY ABSORPTION:**

Research and Development (R & D):

**1. Efforts in brief made towards technology absorption:**

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.

Development of new products for the domestic market, improvement in product quality, operational excellence projects, technology transfer of products and reduction in energy consumption are some of the benefits derived as a result of above efforts carried out during the year under review.

**C. 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.

**D. EXPENDITURE ON RESEARCH AND DEVELOPMENT**

| | | (₹ in Crore) |
|---|---|---|
| (i) | Capital | - |
| (ii) | Revenue | - |
| (iii) | Total | - |
| **Total to R&D expenditure as percentage of total turnover** | | **-** |

**E. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the year under review:

a) Foreign exchange earnings by the Company was ₹2.24 Crore.

b) Foreign exchange expenditure (which includes import of raw materials and goods for resale, service charges etc.) was ₹148.87 Crore.

**For and on behalf of the Board of Directors**

**R. A. Shah**
**Chairman**
**DIN: 00009851**

**Mumbai, July 2, 2018**

# Annexure-E

## PARTICULARS OF EMPLOYEES

### PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) 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 Director to the median remuneration of the employees of the Company for the Financial Year. | **Executive Directors**<br>• Mr. S. Sridhar, Managing Director: **45.76**<br>• Mr. Vivek Dhariwal, Executive Director - Technical Operations: **23.65**<br>• Dr. Anurita Majumdar, Executive Director – Medical: **24.73**<br>• Mr. Ravi Prakash Bhagavathula, Executive Director - Finance and CFO*: **33.11**<br>**Non-Executive Directors**<br>• Mr. R. A. Shah, Independent Director: **2.62**<br>• Mr. Pradip Shah, Independent Director: **2.63**<br>• Mr. Uday Khanna, Independent Director: **2.44**<br>• Mr. S. S. Lalbhai, Independent Director: **2.32** |
| 2. | Percentage increase in remuneration of each Executive Director, Chief Financial Officer (CFO), Chief Executive Officer (CEO) and Company Secretary (Salary of 2017-18 v/s Salary of 2016-17) | • Mr. S. Sridhar, Managing Director (CEO) : **32.42%**<br>• Mr. Vivek Dhariwal, Executive Director - Technical Operations : **4.72%**<br>• Dr. Anurita Majumdar, Executive Director – Medical Affairs: **30.14%**<br>• Mr. Ravi Prakash Bhagavathula, Executive Director - Finance and CFO*: **10.43%**<br>• Mr. Prajeet Nair, Company Secretary : **5.48%** |
| 3. | Percentage increase in the median remuneration of employees in the financial year (2017-18 v/s 2016-17 | **6.72.%** |
| 4. | Number of Permanent Employees as on March 31, 2018 on the rolls of Company. | **2,630** |
| 5. | Average percentage 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. | Managerial Personnel: **19.18%**<br>Others: **8%** |
| | Justification for variation in the average percentile increase between Non Managerial employees and Managerial employees | The variation in the average percentage increase between managerial personnel and others is mainly due to higher increase in the irregular income of Key Managerial Personnel as a result of their annual Global Performance Plan. |
| 6. | 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. |

* Mr. Ravi Prakash Bhagavathula ceased to be the Executive Director - Finance and Chief Financial Officer of the Company effective February 28, 2018 and March 31, 2018 respectively.

**For and on behalf of the Board of Directors**

**R. A. Shah**
**Chairman**
**DIN: 00009851**

**Mumbai, July 2, 2018**

# Annexure-F

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018

[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**
The Capital, 1802 / 1901,
Plot No. C-70, G Block,
Bandra Kurla Complex,
Bandra (East), Maharashtra,
Mumbai – 400051.
CIN: L2431MH1950PLC008311

We have conducted the secretarial audit of the compliance of 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, 2018 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, 2018 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-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment; the Company has neither made any Overseas Direct Investment (ODI) nor accepted any External Commercial Borrowings (ECB), hence ODI and ECB Guidelines are not applicable to the Company.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) 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;

d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Price (Control) Order, 2013

iv. Narcotic Drugs and Psychotropic Substances Act, 1985

v. Pharmacy Act, 1948

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 (Share Based Employee Benefits) Regulations, 2014;

v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

We have also examined compliance with respect to the Secretarial Standards in respect of Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and 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.

- All decisions were carried through unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificates issued by the Legal Director and the Company Secretary which were taken on record by the Board of Directors at their meetings, we are of the opinion that the management has adequate systems and processes, 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 during the audit period, there are no specific events/ actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above.

**Saraf and Associates**
(Practising Company Secretaries)

**K. G. Saraf**
**Proprietor**
**FCS 1596 : CP 642**

**Place : Mumbai**
**Date : July 2, 2018**

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE 1' and forms an integral part of this report.

## 'ANNEXURE 1'

To,

The Members,
**PFIZER LIMITED**
The Capital, 1802 / 1901,
Plot No. C-70, G Block,
Bandra Kurla Complex,
Bandra (East), Maharashtra,
Mumbai – 400051.
CIN: L2431MH1950PLC008311

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**
(Practising Company Secretaries)

**Place : Mumbai**
**Date : July 2, 2018**

**K. G. Saraf**
**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 MARCH 31, 2018)**
**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<br>Sub-Category of the Company | Company limited by Shares<br>Non Government Company |
| v. | Address of the Registered office and contact details | The Capital, 1802/1901<br>Plot No. C-70, G Block<br>Bandra Kurla Complex<br>Bandra East<br>Mumbai – 400 051<br>Tel: +91 22 6693 2000<br>Fax: +91 22 2654 0274<br>Email: contactus.india@pfizer.com<br>Website: www.pfizerindia.com |
| vi. | Whether listed Company | Yes |
| viii. | Name Address and Contact details of Registrar and Transfer Agent, if any | Karvy Computershare Private Limited<br>UNIT: PFIZER LIMITED<br>Karvy Selenium Tower B, Plot No 31 & 32,<br>Gachibowli, Financial District, Nanakramguda,<br>Serilingampally, Hyderabad, Telangana – 500032.<br>Tel: +91 40 6716 2222 \| Fax: +91 40 2300 1153<br>Toll Free No: 1-800-3454-001 \| E-mail ID: einward.ris@karvy.com |

## II. PRINCIPAL BUSINESS ACTIVITES OF THE COMPANY

All 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/services | NIC Code of the Product | % to total turnover of the Company |
|---|---|---|---|
| 1 | Pharmaceutical | 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.<br>Rivium Westlaan 142<br>2909 Ld Capelle Aan Den Ijssel<br>The Netherlands | N.A. | Promoter | 39.75 | 2(69) |
| 2. | Wyeth LLC<br>1209 Orange Street<br>Wilmington<br>Delaware<br>USA 19801 | N.A. | Promoter | 12.28 | 2(69) |

| Sr. No. | Name and address of the Company | CIN/GLN | Holding/Subsidiary/ Associate | % of Shares held | Applicable Section |
|---|---|---|---|---|---|
| 3. | Wyeth Holdings Corporation<br>1536 Main Street<br>Readfield ME 04355<br>United States | N.A. | Promoter | 3.56 | 2(69) |
| 4. | Warner-Lambert Company LLC<br>1209 Orange Street<br>Wilmington<br>Delaware<br>USA 19801 | N.A. | Promoter | 2.60 | 2(69) |
| 5. | Parke, Davis & Company LLC<br>30600 Telegraph Road,<br>Suite 2345<br>Bingham Farms<br>Michigan 48025 USA | N.A. | Promoter | 2.09 | 2(69) |
| 6. | John Wyeth & Brother Limited<br>Ramsgate Road<br>Sandwich, Kent<br>CT13 9NJ<br>United Kingdom | N.A. | Promoter | 1.93 | 2(69) |
| 7. | Pharmacia Corporation<br>1209 Orange Street<br>Wilmington<br>Delaware<br>USA 19801 | 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 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. | Central Government | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c. | State Government(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d. | Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e. | Banks/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f. | Any other | | | | | | | | | |
| | **Sub-Total (A) (1)** | **0** | **0** | **0** | **0** | **0** | **0** | **0** | **0** | **0** |
| **(2)** | **Foreign** | | | | | | | | | |
| a. | NRIs- Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. | Other Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c. | Bodies Corp | 29243042 | 0 | 29243042 | 63.92 | 29243042 | 0 | 29243042 | 63.92 | 0 |
| d. | Banks/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e. | Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub Total (A) (2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Total Shareholding of Promoter (A) = (A)(1) + (A)(2)** | | **29243042** | **0** | **29243042** | **63.92** | **29243042** | **0** | **29243042** | **63.92** | **0** |
| B. | Public Shareholding | | | | | | | | | |
| 1. | Institutions | | | | | | | | | |
| a. | Mutual Funds | 3811951 | 740 | 3812691 | 8.34 | 3934381 | 550 | 3934931 | 8.60 | 3.21 |
| b. | Banks/FI | 36326 | 1489 | 37815 | 0.08 | 216372 | 1775 | 218147 | 0.48 | 476.88 |
| c. | Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| 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 | |
| d. | State Govts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e. | Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f. | Insurance Companies | 966446 | 0 | 966446 | 2.11 | 1295420 | 0 | 1295420 | 2.83 | 34.04 |
| g. | FIIs/FPI | 1322487 | 46 | 1322533 | 2.89 | 1376370 | 11 | 1376381 | 3.01 | 4.07 |
| h. | Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i. | Alternative Investment Fund | 0 | 0 | 0 | 0 | 125918 | 0 | 125918 | 0.28 | N. A |
| | **Sub-Total (B)(1)** | **6137210** | **2275** | **6139485** | **13.42** | **6948461** | **2336** | **6950797** | **15.20** | **13.22** |
| **2.** | **Non Institutions** | | | | | | | | | |
| **a.** | **Bodies Corporate** | | | | | | | | | |
| i. | Indian | 2667696 | 25250 | 2692946 | 5.89 | 2489005 | 9201 | 2498206 | 5.46 | (7.23) |
| ii. | Overseas | 0 | 1983 | 1983 | 0 | 0 | 835 | 835 | 0 | (57.89) |
| b. | Individuals | | | | | | | | | |
| i. | Individual shareholders holding nominal share capital upto ₹1 Lakh | 5687959 | 1043142 | 6731101 | 14.71 | 5242194 | 777206 | 6019400 | 13.15 | (10.57) |
| ii. | Individual shareholders holding nominal share capital in excess of ₹1 Lakh | 648379 | 0 | 648379 | 1.42 | 514295 | 0 | 514295 | 1.12 | (20.68) |
| **c.** | **Others (Specify)** | | | | | | | | | |
| i. | Directors and Relatives | 6017 | 0 | 6017 | 0.01 | 6017 | 0 | 6017 | 0.01 | 0 |
| ii. | Trusts | 3945 | 88 | 4033 | 0.01 | 2754 | 88 | 2842 | 0.01 | (29.53) |
| iii. | NBFC | 2200 | 0 | 2200 | 0.01 | 2069 | 0 | 2069 | 0.00 | (5.95) |
| iv. | Non-resident Indians | 224800 | 9093 | 233893 | 0.51 | 204610 | 3621 | 208261 | 0.46 | (10.95) |
| v. | Clearing Members | 44084 | 569 | 44653 | 0.10 | 20620 | 2 | 20622 | 0.05 | (53.81) |
| vi. | MCA IEPF Account | 0 | 0 | 0 | 0.00 | 281376 | 0 | 281376 | 0.62 | N.A. |
| | **Sub-Total (B)(2)** | **9285080** | **1080125** | **10365205** | **22.66** | **8762940** | **790953** | **9553923** | **20.88** | **(8.49)** |
| | **Total Public Shareholding (B)=(B)(1)+(B)(2)** | **15422290** | **1082400** | **16504690** | **36.08** | **15711401** | **793289** | **16504690** | **36.08** | **0.00** |
| **C.** | **Shares held by the Custodian, against which depository receipts have been issued** | | | | | | | | | |
| | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Grand Total (A+B+C)** | **44665332** | **1082400** | **45747732** | **100** | **44954443** | **793289** | **45747732** | **100** | **0** |

## ii) Shareholding of Promoters

| Sr. No | Shareholders Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % Change in share-holding during the year |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | % of shares pledged / encumbered to total shareholders | No. of Shares | % of total shares of the Company | % of shares pledged / encumbered to total shareholders | |
| 1 | Pfizer East India B. V. | 18186334 | 39.75 | 0 | 18186334 | 39.75 | 0 | 0 |
| 2 | Wyeth LLC | 5617707 | 12.28 | 0 | 5617707 | 12.28 | 0 | 0 |
| 3 | Wyeth Holdings Corporation | 1630164 | 3.56 | 0 | 1630164 | 3.56 | 0 | 0 |
| 4 | Warner-Lambert Company LLC | 1187163 | 2.60 | 0 | 1187163 | 2.60 | 0 | 0 |
| 5 | Parke, Davis & Company LLC | 955733 | 2.09 | 0 | 955733 | 2.09 | 0 | 0 |
| 6 | John Wyeth & Brother Limited | 882000 | 1.93 | 0 | 882000 | 1.93 | 0 | 0 |
| 7 | Pharmacia Corporation | 783941 | 1.71 | 0 | 783941 | 1.71 | 0 | 0 |
| | **Total** | **29243042** | **63.92** | **0** | **29243042** | **63.92** | **0** | **0** |

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.

### 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 | 39.75 | 18186334 | 39.75 |
| | At the end of the year | 18186334 | 39.75 | 18186334 | 39.75 |
| 2 | Wyeth LLC | | | | |
| | At the beginning of the year | 5617707 | 12.28 | 5617707 | 12.28 |
| | At the end of the year | 5617707 | 12.28 | 5617707 | 12.28 |
| 3 | Wyeth Holdings Corporation | | | | |
| | At the beginning of the year | 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 | 2.60 | 1187163 | 2.60 |
| | At the end of the year | 1187163 | 2.60 | 1187163 | 2.60 |
| 5 | Parke, Davis & Company LLC | | | | |
| | At the beginning of the year | 955733 | 2.09 | 955733 | 2.09 |
| | At the end of the year | 955733 | 2.09 | 955753 | 2.09 |
| 6 | John Wyeth & Brother Limited | | | | |
| | At the beginning of the year | 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 | 1.71 | 783941 | 1.71 |
| | At the end of the year | 783941 | 1.71 | 783941 | 1.71 |
| | **Total** | **29243042** | **63.92** | **29243042** | **63.92** |

None of the promoter shareholders have made any transactions with respect to the shares of the Company during the financial year ended March 31, 2018.

### 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** | **ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED AND SCHEMES** | | | | |
| | Opening Balance | 2285751 | 5.00 | 2285751 | 5.00 |
| | Shares bought during the period 01/04/2017 to 31/03/2018 | 734472 | 1.60 | 3020223 | 6.60 |
| | Shares sold during the period 01/04/2017 to 31/03/2018 | 115674 | 0.25 | 2904549 | 6.35 |
| | Closing Balance | 2904549 | 6.35 | 2904549 | 6.35 |
| **2** | **BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.** | | | | |
| | Opening Balance | 1015778 | 2.22 | 1015778 | 2.22 |
| | Shares bought during the period 01/04/2017 to 31/03/2018 | 103200 | 0.22 | 1118978 | 2.44 |
| | Shares sold during the period 01/04/2017 to 31/03/2018 | 197746 | 0.43 | 921232 | 2.01 |
| | Closing Balance | 921232 | 2.01 | 921232 | 2.01 |
| **3** | **ICICI PRUDENTIAL VALUE FUND - SERIES 6 AND SCHEMES** | | | | |
| | Opening Balance | 974406 | 2.13 | 974406 | 2.13 |
| | Shares bought during the period 01/04/2017 to 31/03/2018 | 0 | 0.00 | 974406 | 2.13 |
| | Shares sold during the period 01/04/2017 to 31/03/2018 | 333711 | 0.73 | 640695 | 1.40 |
| | Closing Balance | 640695 | 1.40 | 640695 | 1.40 |

| 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 |
| 4 | **ATUL LIMITED** | | | | |
| | Opening Balance | 958927 | 2.10 | 958927 | 2.10 |
| | Shares bought during the period 01/04/2017 to 31/03/2018 | 0 | 0.00 | 0 | 0.00 |
| | Shares sold during the period 01/04/2017 to 31/03/2018 | 0 | 0.00 | 0 | 0.00 |
| | Closing Balance | 958927 | 2.10 | 958927 | 2.10 |
| 5 | **LIFE INSURANCE CORPORATION OF INDIA** | | | | |
| | Opening Balance | 571746 | 1.25 | 571746 | 1.25 |
| | Shares bought during the period 01/04/2017 to 31/03/2018 | 511975 | 1.12 | 1083721 | 2.37 |
| | Shares sold during the period 01/04/2017 to 31/03/2018 | 22574 | 0.05 | 1061147 | 2.32 |
| | Closing Balance | 1061147 | 2.32 | 1061147 | 2.32 |
| 6 | **UTI-EQUITY FUND** | | | | |
| | Opening Balance | 374996 | 0.82 | 374996 | 0.82 |
| | Shares bought during the period 01/04/2017 to 31/03/2018 | 82146 | 0.18 | 457142 | 1.00 |
| | Shares sold during the period 01/04/2017 to 31/03/2018 | 143133 | 0.31 | 314009 | 0.69 |
| | Closing Balance | 314009 | 0.69 | 314009 | 0.69 |
| 7 | **PARI WASHINGTON COMPANY PRIVATE LIMITED** | | | | |
| | Opening Balance | 291402 | 0.64 | 291402 | 0.64 |
| | Shares bought during the period 01/04/2017 to 31/03/2018 | 0 | 0.00 | 0 | 0.00 |
| | Shares sold during the period 01/04/2017 to 31/03/2018 | 0 | 0.00 | 0 | 0.00 |
| | Closing Balance | 291402 | 0.64 | 291402 | 0.64 |
| 8 | **THE ORIENTAL INSURANCE COMPANY LIMITED** | | | | |
| | Opening Balance | 250393 | 0.55 | 250393 | 0.55 |
| | Shares bought during the period 01/04/2017 to 31/03/2018 | 0 | 0.00 | 246257 | 0.54 |
| | Shares sold during the period 01/04/2017 to 31/03/2018 | 4136 | 0.01 | 246257 | 0.54 |
| | Closing Balance | 246257 | 0.54 | 246257 | 0.54 |
| 9 | **SHANKAR RESOURCES PRIVATE LIMITED** | | | | |
| | Opening Balance | 157220 | 0.34 | 157220 | 0.34 |
| | Shares bought during the period 01/04/2017 to 31/03/2018 | 0 | 0.00 | 0 | 0.00 |
| | Shares sold during the period 01/04/2017 to 31/03/2018 | 0 | 0.00 | 0 | 0.00 |
| | Closing Balance | 157220 | 0.34 | 157220 | 0.34 |
| 10 | **VANGUARD EMERGING MARKETS STOCK INDEX FUND** | | | | |
| | Opening Balance | 153189 | 0.33 | 153189 | 0.33 |
| | Shares bought during the period 01/04/2017 to 31/03/2018 | 159129 | 0.35 | 312318 | 0.68 |
| | Shares sold during the period 01/04/2017 to 31/03/2018 | 156393 | 0.34 | 155925 | 0.34 |
| | Closing Balance | 155925 | 0.34 | 155925 | 0.34 |

## v) Shareholding of Directors and Key Managerial Personnel (KMP):

| 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 | 3540 | 0.01 | 3540 | 0.01 |
| | At the end of the year | 3540 | 0.01 | 3540 | 0.01 |
| 2 | Mr. Pradip Shah – Independent Director | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | 0 | 0.00 | 0 | 0.00 |
| 3 | Mr. Uday Khanna – Independent Director | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | 0 | 0.00 | 0 | 0.00 |
| 4 | Mr. Sunil Lalbhai – Independent Director | | | | |
| | At the beginning of the year | 2477 | 0.01 | 2477 | 0.01 |
| | At the end of the year | 2477 | 0.01 | 2477 | 0.01 |
| 5 | Mr. S. Sridhar – Managing Director | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | 0 | 0.00 | 0 | 0.00 |
| 6 | Mr. Vivek Dhariwal – Executive Director | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | 0 | 0.00 | 0 | 0.00 |
| 7 | Dr. Anurita Majumdar – Executive Director | | | | |
| | At the begining of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | 0 | 0.00 | 0 | 0.00 |
| 8. | Mr. Ravi Prakash Bhagavathula# | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | 0 | 0.00 | 0 | 0.00 |
| 9. | Mr. Prajeet Nair – Company Secretary (KMP) | | | | |
| | At the beginning of the year | 1 | 0.00 | 1 | 0.00 |
| | At the end of the year | 1 | 0.00 | 1 | 0.00 |

# Ceased to be the Executive Director - Finance and Chief Financial Officer of the Company effective close of business on February 28, 2018 and March 31, 2018 respectively.

## 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. S. Sridhar | Mr.Vivek Dhariwal | Dr. Anurita Majumdar | Mr. Ravi Prakash Bhagavathula# | |
| | | CEO and MD | WTD | WTD | WTD | |
| 1 | Gross Salary | | | | | |
| | a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 3,22,61,400 | 1,66,58,808 | 1,73,86,400 | 2,10,68,399 | 8,73,75,007 |
| | b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 | 28,800 | 28,800 | - | - | 57,600 |
| | c) Profits in lieu of salary u/s 17(3) of the Income-tax Act, 1961 | - | - | - | - | - |
| 2 | Stock Option* | 19,73,783 | 25,26,439 | - | - | 45,00,222 |
| 3 | Sweat Equity | - | - | - | - | - |
| 4 | Commission | - | - | - | - | - |
| | • As % of profit | | | | | |
| | • Others, specify | | | | | |
| 5 | Other please specify | - | - | - | - | - |
| | Total | **3,42,63,983** | **1,92,14,047** | **1,73,86,400** | **2,10,68,399** | **9,19,32,829** |
| | Ceiling as per the Act | 32,50,81,000 | 32,50,81,000 | 32,50,81,000 | 32,50,81,000 | 65,01,62,400 |

* Consists of Stock Options / Restricted Stock Units granted by the Parent Company, Pfizer Inc. USA

# Mr. Ravi Prakash Bhagavathula ceased to be the Executive Director - Finance effective February 28, 2018.

#### B. Remuneration to other Directors

| Sr. No. | Particulars of Remuneration | Name of Directors | | | | Total Amount (₹) |
|---|---|---|---|---|---|---|
| 1. | Independent Directors | Mr. R. A. Shah | Mr. Pradip Shah | Mr. Uday Khanna | Mr. Sunil Lalbhai | |
| | • Fee for attending board / committee meetings | 5,10,000 | 5,20,000 | 3,90,000 | 3,10,000 | 17,30,000 |
| | • Commission | 12,50,000 | 12,50,000 | 12,50,000 | 12,50,000 | 50,00,000 |
| | • Others, please specify | - | - | - | - | - |
| | Total Managerial Remuneration | **17,60,000** | **17,70,000** | **16,40,000** | **15,60,000** | **67,30,000** |
| | Overall Ceiling as per the Act | **6,50,16,240** | | | | |
| 2. | Other Non-Executive Directors | | | | | |
| | • Fee for attending board / committee meetings | N.A. | | | | N.A. |
| | • Commission | N.A. | | | | N.A. |
| | • Others, please specify | N.A. | | | | N.A. |
| | Total Managerial Remuneration | **N.A.** | | | | **N.A.** |
| | Overall Ceiling as per the Act | N.A. | | | | N.A. |

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

| Sr No. | Particulars of Remuneration | Key Managerial Personnel | | Total Amount (₹) |
|---|---|---|---|---|
| | | Mr. Ravi Prakash Bhagavathula# | Mr. Prajeet Nair | |
| | | CFO - Chief Financial Officer | CS - Company Secretary | |
| 1 | Gross Salary | | | |
| | a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 19,15,309 | 42,09,656 | 61,24,965 |
| | b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 | - | - | - |
| | c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961 | - | - | - |
| 2 | Stock Option* | - | 10,86,212 | 10,86,212 |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission | - | - | - |
| | • As % of profit | | | |
| | • Others, specify | | | |
| 5 | Other please specify | - | - | - |
| | Total | 19,15,309 | 52,95,868 | 72,11,177 |

* Consists of Restricted Stock Units granted by the Parent Company, Pfizer Inc. USA.

# Remuneration for the month of March 2018. Mr. Ravi Prakash Bhagavathula ceased to be the Chief Financial Officer effective March 31, 2018

### VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no instances of any penalties / punishment / compounding of offences for the year ended March 31, 2018.

# 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. It lies in observing the spirit behind the letter. 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 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 Independent Directors and 3 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. S. Sridhar, Mr. Vivek Dhariwal and Dr. Anurita Majumdar (Woman Director) are Executive Directors on the Board. The Chairman of the Board is a Non-Executive Independent Director. None of the Director is related to other Directors.

#### (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 120 days. The Board is apprised and informed of all the important information relating to the business of the Company including those listed in Part A of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). 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 the draft of the relevant documents and explanatory notes wherever required, to enable the Board to discharge its responsibilities effectively and take informed decisions. The Company is in compliance with the provisions of the Secretarial Standards on the Meetings of the Board of Directors.

Five Board Meetings were held during the financial year under review. These Meetings were held on May 6, 2017, July 29, 2017, November 10, 2017, January 24, 2018 and March 1, 2018. 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 March 31, 2018, 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 | 4/4 |
| Mr. S. Sridhar | MD | 5 | 5 | Yes | Nil | N.A. |
| Mr. Pradip Shah | NED (I) | 5 | 4^ | Yes | 8 | 6/1 |
| Mr. Uday Khanna | NED (I) | 5 | 3^ | Yes | 4 | 3/2 |
| Mr. Sunil Lalbhai | NED (I) | 5 | 5 | Yes | 5 | 2/Nil |
| Mr. Vivek Dhariwal | WTD | 5 | 4 | Yes | Nil | N.A. |
| Dr. Anurita Majumdar | WTD | 5 | 5 | Yes | Nil | N.A. |
| Mr. Ravi Prakash Bhagavathula# | WTD | 4 | 4 | Yes | Nil | N.A. |

MD - Managing Director, NED (I) - Non-Executive Director, Independent, NED - Non-Executive Director, WTD - Whole-time Director.

^ Leave of absence was granted

# Mr. Ravi Prakash Bhagavathula ceased to be the Executive Director - Finance effective close of business on February 28, 2018.

**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 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 they are a Director. Number of Chairmanships / Membership 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 & 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. S. Sridhar as its Members.

Mr. Pradip Shah, Mr. Uday Khanna and Mr. S. Sridhar are Chartered Accountants by profession. Mr. R. A. Shah is a Solicitor by profession. All the members of the Audit Committee are professionals and financially literate within the meaning of Regulation 18 (1) (c) of the Listing Regulations. Mr. Prajeet Nair, Company Secretary, acts as the Secretary to the Committee.

Four Audit Committee Meetings were held during the financial year under review and the gap between two Meetings did not exceed 120 days. These Meetings were held on May 6, 2017, July 29, 2017, November 10, 2017 and January 24, 2018. 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) | 4 | 4 |
| Mr. Pradip Shah | NED(I) | 4 | 4 |
| Mr. Uday Khanna | NED(I) | 4 | 3^ |
| Mr. S. Sridhar | MD | 4 | 4 |

*MD - Managing Director, NED (I) - Non-Executive Director, Independent ^ Leave of absence was granted

The terms of reference of the Audit Committee includes the matters specified under Part C of Schedule II to the Listing Regulations as well as Section 177 of the Companies Act, 2013. The Chief Financial Officer, Internal Auditor and Statutory Auditors are permanent invitees to the Meeting. The Chairman of the Audit Committee was present at the 66th Annual General Meeting held on August 30, 2017. 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, Company Secretary, acts as the Secretary to the Committee and as the Compliance Officer. The details of the composition of the Stakeholders' Relationship Committee and the attendance of the Members at the Meeting held on January 24, 2018 are as under:

| Name | Designation | Category* | Attendance at the Meeting held on January 24, 2018 |
|---|---|---|---|
| Mr. Uday Khanna (Chairman) | Chairman | NED(I) | Yes |
| Mr. Sunil Lalbhai | Member | NED(I) | Yes |
| Mr. Vivek Dhariwal | Member | WTD | Yes |

*NED (I) - Non-Executive Director, Independent, WTD - Whole-time Director

The terms of reference of the Stakeholders' Relationship Committee covers the matters specified under Part D of Schedule II to the Listing Regulations as well as under Section 178 of the Companies Act, 2013.

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:

| | As on April 1, 2017 | Received during the financial year | Cleared/ attended during the financial year | Pending as on March 31, 2018 |
|---|---|---|---|---|
| Non-receipt of dividend warrants | Nil | 71 | 71 | Nil |
| Non-receipt of share certificates after transfer, deletion of name, transmission, transposition, consolidation of folios & share certificates, correction of name, etc. | Nil | 09 | 09 | Nil |
| Non-receipt of Annual Report | Nil | Nil | Nil | Nil |
| Letters from SEBI, Stock Exchanges and Ministry of Corporate Affairs | Nil | 29 | 27 | Nil |
| **Total** | **Nil** | **109** | **107** | **Nil** |

During the financial year under review, 109 complaints were received and 107 complaints have been redressed/ answered to the satisfaction of the shareholders. The pending 2 complaints were resolved post the financial year end. There are no complaints pending as on date. 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 Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Presently, the Corporate Social Responsibility Committee comprises of Mr. Pradip Shah as its Chairman, Mr. S. Sridhar and Mr. Vivek Dhariwal as its Members. Mr. Prajeet Nair, the Company Secretary, acts as the Secretary to the Committee. The Head of the Public Affairs/Corporate Affairs Division of the Company is an invitee to the Meeting.

Two Corporate Social Responsibility Committee meetings were held during the financial year under review. These Meetings were held on May 6, 2017 and July 29, 2017. 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. S. Sridhar | MD | 2 | 2 |
| Mr. Vivek Dhariwal | WTD | 2 | 2 |

* MD - Managing Director, 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 Section 135 of the Companies Act, 2013, Schedule VII to the Act and Rules made thereunder. The Minutes of the Corporate Social Responsibility Committee Meetings were noted at the Board Meetings.

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 Report on 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.

## 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) as its Members. Mr. Prajeet Nair, the Company Secretary, acts as the Secretary to the Committee.

The details of composition of the Nomination and Remuneration Committee and the attendance of the Members at the Meeting held on May 6, 2017 are as under:

| Name | Designation | Category | Attendance at the Meeting held on May 6,2017 |
|---|---|---|---|
| Mr. Pradip Shah (Chairman) | Chairman | NED(I) | Yes |
| Mr. R. A. Shah | Member | NED(I) | Yes |
| Mr. Uday Khanna | Member | NED(I) | Yes |

*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 Part D of Schedule II to the Listing Regulations as well as under Section 178 of the Companies Act, 2013.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have formulated and adopted Nomination and Remuneration Policy in February 2015 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 & SHARE TRANSFER COMMITTEE**

Presently, the Board Administrative & Share Transfer Committee comprises of Mr. S. Sridhar, Managing Director, Mr. Vivek Dhariwal, Whole-time Director and Dr. Anurita Majumdar, Whole-time Director. Mr. Prajeet Nair, Company Secretary, acts as the Secretary to the Committee. The details of composition of the Board Administrative & Share Transfer Committee and attendance of the Members thereat are as under:

| Name | Category* | Number of Meetings held | Number of Meetings attended |
|---|---|---|---|
| Mr. S. Sridhar | MD | 47 | 45 |
| Mr. Vivek Dhariwal | WTD | 47 | 46 |
| Dr. Anurita Majumdar | WTD | 47 | 47 |
| Mr. Ravi Prakash Bhagavathula# | WTD | 44 | 42 |

* MD - Managing Director, WTD - Whole-time Director.

\# Mr. Ravi Prakash Bhagavathula ceased to be the Executive Director - Finance with effect from close of business on February 28, 2018.

The Board Administrative & Share Transfer Committee, *inter alia*, considers and approves operational and administrative matters and 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 & 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 The criteria for payment of remuneration to Directors is given in the Nomination and Remuneration Policy of the Company - 'Annexure B' to the Board's Report.

**(a) Executive Directors**

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

(Amount in ₹)

| Name | Salary | Benefits and Perquisites* | Performance Linked Incentives | Total |
|---|---|---|---|---|
| Mr. S. Sridhar - Managing Director | 2,35,80,192 | 21,40,591 | 85,43,200 | 3,42,63,983 |
| Mr. Vivek Dhariwal | 1,21,09,356 | 35,53,791 | 35,50,900 | 1,92,14,047 |
| Dr. Anurita Majumdar | 1,30,56,528 | 1,98,872 | 41,31,000 | 1,73,86,400 |
| Mr. Ravi Prakash Bhagavathula# | 1,59,31,311 | 9,19,413 | 42,17,675 | 2,10,68,399 |

*Benefits and Perquisites include stock options / restricted stock units granted by the Parent Company, Pfizer Inc. USA

\# Mr. Ravi Prakash Bhagavathula ceased to be the Executive Director - Finance effective close of business on February 28, 2018.

**(i) 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.

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).

**(ii) 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 Five Year Total Shareholder Return Units granted by the Parent Company, Pfizer Inc. USA.

**(iii) Performance Linked Incentive criteria**

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

**(iv)** Mr. S. Sridhar, Mr. Vivek Dhariwal, Dr. Anurita Majumdar and Mr. Ravi Prakash Bhagavathula do not hold any equity shares of the Company.

**(b) Non-Executive Directors**

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

(₹ in Lakhs)

| Name | Sitting Fees | Commission | Total | Number of shares held |
|---|---|---|---|---|
| Mr. R.A. Shah | 5.10 | 12.50 | 17.60 | 3,540 |
| Mr. Pradip Shah | 5.20 | 12.50 | 17.70 | Nil |
| Mr. Uday Khanna | 3.90 | 12.50 | 16.40 | Nil |
| Mr. Sunil Lalbhai | 3.10 | 12.50 | 15.60 | 2,477 |
| **Total** | **17.30** | **50.00** | **67.30** | |

(1) The Commission payable to the Resident 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 September 6, 2013. The amount of Commission payable to each of the Resident 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.

(2) 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 ₹ 1.67 Crore 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.

(3) 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 regulation 17 (8) of the listing Regulations, the Certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for the financial year ended March 31, 2018, duly signed by Mr. S. Sridhar, Managing Director (CEO) was placed before the Board of Directors at its Meeting held on May 7, 2018.

Mr. Ravi Prakash Bhagavathula ceased to be the Chief Financial Officer of the Company effective close of business on March 31, 2018 and accordingly the said certificate is signed by the Managing Director (CEO).

## V. GENERAL BODY MEETINGS

**(a) The details of the last 3 Annual General Meetings ('AGM') held**

| AGM | Financial Year | Date and Time | Venue of the AGM |
|---|---|---|---|
| 66th | 2016-2017 | August 30, 2017 at 3.00 p.m. | Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021. |
| 65th | 2015-2016 | July 5, 2016 at 3.00 p.m. | |
| 64th | 2014-2015 | July 13, 2015 at 3.00 p.m | |

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

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

A Special Resolution was passed at the 64th Annual General Meeting of the Company held on July 13, 2015, for adoption of the revised Articles of Association of the Company to align it with the provisions of the Companies Act, 2013 including Rules framed thereunder and Table 'F' to Schedule I to the Companies Act, 2013.

**(c) Passing of Special Resolutions by Postal Ballot**

During the year under review, there was no special resolution required to be passed through postal ballot.

The Resolution with respect to continuation of the remaining term up to November 9, 2019, for Mr. R. A. Shah (DIN: 00009851) as an Independent Director is proposed to be passed by Special Resolution at the ensuing Annual General Meeting.

None of the Resolutions proposed for the ensuing Annual General Meeting is required to be passed by Postal Ballot.

## VI. OTHER 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/Revised%20Related%20Party%20Transaction%20Policy%20-%20Pfizer%20website.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 Indian Accounting Standard 24 are disclosed in Note 40 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 Regulations. The said transactions are in the ordinary course of business and at arm's length basis. The Company had taken omnibus approvals for indicative transactions proposed during the financial year ended March 31, 2018.

**(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 December 30, 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. S. Sridhar, 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 Mechanism provides for adequate safeguards against victimization and also direct access to the higher levels of supervisors. No person has been denied access to the Audit Committee.

The E-mail ID for reporting genuine concerns is corporate.compliance@pfizer.com. In appropriate and exceptional cases, concerns may be raised directly to the Chairperson of the Audit Committee at: Chairman.IndiaAuditcom@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 Indian Accounting Standards**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy in use.

**(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'. The weblink for the Policy and details of the Familiarization Programmes imparted to the Independent Directors during the financial year under review is http://www.pfizerindia.com/eNewsWebsite/investor/pdf/Familiarization%20program%20for%20IDs%20-%20Pfizer.pdf

**(j) Performance Evaluation Criteria for Independent Directors**

The Company has devised a performance evaluation framework and policy, which sets a mechanism for the evaluation of the Independent Directors. Performance evaluation of the Independent Directors was carried out through an evaluation program in terms of the aforesaid performance evaluation framework and policy.

**(k) Transfer of shares to Ministry of Corporate Affairs INVESTOR EDUCATION AND PROTECTION FUND ('IEPF') Account**

The details in respect of the transfer of shares to the MCA's IEPF Account pursuant to Section 124 of the Companies Act, 2013 and ("the Act") read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("the Rules") and other applicable provisions of the Act, if any, are provided in Note No. 8 to the Notice of the 67th Annual General Meeting of the Company.

**(l) Transfer of shares to Unclaimed Suspense Account**

The details in respect of the shares held by the Company in its unclaimed suspense account are provided in Note No. 10 to the Notice of the 67th Annual General Meeting of the Company.

**(m) Dividend Distribution Policy**

In terms of the provisions of Regulation 43A of the SEBI Listing Regulations, the dividend distribution policy for determining the parameters and factors to be considered for declaration of dividend is available on the website of the Company at 'www.pfizerindia.com'.

**(n) Policy on criteria for determining materiality of events**

In terms of the Regulation 30 of the SEBI Listing Regulations, the policy on criteria for determining materiality of events and ensuring timely and accurate dissemination of the material event/information to the Stock Exchanges is available on the website of the Company at 'www.pfizerindia.com'.

**(o) Code of conduct for dealing in Company's securities**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has framed a Code of Conduct for the designated persons for dealing in the securities of the Company.

**(p) Code of practices and procedures for fair disclosure of unpublished price sensitive information**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has framed code of practices and procedures for fair disclosure of unpublished price sensitive information. The same is available on the website of the Company at 'www.pfizerindia.com'.

**(q) Archival Policy for website content**

In terms of the Regulation 30 of the SEBI Listing Regulations, the Company has formulated a policy on maintaining and preserving timely and accurate records uploaded on the website of the Company. The same is available on the website of the Company at 'www.pfizerindia.com'.

**(r) Mandatory Requirements**

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

**(s)** The Company does not deal in commodity and hence disclosure relating to commodity price risks and commodity hedging activities is not applicable.

## 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 displayed under the Investor Relations section on the Company's website 'www.pfizerindia.com' shortly after its submission to the Stock Exchanges. Further the Press Release issued by the Company are uploaded on the Company's website 'www.pfizerindia.com'.

**Presentation to Institutional Investors / Analysts**

One tele-conference was held with Institutional Investors / Analysts on May 18, 2017. The transcript of the same is posted 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, Day, Time and Venue of the Annual General Meeting

| | | |
|---|---|---|
| Date | : | September 6, 2018 |
| Day | : | Thursday |
| Time | : | 3.00 p.m. |
| Venue | : | Rama Watumull Auditorium, Kishinchand Chellaram College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400020. |

**Financial Year**

The financial year of the Company is from 1st April to 31st March. Financial Calendar (Tentative)

| | |
|---|---|
| First Quarter Results | August 2, 2018 |
| Second Quarter Results | November 14, 2018 |
| Third Quarter Results | February 9, 2019 |
| Fourth Quarter and Annual Results | May 7, 2019 |

**Date of Book Closure**

August 31, 2018 (Friday) to September 6, 2018 (Thursday) {both days inclusive}

**Dividend Payment Date**

The Board of Directors at its meeting held on May 7, 2018, has recommended a dividend of ₹20.00/- (200%) per equity share for the financial year ended March 31, 2018. Dividend for the financial year ended March 31, 2018, as recommended by the Board of Directors of the Company, if approved at the Annual General Meeting, will be paid to the Members on September 11, 2018 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, August 30, 2018;

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, August 30, 2018.

### Listing on Stock Exchanges

The Company is listed on the following

| | |
|---|---|
| BSE Limited<br>1st Floor, P. J. Towers,<br>Dalal Street, Fort,<br>Mumbai - 400 001. | National Stock Exchange of India Limited<br>Exchange Plaza, 5th Floor,<br>Plot No. C/1, G Block,<br>Bandra-Kurla Complex,<br>Bandra (E), Mumbai - 400 051 |

The annual listing fees have been paid and there is no outstanding payment to 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 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 Karvy Computershare Private Limited, the Registrar and Transfer Agent of the Company or to the Secretarial Department of the Company at the following addresses:

| Registrar and Share Transfer Agent Address | Registered Office Address |
|---|---|
| Karvy Computershare Private Limited<br>UNIT: PFIZER LIMITED<br>Karvy Selenium Tower B, Plot No 31 & 32,<br>Gachibowli, Financial District, Nanakramguda,<br>Serilingampally, Hyderabad, Telangana – 500032.<br>Contact person: Mr. Premkumar Nair<br>Tel: +91 40 6716 2222; Fax: +91 40 2300 1153<br>TOLL FREE NO.: 1-800-3454-001<br>E-mail ID: einward.ris@karvy.com | Pfizer Limited<br>The Capital, 1802/1901, Plot No. C-70, G Block,<br>Bandra Kurla Complex, Bandra (East), Mumbai 400 051.<br>Contact person: Mr. Prajeet Nair, Company Secretary<br>Tel: +91 22 6693 2000; Fax: +91 22 2654 0274<br>Email ID: prajeet.nair@pfizer.com; contactus.india@pfizer.com Website: www.pfizerindia.com<br>CIN: L24231MH1950PLC008311 |

### Share Transfer System

The Board has authorized Board Administrative & Share Transfer Committee to approve / authorize matters relating to share transfers / transmission, issue of duplicate shares, etc. At each Board Meeting, the Directors are apprised of the details of transfer / transmission / issue of duplicate shares authorized by the Board Administrative & Share Transfer Committee. The Company's Registrars, Karvy Computershare Private Limited 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 along with the requisite documents.

Dematerialization requests are processed within 21 days from the date of receipt, to give credit of the shares through the Depositories. In compliance with the Listing Agreement with the Stock Exchanges and the Listing Regulations, every six months, a Practicing Company Secretary audits the System of Transfer and a Certificate to that effect is issued.

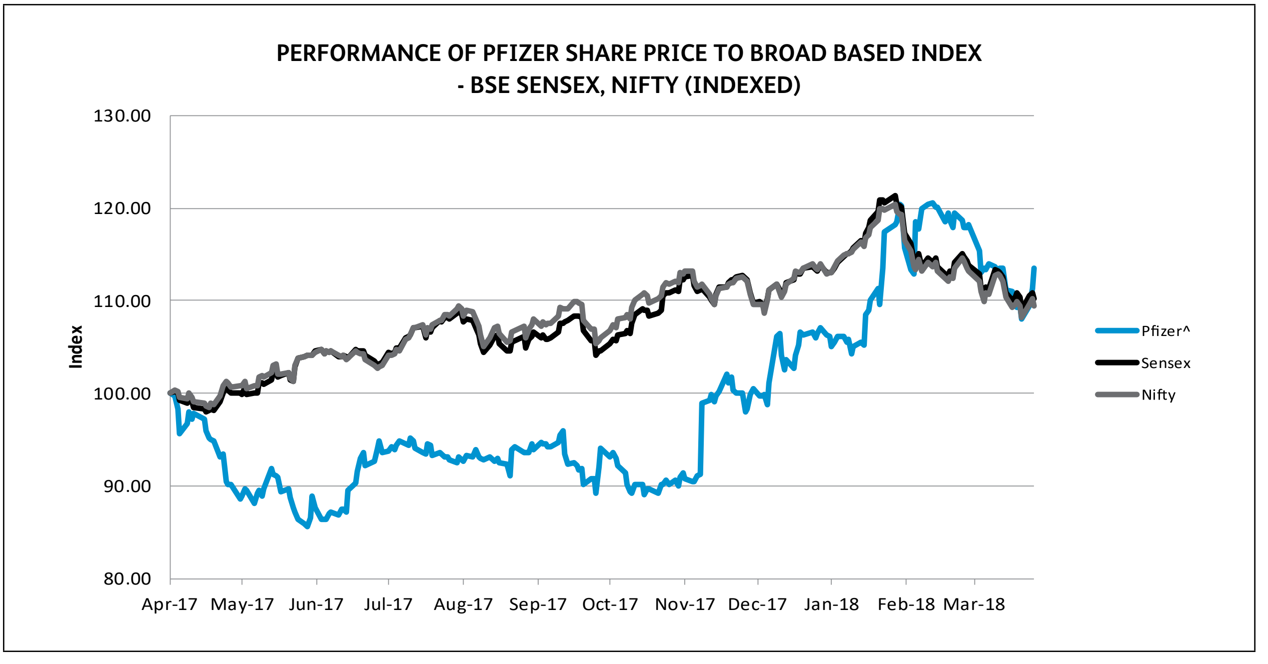
## *MARKET PRICE DATA

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 Limited | | The National Stock of India Limited | |
|---|---|---|---|---|
| | High (₹) | Low (₹) | High (₹) | Low (₹) |
| April 2017 | 1953.75 | 1711.65 | 1956.20 | 1721.30 |
| May 2017 | 1784.40 | 1641.00 | 1787.95 | **1642.00** |
| June 2017 | 1832.00 | **1625.00** | 1837.00 | 1650.00 |
| July 2017 | 1863.80 | 1736.05 | 1899.00 | 1732.50 |
| August 2017 | 1875.00 | 1749.00 | 1840.00 | 1752.85 |
| September 2017 | 1877.00 | 1709.70 | 1859.00 | 1711.90 |
| October 2017 | 1816.95 | 1701.00 | 1830.00 | 1681.00 |
| November 2017 | 2003.05 | 1723.10 | 1999.00 | 1732.80 |
| December 2017 | 2100.00 | 1890.00 | 2095.00 | 1895.00 |
| January 2018 | 2347.95 | 2000.00 | 2349.00 | 2001.00 |
| February 2018 | **2365.00** | 2095.00 | **2369.80** | 2075.00 |
| March 2018 | 2317.50 | 2050.60 | 2319.05 | 2050.05 |

* Source: BSE and NSE Websites.

^ Pfizer share price on BSE



## DISTRIBUTION OF SHAREHOLDING

### (a) Shareholding Pattern as on March 31, 2018:

| Category of Shareholder | Number of Shares | Percentage of Shareholding |
|---|---|---|
| **Promoters** | | |
| Pfizer East India B.V., Netherlands | 18186334 | 39.75 |
| Wyeth LLC, USA | 5617707 | 12.28 |
| Wyeth Holdings Corporation, USA | 1630164 | 3.56 |
| Warner-Lambert Company LLC, USA | 1187163 | 2.60 |
| Parke, Davis & Company LLC, USA | 955733 | 2.09 |
| John Wyeth & Brother Ltd, UK | 882000 | 1.93 |
| Pharmacia Corporation, USA | 783941 | 1.71 |
| **Sub-Total** | 29243042 | 63.92 |
| **Non-Promoters** | | |
| Mutual Funds/UTI | 3934931 | 8.60 |
| Financial Institutions/Banks | 218147 | 0.47 |
| Insurance Companies | 1295420 | 2.83 |
| Foreign Institutional Investors | 1376381 | 3.01 |
| Bodies Corporate | 2626193 | 5.74 |
| Individuals | 6533665 | 14.28 |
| Directors & Relatives | 6017 | 0.01 |
| Trusts | 2842 | 0.01 |
| Foreign Bodies Corporate | 835 | 0.00 |
| Non-resident Indians | 208261 | 0.45 |
| Clearing Members | 20622 | 0.05 |
| NBFC | 2069 | 0.01 |
| MCA IEPF Account | 281376 | 0.62 |
| **Sub-Total** | 16504690 | 36.08 |
| **Total** | **45747732** | **100.00** |

### (b) Class-wise Distribution of Equity Shares as on March 31, 2018:

| Number of Equity Share Holding | Number of Shareholders | Percentage of Shareholders | Number of Shares | Percentage of Shareholding |
|---|---|---|---|---|
| 1-50 | 49703 | 65.52 | 1026671 | 2.24 |
| 51-100 | 11496 | 15.16 | 910966 | 1.99 |
| 101-500 | 12859 | 16.95 | 2524118 | 5.52 |
| 501-1000 | 1053 | 1.39 | 743193 | 1.62 |
| 1001-5000 | 607 | 0.80 | 1164366 | 2.55 |
| 5001-10000 | 41 | 0.05 | 292373 | 0.64 |
| 10001 & Above | 95 | 0.13 | 39086045 | 85.44 |
| **Total** | **75854** | **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, Karvy Computershare Private Limited.

As on March 31, 2018, the number of shares held in dematerialized and physical mode are as under:

| Number of Equity Share Holding | Number of Shares | Percentage to total capital issued | Number of Shareholders | Percentage to total number of shareholders |
|---|---|---|---|---|
| Held in dematerialized mode in NSDL | 43701797 | 95.53 | 47665 | 62.84 |
| Held in dematerialized mode in CDSL | 1252646 | 2.74 | 15170 | 20.00 |
| **Sub-Total (dematerialized mode)** | **44954443** | **98.27** | **62835** | **82.84** |
| Physical mode | 793289 | 1.73 | 13019 | 17.16 |
| **Total** | **45747732** | **100.00** | **75854** | **100.00** |

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

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

### Foreign exchange risk and hedging activities

The Company has foreign exchange exposure; however no hedging is done for the same.

### Plant Location

i. Plot No. L-137,
Phase III, Verna Industrial Estate,
Verna – 403 722, Goa

ii. Thane Belapur Road*
KU Bazar Post
Navi Mumbai - 400 705

* During the financial year ended March 31, 2016, the Company had entered into a Business Transfer Agreement for sale of Thane plant.

As per Clause 13 of Part C of Schedule V to the Listing Regulations, the Company has made disclosures of the compliance with corporate governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub-regulation (2) of Regulation 46 on the website of the Company – 'www.pfizerindia.com'.

## 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.

### Modified opinion(s) in Audit Report

The Company has its financial statements for the financial year ended March 31, 2018 with unqualified audit report.

### Separate posts of Chairperson and Chief Executive Officer

Mr. R. A. Shah, Non-Executive Independent Director is the Chairman and Mr. S. Sridhar is the Managing Director and Chief Executive Officer of the Company.

### Reporting of Internal Auditor

The Internal Auditor presents the Internal Audit and Remediation Status report on a quarterly basis to the Audit Committee and satisfactorily addresses the queries/ clarifications sought by the Committee.

**For and on behalf of the Board of Directors**

**R.. A . Shah**
**Chairman**
**DIN: 00009851**

**Mumbai, July 2, 2018**

## DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REGARDING COMPLIANCE WITH CODE OF CONDUCT

In accordance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 March 31, 2018.

**For Pfizer Limited**

**S. Sridhar**
**Managing Director**
**DIN: 05162648**

**Mumbai, July 2, 2018**

# INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

**To the Members of Pfizer Limited**

1. This certificate is issued in accordance with the terms of our engagement letter dated 5 September 2017.

2. We have examined the compliance of conditions of corporate governance by **Pfizer Limited** (the 'Company') for the year ended 31 March 2018, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

**Management's Responsibility**

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

**Auditor's Responsibility**

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), and the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2018.

   We 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.

**Restriction on use**

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

**Ashish Gupta**
Partner
Membership No.: 504662

**Place**: Mumbai
**Date**: 2 July, 2018

# Annexure-I

## BUSINESS RESPONSIBILITY REPORT

### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

| Sr. No. | Particulars | Information |
|---|---|---|
| 1. | Corporate Identity Number (CIN) of the Company | L24231MH1950PLC008311 |
| 2. | Name of the Company | Pfizer Limited |
| 3. | Registered Address | The Capital, 1802 / 1901, Plot No. C – 70, G Block, Bandra-Kurla ComplexBandra (East), Mumbai 400 051 |
| 4. | Website | www.pfizerindia.com |
| 5. | E-mail id | contactus.india@pfizer.com |
| 6. | Financial Year Reported | April 1, 2017 – March 31, 2018 |
| 7. | Sector(s) that the Company is engaged in (industrial activity code-wise) | Pharmaceuticals – NIC Code – 21002 |
| 8. | List three key products/services that the Company manufactures/markets/provides: | 1. Prevenar13<br>2. Becosules<br>3. Magnex |
| 9. | Total number of locations where business activity is undertaken by the Company: | |
| | i. Number of International Locations | Nil |
| | ii. Number of National Locations | • The Company's manufacturing plant is located in Goa<br>• Registered Office (Corporate Office) is located in Mumbai<br>• Five regional offices located in New Delhi, Kolkata, Chennai, Hyderabad and Lucknow.<br>• 25 distribution locations across the Nation |
| 10. | Markets served by the Company – Local/State/National/International | • PAN India<br>• The Company also exports certain products to the following international locations:<br>1. Sri Lanka<br>2. Nepal<br>3. Bhutan<br>4. Bangladesh |

### SECTION B: FINANCIAL DETAILS OF THE COMPANY

| Sr. No. | Particulars | Information |
|---|---|---|
| 1. | Paid up Capital | ₹45.75 Crore as on March 31, 2018 |
| 2. | Total Turnover (Sale of products) | ₹1,924.86 Crore for the year ended March 31, 2018 |
| 3. | Total profit after taxes | ₹360.07 Crore for the year ended March 31, 2018 |
| 4. | Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) | ₹0.93 Crore (0.26% of the Profit after Tax) for the year ended March 31, 2018 |
| 5. | List of activities in which expenditure in 4 above has been incurred: | The CSR spent for the year under review includes mainly the following:<br>1. Pfizer IIT Delhi Innovation & IP Program<br>2. Air Pollution project – Evaluate linkage between poor ambient air quality and health indicators among students<br>3. School Sanitation project- Pfizer Limited goes to school<br>4. Blood Donation Drive<br>For details please refer to the CSR section and Annexure A of the Board's Report of the Company. |

## SECTION C: OTHER DETAILS

**1. Does the Company have any Subsidiary Company/Companies?**

The Company does not have any Subsidiary Company.

**2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).**

Not Applicable.

**3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BRR initiatives of the Company. If yes, then indicate the percentage of such entity/entities? [Less than 30%, More than 60%]**

Pfizer's Code for Business Conduct – 'The Blue Book' - contains the basic principles and rules with respect to the Business Responsibility ('BR') initiatives. The principles of the said Blue Book are extended to all its business associates who do business with the Company. While the business associates do not directly participate in the business responsibility initiatives of the Company, they are encouraged to adopt these principles.

## SECTION D: BR INFORMATION

**1. Details of Director responsible for BR**

**(a) Details of the Director responsible for implementation of the BR policy/policies:**

| Sr. No. | Particulars | Details |
|---|---|---|
| 1. | DIN Number | 05162648 |
| 2. | Name | Mr. S. Sridhar |
| 3. | Designation | Managing Director |

**(b) Details of the BR head:**

| Sr. No. | Particulars | Details |
|---|---|---|
| 1. | DIN Number (if applicable) | 05162648 |
| 2. | Name | Mr. S. Sridhar |
| 3. | Designation | Managing Director |
| 4. | Telephone number | 022 6693 2000 |
| 5. | E-mail id | sridhar.s@pfizer.com |

**2. Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)**

| Sr. No. | Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Business Ethics, Transparency and Accountability | Product Life Cycle Sustainability | Employees' well-being | Stakeholders' Welfare | Human Rights | Environment | Public and Regulatory Policy | Inclusive Growth and Equitable Development | Customer Responsibility |
| 1. | Do you have policy/policies for.... | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| | | The Company is guided by "The Blue Book - Summary of Pfizer Policies on Business Conduct" of its parent company, Pfizer Inc., USA. The Blue Book along with Company's local policies covers all the above 9 principles. | | | | | | | | |
| 2. | Has the policy being formulated in consultation with the relevant stakeholders? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| | | The Blue Book and local policies adopted by Company are formulated keeping in mind the best global ethical, regulatory and environmental practices and after due consultation with relevant stakeholders.. | | | | | | | | |

| Sr. No. | Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Business Ethics, Transparency and Accountability | Product Life Cycle Sustainability | Employees' well-being | Stakeholders' Welfare | Human Rights | Environment | Public and Regulatory Policy | Inclusive Growth and Equitable Development | Customer Responsibility |
| 3. | Does the policy conform to any national / international standards? If yes, specify? (50 words) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| | | Pfizer's Blue Book represents one of the best global ethical, regulatory and environmental practices. Further, the local policies adopted by the Company meet with the local regulatory requirements. | | | | | | | | |
| 4. | Has the policy being approved by the Board? If yes, has it been signed by MD/Owner/CEO/ appropriate Board Director? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| | | The Board of Directors of the Company have adopted "The Blue Book - Summary of Pfizer Policies on Business Conduct" of Pfizer Inc, its Parent Company. | | | | | | | | |
| 5. | Does the Company have a specified committee of the Board/Director/Official to oversee the implementation of the policy? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 6. | Indicate the link for the policy to be viewed online? | http://www.pfizerindia.com/eNewsWebsite/investor/company_profile.aspx | | | | | | | | |
| 7. | Has the policy been formally communicated to all relevant internal and external stakeholders? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 8. | Does the Company have in-house structure to implement the policy/policies? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 9. | Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/ policies? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| | | The Company has established a Whistle Blower / Vigil Mechanism. The Company also has separate process to report adverse event reporting and other product related complaints. | | | | | | | | |
| 10. | Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency? | The Company's Secretarial Auditor has conducted a review of the BRR related compliances and working of the policies. There are no qualifications or adverse remarks in the Secretarial Audit Report with respect to the BRR of the Company.<br><br>Periodic reviews are carried out by the Company on the working of the Policies and annual refresher training is provided to the employees. | | | | | | | | |

**2a. If answer to Sr. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)**

| Sr. No. | Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| 1. | The Company has not understood the Principles | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| 2. | The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| 3. | The Company does not have financial or manpower resources available for the task | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| 4. | It is planned to be done within next 6 months | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| 5. | It is planned to be done within next 1 year | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| 6. | Any other reason (please specify) | NA | NA | NA | NA | NA | NA | NA | NA | NA |

**3. Governance related to BR**

- **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year**

  The frequency of assessment of BR performance by the Board of Directors is on an annual basis.

- **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**
  The Company has published its Business Responsibility Report for financial year ended March 31, 2018, which forms part of the Annual Report. The same is also available on the Company's website at www.pfizerindia.com.

**SECTION E: PRINCIPLE-WISE PERFORMANCE**

**Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability:**

Conducting ourselves with integrity helps us earn the trust and respect of the people we serve. At Pfizer, it is the first and foremost responsibility of each employee to abide by the Company's policies on business conduct. Each employee must comply not only with the letter of these policies but also with their spirit. Our policies are reviewed annually to ensure that they meet or exceed evolving legal standards and societal expectations.

1. **Does the policy relating to ethics, bribery and corruption cover only Company? Yes/No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?**
   The Company is guided by the policies enshrined in the Blue Book with respect to ethics, bribery and corruption. These are applicable not only to the Company but also to the business associates who do business with the Company.

2. **How many stakeholders' complaints have been received in the past financial year and what % was satisfactorily resolved by the management? (if so, provide details thereof, in about 50 words or so) -**
   121 complaints were received during the financial year ended March 31, 2018 from the stakeholders. 91% of these were satisfactorily resolved. Internal review is still ongoing for the pending items.

**Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle**

1. **List up to 3 products or services whose design has incorporated social or environmental concerns, risks and/or opportunities:**
   i. Diamox Tablets
   ii. Dolonex Tablets

2. **Product wise details in respect of resource use (energy, water, raw materials etc.) per unit of product:**

| Sr. No. | Product | RM used per unit of product (mg) | Energy used per unit of product (KwH) | Water used per unit of product (ml) |
|---|---|---|---|---|
| 1. | Diamox Tablets | 330 | 0.002 | 17 |
| 2. | Dolonex Tablets | 580 | 0.002 | 17 |

(i) **Reduction during sourcing/production/distribution achieved since previous year throughout the value chain?**
Diamox Tablets - Process change from wet granulation to direct compression thereby reducing electrical energy and water consumption.

Dolonex Tablets - Tablet weight reduction by reducing the usage of excipients per unit by 40%

(ii) **Reduction during usage by consumers (energy/ water) has been achieved since the previous year?**
Not Applicable

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what % of the inputs were sourced sustainably? (provide details in about 50 words or so)**
   Your Company places utmost emphasis on Environment, Health and Safety ('EHS') practices of its suppliers. In order to ensure that the suppliers are in compliance with EHS regulations, the Company conducts periodic assessment of supplier sites. Further the Company supports efforts of suppliers to improve their EHS practices.

4. **What are the steps taken to procure goods and services from local and small producers, including communities surrounding their place work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**
   In line with the principles of Blue Book, the Company also procures goods and services from local and small manufacturers and service providers particularly located near its manufacturing facility at Goa. The business associates who do business with the Company are covered under Company's policies and evaluated periodically for Environment, Health and Safety practices and compliances. This helps your Company to ensure maintaining sustainability with the business associates to ensure business continuity and availability of the products to our stakeholders.

5. **What is the Mechanism to recycle products and waste? Yes/No (if yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words)**
   The pharmaceutical products cannot be recycled. The Company's Goa manufacturing facility is a zero effluent discharge site. All effluents generated at the said facility are treated and recycled back. Waste is segregated into hazardous and non-hazardous waste and managed through a robust waste management system. All the non-hazardous waste generated at the manufacturing facility is sent for recycling through authorized recyclers. The hazardous waste is sent for incineration to authorized vendors.

**Principle 3: Businesses should promote the well-being of all employees**

1. **Total number employees:**
We have 2,630 employees as on March 31, 2018.

2. **Total number of employees hired on temporary/ contractual/casual basis:**
We have 289 employees which were hired on contractual basis.

3. **Total number of permanent women employees:**
We have 244 permanent women employees.

4. **Number of permanent employees with disabilities:** NIL

5. **Does the organization have an employee association recognized by Management?**
Yes we have employee association at our Plant locations in Goa and Thane and field colleagues in Women Healthcare (Maternal Health business).

6. **% of permanent employees as the members of such employee association?**
8.02% of the permanent employees are members of recognized employee association.

7. **Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:**

| Sr. No. | Category | No. of complaints filed during the financial year | No. of complaints pending as on end of the financial year |
|---|---|---|---|
| 1. | Child labour/forced labour/ involuntary labour | 0 | 0 |
| 2. | Sexual harassment | 0 | 0 |
| 3. | Discriminatory employment | 0 | 0 |

8. **What % of permanent employees, permanent women employees, casual/temporary/contractual employees and employees with disabilities were given safety & skill up-gradation training in the last year?**
100% of the employees including contractual workmen were given safety & skill up-gradation training in the last year.

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized**

1. **Has the Company mapped its internal and external stakeholders? (Yes/No)**
Yes, we have mapped our internal and external stakeholders.

2. **Has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?**
Yes, we have identified the disadvantaged, vulnerable and marginalized stakeholders.

3. **Are there any special activities taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? (if so, provide details thereof, in about 50 words or so)**
Yes. The company has undertaken activities through its Swachh Vidyalaya initiatives to identify and engage with unaided schools for building and refurbishing sanitation units in their premises. These activities are currently being undertaken across five states in India.

**Principle 5: Businesses should respect and promote Human Rights**

1. **Does the Company's policy on Human Rights extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/ Others?**
Yes.

2. **How many stakeholder complaints have been received in the past financial year and what % was satisfactorily resolved by the management?**
No stakeholder complaints were received in the past financial year.

**Principle 6: Business should respect, protect, and make efforts to restore the environment**

1. **Does the Company's policy on protection of environment extend to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/Others?**
Yes.

2. **Do we have strategies/initiatives to address global environmental issues such as climate change, global warming, etc? (if yes, please give hyperlink for webpage)**
Yes, the manufacturing facility at Goa has undertaken significant number of initiatives to address the global environmental issues such as climate change, global warming, carbon foot print reduction through reduction of furnace oil usage, reduction in electricity consumption, recycling of treated effluent for gardening and reduction in raw material usage.

3. **Has the company identified and access potential environmental risks?**
Yes, the Company has identified environmental risks and carried out impact assessment for all the operations carried out at the site and has adequate controls to mitigate all the potential environmental risks.

4. **Does the Company have any project related to Clean Development Mechanism? (if yes, provide details thereof in 50 words also whether any environmental compliance report is filed)**

   Yes, the site has implemented various projects to eliminate the use of Furnace Oil.

5. **Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. (if yes, please give hyperlink for webpage)**

   Yes, the site has undertaken various process development projects thereby reducing the energy usage and emphasizing on clean technology.

6. **Are the Emissions/Waste generated within the permissible limits given by the CPCB/SPCB for the financial year being reported?**

   Yes, all the air emissions/ waste water generation/ waste generation are within permissible limits given by the state SPCB.

7. **Number of show cause/legal notices received from CPCB/ SPCB which are pending as on end of financial year?**

   No show cause/legal notices received from CPCB/SPCB which were pending as on end of financial year.

**Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

1. **Is the Company a member of any trade and chamber association? (if yes, name the major ones that your business deals with)**

   Yes.

   - Organization of Pharmaceutical Producers of India.
   - Federation of Indian Chambers of Commerce & Industry.

2. **Has the Company advocated/lobbied through above associations for the advancement or improvement of public good? (if yes specify the broad areas – governance and administration, economic reforms, inclusive development policies, energy security, water, food security, sustainable business principles, others)**

   Yes. Advocacy towards tiered pricing models so as to provide targeted benefits and enhanced access of medicines to under served segments. Strengthening of the innovation eco systems through policies that encourage the creation and deployment of intellectual property in the broader area of healthcare further development of the National Health Policy framework.

   - Pricing implementation discussions.
   - Public Health Policies.
   - Inclusive Development policies.
   - Drug Regulatory dialogues.
   - National Program on encouraging Healthcare innovations made in India (towards impacting larger public health).

**Principle 8: Businesses should support inclusive growth and equitable development**

1. **Does the Company have specified programmes/ initiatives/projects in pursuit of this principle? (if yes, details thereof)**

   The Company's CSR purpose is to 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.

   **Pfizer IIT Delhi Innovation an IP program:** Aligning with this purpose of nurturing innovations, the Pfizer IIT Delhi Innovation and IP Program was launched in 2015-16, with an aim of encouraging innovators to create healthcare innovations Made in India. The company partnered with the Foundation for Innovation and Technology Transfer (FITT) at the Indian Institute of Technology, Delhi to launch an incubation accelerator initiative - Pfizer IIT Delhi Innovation & IP Program. The overarching objective of this Program is to nurture, support, celebrate and reward healthcare innovations that are Made in India, for the benefit of patients, healthcare professionals and other targeted beneficiaries in the country.

   **ICMR Pfizer Centre to Combat Antimicrobial Resistance – the first public private partnership of its kind**

   During the last couple of years, your Company has been conducting several antimicrobial stewardship education programs and workshops to promote rational use of antibiotics and infection control practices in smaller hospitals and nursing homes. Your Company had entered into a Memorandum of Understanding (MoU) with Indian Council of Medical Research to establish a Centre to combat Antimicrobial Resistance through which a number of interventions in the area of surveillance, stewardship programs, advocacy and awareness will be conducted.

**Pfizer Sanitation Project:** Under its Doing Good aegis – an internal volunteering platform, the Company in association with the NGO - Habitat for Humanity has been rebuilding and refurbishing sanitation units across schools in select states of the country. Along with refurbishing these units, the company also conducts hygiene sensitization workshops through the NGOs at these schools to inculcate hygiene habits in these children.

2. **Are the programmers/projects undertaken through in-house team/own foundation/external NGO/ government structures/ any other organization?**

   Yes.

   - Pfizer IIT Delhi Innovation and IP Program – in association with Government Structure.
   - Pfizer Sanitation Project – in association with the NGO – Habitat for Humanity.

3. **Has the Company done any impact assessment of your initiative?**

   Yes.

4. **What is the Company's direct contribution to community development projects – Amount in ₹ and details of the projects undertaken)**

   - Supporting healthcare innovation through Pfizer IIT Delhi Innovation and IP Program – ₹80,00,000.
   - Evaluating linkage between poor ambient air quality and health indicators among students through Air Pollution project – ₹12,00,000.
   - Swachh Vidyalaya Campaign – ₹75,000.
   - Blood Donation Drive – ₹65,000.

5. **Has the Company taken steps to ensure that the community development initiative is successfully adopted by the community? (explanation in 50 words)**

   Yes. The Company in association with the NGO - Habitat for Humanity has been rebuilding and refurbishing sanitation units across schools in select states of the country. Along with refurbishing these units, the Company also conducts hygiene sensitization workshops through the NGOs at these schools to inculcate hygiene habits in these children.

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

1. **What percentage of customer complaints/consumer cases are pending as on the end of financial year?**

   Total 156 product complaints were received for the financial year ended March 31 2018. All the complaints received have been satisfactorily resolved.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws?**

   Yes.

3. **Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and /or anti-competitive behavior during the last 5 years and pending as on the end of financial year?**

   No.

4. **Did the Company carry out any consumer survey/ consumer satisfaction trends?**

   Yes.

**For and on behalf of Board of Directors**

| | | |
|---|---|---|
| | **R.A. Shah** | **S. Sridhar** |
| | **Chairman** | **Managing Director** |
| **Mumbai, July 2, 2018** | **DIN: 00009851** | **DIN: 05162648** |

# Independent Auditor's Report

To the Members of Pfizer Limited

**Report on the Financial Statements**

1. We have audited the accompanying financial statements of Pfizer Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

2. 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 financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. 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**

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

4. 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.

5. 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 these financial statements are free from material misstatement.

6. 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 controls 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. 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.

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

**Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 including Ind AS specified under Section 133 of the Act, of the state of affairs of the Company as at 31 March 2018, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

**Other Matter**

9. The audit of the financial statements of the Company for the year ended 31 March 2017 was carried out and reported by B S R & Co. LLP, Chartered Accountants, vide their unmodified audit report dated 6 May 2017.

**Report on Other Legal and Regulatory Requirements**

10. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. 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 purpose 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 financial statements dealt with by this report are in agreement with the books of account;

    d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);

    e. on the basis of the written representations received from the directors as on 31 March 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act;

    f. we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as at 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report dated 7 May 2018 as per Annexure II expressed an unmodified opinion;

    g. 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, as detailed in Note 39 and 41(i) (a), (c) to the financial statements, has disclosed the impact of pending litigations on its financial position;

        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;

        iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016 which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

per **Ashish Gupta**
Partner
Membership No.: 504662

Place: Mumbai
Date: 7 May 2018

**Annexure I to the Independent Auditor's Report of even date to the members of Pfizer Limited on the financial statements for the year ended 31 March 2018**

**Annexure I**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(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 program of physical verification of its fixed assets under which fixed assets are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company.

(ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and stocks lying with third parties. For stocks lying with third parties at the year-end, written confirmations have been obtained by the management. Material discrepancies noticed on such verification have been properly dealt with in the books of account.

(iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.

(iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.

(v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and service tax (GST) and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) The dues outstanding in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

## Annexure I to the Independent Auditor's Report of even date to the members of Pfizer Limited on the financial statements for the year ended 31 March 2018

### Statement of Disputed Dues

(Amount in ₹ Crore)

| Name of statute | Forum where dispute is pending | Period to which the amount relates | Nature of dues | Amount | Amount paid under protest |
|---|---|---|---|---|---|
| The Income Tax Act, 1961 | Commissioner of Income Tax, Appeals | 2006-07, 2010-11 to 2012-13, 2015-16 | Transfer pricing adjustment, income from house property, long-term capital gain and other disallowance of expenses | 236.67 | 62.41 |
| | Commissioner of Income Tax, Appeals | 2010-11 to 2012-13 | Tax deducted at source | 45.13 | - |
| | Income Tax Appellate Tribunal | 1994-95, 1999-2000, 2002-03, 2004-05 to 2008-09 | Disallowance of near expiry/transit loss stock write off and other disallowance of expenses | 2.58 | 1.23 |
| | Income Tax Appellate Tribunal | 2004-05 to 2009-10 | Tax deducted at source | 0.68 | - |
| | Assessing Authority | 2008-09 | Transfer pricing adjustment, capital gain tax arising on sale of brand and other disallowance of expenses | 46.09 | 24.21 |
| The Central Excise Act, 1944 | Customs Excise service tax Appellate Tribunal | 1985 - 2006 | Disallowance of availment of CENVAT credit, classification and valuation matters | 10.29 | 1.87 |
| | Assistant Commissioner of Central Excise | 1975 to 1982, 1986-1987, 1993, 1996 to 1999 | Classification matter | 2.70 | - |
| | Hon'ble Supreme Court of India | 1998 | Classification matter | 0.15 | - |
| | Commissioner (Appeals) | 1992 to 1997 and 2005-06 | Disallowance of availment of CENVAT credit and a classification matter | 6.64 | 0.01 |
| | Hon'ble High Court of Bombay | 2004-2005 | Disallowance of availment of CENVAT credit | 0.04 | 0.02 |
| Customs Act, 1962 | Commissioner of Appeals | 1995 | Classification matter | 0.01 | - |
| | Hon'ble Supreme Court of India | 1996-1997 | Classification matter | 0.47 | 0.05 |
| The Finance Act, 1994 (Service Tax) | Hon'ble High Court of Bombay | 1997-2001 | Applicability of service tax | 1.93 | - |
| Value Added Tax Act and State and Central Sales Tax | Additional Commissioner | 1995-96, 1997-98, 1998-99, 2008-09 to 2014-15 | Pending statutory declaration forms, disallowance of credit note and others | 10.66 | 0.33 |
| | Assessing Authority | 2006-07, 2008-09 to 2011-12 | Pending statutory declaration forms and others | 0.87 | 0.18 |
| | Assistant Commissioner | 1986-87, 2004-05, 2011-12 to 2013-14 | Pending statutory declaration forms and others | 2.74 | - |
| | Deputy Commissioner | 1993-94 to 1996-97, 1999-00 to 2003-04, 2005-06 to 2013-14 | Pending statutory declaration forms, disallowance of input tax credit and others | 45.71 | 7.71 |
| | First Appellate Authority | 2005-06 to 2010-11, 2012-13 to 2013-14 | Pending statutory declaration forms, disallowance of credit note and others | 6.20 | 3.08 |
| | Joint Commissioner | 1983-84, 1985-86 to 1986-87, 1994-95 to 1995-96, 1998-99, 2000-01 to 2015-16 | Pending statutory declaration forms, disallowance of credit note and input tax credit and others | 314.79 | 45.71 |

**Annexure I to the Independent Auditor's Report of even date to the members of Pfizer Limited on the financial statements for the year ended 31 March 2018**

(Amount in ₹ Crore)

| Name of statute | Forum where dispute is pending | Period to which the amount relates | Nature of dues | Amount | Amount paid under protest |
|---|---|---|---|---|---|
| | Revision Board | 2006-07 to 2009-10 | Pending statutory declaration forms, disallowance of credit note and others | 0.91 | 0.02 |
| | Hon'ble Supreme Court of India | 1992-93 | Levy of tax and interest | 0.10 | - |
| | Senior Joint Commissioner | 2003-04 | Levy of tax and interest | 0.08 | - |
| | Hon'ble High Courts | 1995-96, 2012-13 to 2013-14 | Levy of tax and interest | 1.94 | - |
| | Various Tribunals | 1995-96 to 1996-97, 2003-04, 2005-06 to 2013-14 | Pending statutory declaration forms, disallowance of credit note and others | 4.92 | 2.19 |

(viii) The Company has no loans or borrowings payable to a financial institution or a bank or government and no dues payable to debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.

(x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) Managerial remuneration has been paid and provided by the Company during the year in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(xiii) In our opinion, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements, as required by the applicable Ind AS.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

(xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

per **Ashish Gupta**
Partner
Membership No.: 504662

Place: Mumbai
Date: 7 May 2018

**Annexure II to the Independent Auditor's Report of even date to the members of Pfizer Limited on the financial statements for the year ended 31 March 2018**

**Annexure II**

**Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the financial statements of Pfizer Limited ('the Company') as at and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Company as at that date.

**Management's Responsibility for Internal Financial Controls**

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the IFCoFR criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of IFCoFR issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

**Meaning of Internal Financial Controls over Financial Reporting**

6. A Company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to

future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2018, based on the IFCoFR criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

per **Ashish Gupta**
Partner
Membership No.: 504662

Place: Mumbai
Date: 7 May 2018

# Balance Sheet

as at 31 March 2018

Currency: ₹ in crore

| | Note | As at 31 March 2018 | As at 31 March 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 4 | 81.50 | 83.27 |
| Capital work-in-progress | | 1.04 | 3.92 |
| Investment property | 5 | 33.72 | 35.11 |
| Goodwill | 6 | 527.49 | 527.49 |
| Other intangible assets | 6 | 307.61 | 256.32 |
| Intangible assets under development | | - | 11.43 |
| Financial assets | | | |
| Investments | 7 | 0.00 | 0.00 |
| Loans | 8 | 43.30 | 32.12 |
| Other non-current assets | 9 | 278.58 | 259.99 |
| **Total non-current assets** | | **1,273.24** | **1,209.65** |
| **Current assets** | | | |
| Inventories | 10 | 297.06 | 321.90 |
| Financial assets | | | |
| Trade receivables | 11 | 154.80 | 110.32 |
| Cash and cash equivalents | 12a | 50.73 | 67.59 |
| Bank balance other than cash and cash equivalents | 12b | 1,721.13 | 1,455.50 |
| Loans | 13 | 28.04 | 27.00 |
| Other financial assets | 14 | 26.98 | 18.52 |
| Other current assets | 15 | 124.30 | 31.67 |
| Assets held for sale | 16 | 13.68 | 18.81 |
| **Total current assets** | | **2,416.72** | **2,051.31** |
| **TOTAL ASSETS** | | **3,689.96** | **3,260.96** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Equity share capital | 17a | 45.75 | 45.75 |
| Other equity | 17b | 2,637.45 | 2,373.13 |
| **Total equity** | | **2,683.20** | **2,418.88** |
| **Liabilities** | | | |
| **Non - current liabilities** | | | |
| Financial liabilities | | | |
| Provisions | 18 | 37.74 | 44.85 |
| Deferred tax liabilities (net) | | 14.58 | 17.56 |
| **Total non - current liabilities** | | **52.32** | **62.41** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Borrowings | 19 | 2.50 | 2.50 |
| Trade payables | 20 | | |
| Due to micro and small enterprises | | 10.68 | 3.23 |
| Due to others | | 484.95 | 384.77 |
| Other financial liabilities | 21 | 66.18 | 72.25 |
| Other current liabilities | 22 | 236.11 | 169.11 |
| Provisions | 23 | 63.52 | 58.19 |
| Current tax liabilities (net) | | 90.50 | 89.62 |
| **Total current liabilities** | | **954.44** | **779.67** |
| **Total liabilities** | | **1,006.76** | **842.08** |
| **TOTAL EQUITY AND LIABILITIES** | | **3,689.96** | **3,260.96** |
| **Significant accounting policies** | 2-3 | | |
| **Notes to the financial statements** | 4 - 45 | | |

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

As per our report of even date attached
For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No: 001076N/N500013

Ashish Gupta
Partner
Membership No. 504662

Mumbai
7 May 2018

For and on behalf of the Board of Directors of **Pfizer Limited**
CIN: L24231MH1950PLC008311

R. A. Shah
Chairman
DIN:00009851

Pradip Shah
Director
DIN:00066242

S. Sridhar
Managing Director
DIN:05162648

Uday Khanna
Director
DIN:00079129

S. S. Lalbhai
Director
DIN:00045590

Vivek Dhariwal
Wholetime Director
DIN:02826679

Prajeet Nair
Company Secretary
Membership No.: A19267

Mumbai
7 May 2018

# Statement of Profit and Loss
for the year ended 31 March 2018

Currency: ₹ in crore

| | Note | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 24 | 1,980.19 | 2,041.93 |
| Other income | 25 | 114.29 | 101.16 |
| **Total income** | | **2,094.48** | **2,143.09** |
| **Expenses** | | | |
| Cost of materials consumed | 26 | 302.52 | 387.54 |
| Purchase of stock-in-trade | | 409.65 | 424.70 |
| Changes in inventories of finished goods, work-in-progress and stock-in-trade | 27 | 27.51 | (15.76) |
| Excise duty on sales | | 11.68 | 75.67 |
| Employee benefits expense | 28 | 314.29 | 303.89 |
| Finance costs | 29 | 0.42 | 0.96 |
| Depreciation and amortization expense | 30 | 66.25 | 62.93 |
| Other expenses | 31 | 414.25 | 516.76 |
| **Total expenses** | | **1,546.57** | **1,756.69** |
| **Profit before exceptional items and tax** | | 547.91 | 386.40 |
| Exceptional items | 45 | - | 130.43 |
| **Profit before tax** | | **547.91** | **516.83** |
| **Income tax expense:** | | | |
| Current tax | 32 | 194.49 | 188.66 |
| Deferred tax | 32 | (6.65) | (8.61) |
| **Total income tax expense** | | **187.84** | **180.05** |
| **Profit for the year** | | **360.07** | **336.78** |
| **Other comprehensive income** | | | |
| Items that will not be reclassified to profit or loss | | | |
| (i) Remeasurement of defined benefit liability/(asset) | | 10.47 | (5.98) |
| (ii) Income tax related to items that will not be reclassified to profit or loss | | (3.66) | 2.07 |
| **Total other comprehensive income** | | **6.81** | **(3.91)** |
| **Total comprehensive income for the year** | | **366.88** | **332.87** |
| **Earnings per equity share** | | | |
| Basic and diluted earnings per share | 33 | **78.70** | 73.61 |
| **Significant accounting policies** | 2-3 | | |
| **Notes to the financial statements** | 4-45 | | |
| The notes referred to above form an integral part of the financial statements. | | | |

As per our report of even date attached
For Walker Chandiok & Co LLP
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7 May 2018

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DIN:02826679

Prajeet Nair
Company Secretary
Membership No.: A19267

Mumbai
7 May 2018

# Statement of Cash Flows
for the year ended 31 March 2018

Currency: ₹ in crore

| | For the year ended 31 March 2018 | For the year ended 31 March 2017 |
|---|---|---|
| **Cash flow from operating activities** | | |
| **Profit before tax** | 547.91 | 516.83 |
| **Adjustments to reconcile profit before tax to net cash used in operating activities** | | |
| Depreciation and amortization of property, plant and equipment and intangible | 66.25 | 62.93 |
| Interest on deposits with banks and others | (98.27) | (87.70) |
| Provisions no longer required written back | (2.38) | (1.32) |
| Provisions for doubtful trade receivables and advances | 0.31 | 5.52 |
| Loss/ (Profit) on sale/disposal of fixed assets (net) | (0.06) | (0.73) |
| Unrealized foreign exchange (gain) | - | (0.91) |
| Expenses on share-based payment schemes | 7.56 | 5.10 |
| Rental income | (6.39) | (6.39) |
| Exceptional items | - | (130.43) |
| | **514.93** | **362.90** |
| **Working capital adjustments** | | |
| (Increase)/ Decrease in inventories | 24.84 | 38.78 |
| (Increase)/ Decrease in trade receivables | (45.26) | 18.24 |
| (Increase)/ Decrease in other current and non-current assets | (123.16) | 16.40 |
| Increase/ (Decrease) in trade payables | 109.99 | 60.89 |
| Increase/ (Decrease) in current and non current financial liabilities | 35.38 | 6.67 |
| Increase/ (Decrease) in provisions | 8.69 | 7.93 |
| | **525.41** | **511.81** |
| Income tax paid | (193.61) | (182.99) |
| **Net cash flows from operating activities** | **331.80** | **328.82** |
| **Cash flow from investing activities** | | |
| Purchase of property, plant and equipment | (88.11) | (25.29) |
| Purchase of intangibles | (14.58) | - |
| Sale of property, plant and equipment | 1.46 | 0.85 |
| Proceeds from sale of premises | 5.13 | 35.07 |
| Proceeds from assignment / sale of trademarks | - | 103.11 |
| Advance proceeds received from sale of property | 26.75 | 54.86 |
| Balance other than cash and cash equivalents | (265.62) | (502.00) |
| Rental income | 6.85 | 4.49 |
| Interest received | 89.81 | 79.27 |
| **Net cash flows used in investing activities** | **(238.30)** | **(249.64)** |

Currency: ₹ in crore

| | For the year ended 31 March 2018 | For the year ended 31 March 2017 |
|---|---|---|
| **Cash flow from financing activities** | | |
| Dividend paid | (91.73) | (68.62) |
| Tax paid on dividend | (18.62) | (13.97) |
| **Net cash flows used in financing activities** | **(110.35)** | **(82.59)** |
| **Net increase / (decrease) in cash and cash equivalents** | (16.86) | (3.41) |
| Cash and cash equivalents at the beginning of the year | 67.59 | 71.05 |
| Effect of exchange rate changes on cash and cash equivalents | - | (0.05) |
| **Cash and cash equivalents at the end of the year** | **50.73** | **67.59** |
| **Reconciliation of cash and cash equivalents with the Balance Sheet** | | |
| Cash and Cash equivalents at the beginning of the year (Note 1) | 67.59 | 71.05 |
| Cash and Cash equivalents at the end of the year (Note 1) | 50.73 | 67.59 |

| | As at 31 March 2018 | As at 31 March 2017 |
|---|---|---|
| **Note: 1** | | |
| **Cash and cash equivalents (Refer note 12a)** | 50.73 | 67.59 |
| Unrealized loss on foreign currency cash and cash equivalents | - | - |
| Cash and cash equivalents | **50.73** | **67.59** |

**Note: 2**

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Cash Flow Statements", whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**Note: 3**

During the year ended 31 March 2018, ₹11.43 crore has been transferred from intangible assets under development to intangible assets.

| | |
|---|---|
| **Significant accounting policies** | 2 - 3 |
| **Notes to the financial statements** | 4 - 45 |

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

As per our report of even date attached
For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No: 001076N/N500013

For and on behalf of the Board of Directors of **Pfizer Limited**
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Prajeet Nair
Company Secretary
Membership No.: A19267

Mumbai
7 May 2018

Mumbai
7 May 2018

# Statement of Changes in Equity

Currency: ₹ in crore

## (a) Equity share capital

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | No. of shares | Amount | No. of shares | Amount |
| Balance at the beginning of the year | 45,750,372 | 45.75 | 45,750,372 | 45.75 |
| Changes in equity share capital during the year | - | - | - | - |
| Balance at the end of the year | **45,750,372** | **45.75** | **45,750,372** | **45.75** |

## (b) Other equity

| | Reserves and surplus | | | | Other comprehensive income | Total other equity |
|---|---|---|---|---|---|---|
| | Securities premium account | General reserve | Capital reserve | Retained earnings | Remeasurements of the net defined benefit plans | |
| **Balance as at 1 April 2016** | 1,320.67 | 301.92 | 8.97 | 485.15 | 1.04 | **2,117.75** |
| Profit for the year | - | - | - | 336.78 | - | **336.78** |
| Other comprehensive income for the year | - | - | - | - | (3.91) | **(3.91)** |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **336.78** | **(3.91)** | **332.87** |
| Transactions during the year : | | | | | | |
| Share based payment (Refer note 35a) | - | - | 5.10 | - | - | **5.10** |
| Dividend including corporate dividend tax (Refer note 38b) | - | - | - | (82.59) | - | **(82.59)** |
| **Balance as at 31 March 2017** | **1,320.67** | **301.92** | **14.07** | **739.34** | **(2.87)** | **2,373.13** |
| Profit for the year | - | - | - | 360.07 | - | **360.07** |
| Other comprehensive income for the year | - | - | - | - | 6.81 | **6.81** |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **360.07** | **6.81** | **366.88** |
| Transactions during the year : | | | | | | |
| Share based payment (Refer note 35a) | - | - | 7.56 | - | - | 7.56 |
| Dividend including corporate dividend tax (Refer note 38b) | - | - | - | (110.12) | - | (110.12) |
| **Balance as at 31 March 2018** | **1,320.67** | **301.92** | **21.63** | **989.29** | **3.94** | **2,637.45** |

**Significant accounting policies** 2 - 3

**Notes to the financial statements** 4 - 45

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

As per our report of even date attached
For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No: 001076N/N500013

Ashish Gupta
Partner
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Mumbai
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Company Secretary
Membership No.: A19267

Mumbai
7 May 2018

# Notes to the financial statements
for the year ended 31 March 2018

Currency: ₹ in crore

## 1 BACKGROUND

Pfizer Limited, "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 the BSE Limited 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 Goa and Thane. Thane plant is classified as assets held for sale. 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 BASIS OF PREPARATION

### a) Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS ) as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy in use.

### b) Functional and presentation currency

These financial statements are presented in Indian Rupee (₹), which is also the Company's functional currency. All amounts have been rounded off to the nearest crore or decimals thereof, unless otherwise indicated.

### c) Basis of measurement

The financial statements have been prepared under the historical cost basis except for the following items:

| | Items | Measurement basis |
|---|---|---|
| (i) | Certain financial assets and liabilities | Fair Value |
| (ii) | Liabilities for cash-settled-share-based payment arrangements | Fair Value |
| (iii) | Net defined benefit asset / (obligation) | Fair Value of plan assets less present value of defined benefit obligations |

### d) Use of estimates and judgements

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires management to make estimates, judgements 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 these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. Estimates and underlying assumptions are reviewed on an ongoing basis. Application of accounting policies that requires critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in Note 3.

**Critical estimates and judgements**

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

Note 4, 5 and 6 — Useful lives of property, plant and equipment, intangible assets, investment property and impairment testing for goodwill

Currency: ₹ in crore

Note 10 — Provision for inventory obsolescence

Note 18 and 23 — Provision for sales return

Note 34 — Assets and obligations relating to employee benefits

Note 35 — Share based payments

Note 37 — Provision for expected credit loss

### e) 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 Act. Based on the nature of it's 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.

### f) Measurement of fair values

A number of accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 35 – Share based payment arrangements

Note 5 – Investment property

Note 37 – Financial instruments.

Currency: ₹ in crore

## 3 SIGNIFICANT ACCOUNTING POLICIES

### a) Revenue

**Sale of goods:**

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. Revenue is measured at the fair value of the consideration received or receivable net of returns, discounts, rebates and applicable indirect taxes. Revenue for the year ended 31 March 2018 includes excise duty levied on goods manufactured upto 30 June 2017 in accordance with erstwhile Central Excise Act 1944 (Refer note 24).

**Multiple delivery arrangements:**

When two or more revenue generating activities or deliverables are provided under a single arrangement, each deliverable that is considered to be a separate unit of account is accounted for separately. The allocation of consideration from a revenue arrangement to it's separate units of account is based on the relative fair value of each unit.

**Rendering of services:**

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.

**Rental income:**

Rental income from investment property and sub-leasing is recognized as a part of other income in profit or loss.

**Interest income:**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

### b) Foreign exchange transactions

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

Monetary assets and liabilities denominated 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 profit or loss.

### c) Property, plant and equipment

**(i) Recognition and measurement**

Items of property, plant and equipment are stated at cost of acquisition less accumulated depreciation / amortization and impairment losses. The cost of property, plant and equipment 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.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

**(ii) Subsequent expenditure**

Subsequent expenditure that are directly attributable to the property, plant and equipment are capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Currency: ₹ in crore

**(iii) Depreciation**

a) Depreciation for the year has been provided as per the rates determined in Part C of Schedule II of the Act or based on estimated useful life of the assets determined by the management.

b) Depreciation on assets other than those specified in a) above are provided at:

| 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 or estimated useful life, which ever is lower |

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 and equipment | 8.33% to 100% |
| Vehicles | 25% to 50% |

Depreciation on additions is provided on a pro-rata basis from the month of capitalization. Depreciation on deletions during the year is provided up to the month in which the asset is sold / discarded.

**(iv) Reclassification to investment property**

When the use of a property changes from owner occupied to investment property, the property is reclassified as investment property at it's carrying amount on the date of reclassification.

## d) Goodwill and other intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortization / impairment losses.

**Goodwill:**

Goodwill arising on acquisition of business is carried at costs less any accumulated impairment losses.

Goodwill is not amortized and is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired.

**Other intangible assets:**

Other intangible assets comprises of trademarks and computer software.

Trademarks are amortized on a straight line basis, over a period of 10 years. Cost of computer software includes cost such as salary and other expenditure incurred on development of the computer software and is amortized on straight-line basis over a period of 10 years, which in management's estimate represents the period during which economic benefits will be derived from their use.

## e) Impairment of financial and non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An

Currency: ₹ in crore

asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or of Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to it's recoverable amount.

Impairment losses of continuing operations, including impairment on inventories, are recognized in profit or loss.

For assets excluding goodwill (refer note 3(d) above), an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exists or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the profit or loss.

## f) Investment property

Investment property is measured at cost less accumulated depreciation and impairment losses, if any. Any gain or loss on disposal of an investment property is recognized in profit or loss.

Investment property is depreciated using straight line method over its estimated useful life of 33 years.

## g) 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 realizable 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 it's present location and condition. Stores and spares are valued at lower of weighted average cost and net realizable value.

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.

The comparison of cost and net realizable value is made on an item-by-item basis.

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

## h) Assets held for sale

Such assets are generally measured at lower of their carrying amount and fair value less costs to sell. Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortized or depreciated.

## i) Employee benefits

### (i) 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.

### (ii) Long - term employee benefits

#### a) Defined contribution plan

The Company's contribution towards employees' Superannuation plan is recognized as an expense in profit or loss when they are due.

**b) Defined benefit plans**

**(i) 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.

**(ii) 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 reporting date.

Remeasurements of the net defined benefit obligation, which comprise of actuarial gains and losses and the return on plan assets are recognized in Other Comprehensive Income (OCI).

**(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 as at the reporting 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 reporting date.

Remeasurements of the net defined benefit obligation, which comprise of actuarial gains and losses and the return on plan assets are recognized in profit or loss.

## j) Provisions and contingent liabilities

The Company creates a provision when there exists 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 the financial statements.

## k) Leases

**Company as a lessee:**

A lease is classified at the inception date as a finance lease or an operating lease. Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments or term of lease whichever is lower. Operating lease payments are recognized as an expense in the profit or loss on a straight-line basis over the lease term, unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

Currency: ₹ in crore

**Company as a lessor:**

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight-line basis over the term of the relevant lease. Contingent rents are recognized as revenue in the period in which they are earned. Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

## l) Income tax

Income tax comprises of current tax and deferred tax.

**Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amount and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

**Deferred tax**

Deferred tax is recognized in respect of temporary difference between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date to reassess realization. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

## m) Employee stock options scheme

Pfizer Inc., USA, as a part of the long-term incentive awards offers certain common stock (shares) to the employees of Pfizer Inc., and its subsidiaries.

Compensation cost relating to employee stock options granted by Pfizer Inc., to employees of the Company is measured using the fair value method. Compensation expense is amortized over the vesting period of the options on a straight-line basis.

The grant date fair value of equity settled share-based payment awards granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date.

## n) 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 respective weighted average number of equity shares outstanding during the year.

## o) Dividends

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## p) Financial instruments

### (i) Recognition and initial measurement

Trade receivables issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

### (ii) Classification and subsequent measurement

Financial assets Classification - subsequent measurement and gains and losses:

On initial recognition, a financial asset is classified as measured at

a) amortized cost;

b) FVOCI – equity investment; or

c) FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

a) Financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at FVTPL

These assets are remeasured at fair value, at each reporting date. Net gains and losses, arising from such remeasurement including any interest or dividend income, are recognized in profit or loss.

c) Financial assets at amortized cost

These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses:

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest

Currency: ₹ in crore

expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

**(iii) Derecognition**

**Financial assets**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

**Financial liabilities**

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expired. The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

## q) Recent accounting pronouncement - Standard issued but not effective yet

The Ministry of Corporate Affairs of the Government of India, on 28 March 2018, issued certain amendments to Ind AS. Impact of applicable amendments is presented below:

**i) Ind AS 115: Revenue from contracts with customers**

Applicable from 1 April 2018: The core principle of the new standard is that revenue should be recognized when (or as) an entity transfers control of goods or services to a customer at an amount to which the entity expects to be entitled. To achieve the core principle, the new standard establishes a five step model, that entities would need to apply to determine when to recognize revenue and at what amount.

Applying this core principle involves the 5 step approach.

- The standard requires to identify contract with customer as a first step.
- Having identified a contract, the entity next identifies the performance obligations within that contract. A performance obligation is a promise in a contract with a customer to transfer either a good or service or a bundle of goods or services, that are 'distinct'.
- Third step in the model is to determine the transaction price and then as a fourth step, such transaction price needs to be allocated to the performance obligations identified in step 2.
- In accordance with this Standard, entity is required to recognize revenue when the entity satisfies the performance obligations.

The Standard requires extensive disclosure about the nature , amount , timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The effect on adoption of Ind AS 115 is expected to be insignificant.

Currency: ₹ in crore

**ii) Ind AS 21: The effects of changes in foreign exchange rates**

Foreign currency transactions and advance consideration: It clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The effective date for adoption of Changes in Ind AS 21 is 1 April 2018. The effect on the financial statements is being evaluated by the Company. The effect on adoption of amendments to Ind AS 21 is expected to be insignificant.

**iii) Ind AS 12: Income taxes**

Ind AS 12, Income taxes, has been amended to provide guidance on recognition of deferred tax assets for unrealized losses. The existing standard provides that an entity recognises deferred tax assets only when it is probable that taxable profits will be available against which the deductible temporary differences can be utilized. The amended standard provides that when an entity assesses whether taxable profits will be available against which it can utilize a deductible temporary difference, it considers whether tax law restricts the source of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. If tax law restricts the utilization of losses to deduction against income of a specific type, a deductible temporary difference is assessed in combination only with other deductible temporary differences of the appropriate type. It further provides that while estimating probable future taxable profit, an entity may include the recovery of some of entity's assets for more than their carrying amount if there is sufficient evidence that it is probable that the entity will achieve this.

The amendments are applicable retrospectively for annual periods beginning on or after 1 April 2018. These amended rules also state that an entity is permitted to apply these amendments retrospectively also in accordance with Ind AS 8. The effect on adoption of amendments to Ind AS 12 is expected to be insignificant.

## 4. PROPERTY, PLANT AND EQUIPMENT

Currency: ₹ in crore

**The changes in the carrying value of property, plant and equipment for the year ended 31 March 2018 are as follows:**

| Particulars | Leasehold land | Leasehold improvements | Buildings | Plant and equipment | Furniture and fixtures | Vehicles | Office equipment | Computers | Total |
|---|---|---|---|---|---|---|---|---|---|
| Gross carrying amount as at 1 April 2017 | 20.00 | 24.62 | 12.04 | 13.51 | 8.49 | 0.11 | 5.98 | 29.27 | 114.02 |
| Additions | - | 4.92 | - | 1.75 | 2.48 | - | 3.53 | 3.55 | 16.23 |
| Deletions | - | 0.01 | - | 0.01 | 0.03 | - | - | 4.14 | 4.19 |
| Transferred to assets held for sale | - | - | - | - | - | - | - | - | - |
| **Gross carrying amount as at 31 March 2018 (A)** | **20.00** | **29.53** | **12.04** | **15.25** | **10.94** | **0.11** | **9.51** | **28.68** | **126.06** |
| Accumulated depreciation as at 1 April 2017 | 0.89 | 5.93 | 1.33 | 4.16 | 1.56 | 0.09 | 1.54 | 15.25 | 30.75 |
| Depreciation for the year | 0.27 | 3.32 | 0.75 | 1.25 | 0.94 | 0.02 | 1.00 | 9.05 | 16.60 |
| Deletions | - | - | - | - | 0.01 | - | - | 2.78 | 2.79 |
| **Accumulated depreciation as at 31 March 2018 (B)** | **1.16** | **9.25** | **2.08** | **5.41** | **2.49** | **0.11** | **2.54** | **21.52** | **44.56** |
| **Net carrying amount as at 31 March 2018 (A) - (B)** | **18.84** | **20.28** | **9.96** | **9.84** | **8.45** | **0.00** | **6.97** | **7.16** | **81.50** |

The changes in the carrying value of property, plant and equipment for the year ended 31 March 2017 are as follows:

| Particulars | Leasehold land | Leasehold improvements | Buildings | Plant and equipment | Furniture and fixtures | Vehicles | Office equipment | Computers | Total |
|---|---|---|---|---|---|---|---|---|---|
| Gross carrying amount as at 1 April 2016 | 18.86 | 23.39 | 20.24 | 12.28 | 7.67 | 0.18 | 4.96 | 23.79 | 111.37 |
| Additions | 1.14 | 1.23 | - | 1.23 | 0.82 | - | 1.02 | 6.46 | 11.90 |
| Deletions | - | - | 2.95 | - | - | 0.07 | 0.00 | 0.98 | 4.00 |
| Transferred to assets held for sale | - | - | 5.25 | - | - | - | - | - | 5.25 |
| **Gross carrying amount as at 31 March 2017 (A)** | **20.00** | **24.62** | **12.04** | **13.51** | **8.49** | **0.11** | **5.98** | **29.27** | **114.02** |
| Accumulated depreciation as at 1 April 2016 | 0.63 | 2.12 | 0.57 | 2.23 | 0.58 | 0.07 | 0.59 | 6.25 | 13.04 |
| Depreciation for the year | 0.26 | 3.81 | 0.93 | 1.93 | 0.98 | 0.04 | 0.95 | 9.92 | 18.82 |
| Deletions | - | - | 0.04 | - | - | 0.02 | - | 0.92 | 0.98 |
| Transferred to assets held for sale | - | - | 0.13 | - | - | - | - | - | 0.13 |
| **Accumulated depreciation as at 31 March 2017 (B)** | **0.89** | **5.93** | **1.33** | **4.16** | **1.56** | **0.09** | **1.54** | **15.25** | **30.75** |
| **Net carrying amount as at 31 March 2017 (A) - (B)** | **19.11** | **18.69** | **10.71** | **9.35** | **6.93** | **0.02** | **4.44** | **14.02** | **83.27** |

Currency: ₹ in crore

## 5 INVESTMENT PROPERTY

### A. Reconciliation of carrying amount

The changes in the carrying value of investment property for the year ended 31 March 2018 are as follows:

| Particulars | Amount |
|---|---|
| Gross carrying amount as at 1 April 2017 | 37.89 |
| **Gross carrying amount as at 31 March 2018 (A)** | **37.89** |
| Accumulated depreciation as at 1 April 2017 | 2.78 |
| Depreciation for the year | 1.39 |
| **Accumulated depreciation as at 31 March 2018 (B)** | **4.17** |
| **Net carrying amount as at 31 March 2018 (A) - (B)** | **33.72** |

The changes in the carrying value of investment property for the year ended 31 March 2017 are as follows:

| Particulars | Amount |
|---|---|
| Deemed cost / Gross carrying amount as at 1 April 2016 | 37.89 |
| **Gross carrying amount as at 31 March 2017 (A)** | **37.89** |
| Accumulated depreciation as at 1 April 2016 | 1.39 |
| Depreciation for the year | 1.39 |
| **Accumulated depreciation as at 31 March 2017 (B)** | **2.78** |
| **Net carrying amount as at 31 March 2017 (A) - (B)** | **35.11** |

The rental income recognized, from the above investment properties, in profit or loss for the year ending 31 March 2018 is ₹ 6.39 crore. (31 March 2017: ₹ 6.39 crore)

### B. Measurement of fair values

i. The fair value of investment property is ₹134.99 crore as at 31 March 2018. The fair value has been determined by external, independent property valuers. The fair value measurement for all the investment properties has been categorized as a level 3 fair value based on the inputs to the valuation technique used. The independent valuers have adopted Land and Building method of valuation. The valuation has been arrived at considering the location of the property, market enquiries, sale instances etc.

## 6 INTANGIBLE ASSETS

The changes in the carrying value of intangible assets for the year ended 31 March 2018 are as follows:

| Particulars | Goodwill | Trade marks | Computer software | Total |
|---|---|---|---|---|
| Gross carrying amount as at 1 April 2017 | 527.49 | 341.76 | - | 869.25 |
| Additions | - | 77.75 | 21.80 | 99.55 |
| **Gross carrying amount as at 31 March 2018 (A)** | **527.49** | **419.51** | **21.80** | **968.80** |
| Accumulated amortization as at 1 April 2017 | - | 85.44 | - | 85.44 |
| Amortization for the year | - | 47.26 | 1.00 | 48.26 |
| **Accumulated amortization as at 31 March 2018 (B)** | **-** | **132.70** | **1.00** | **133.70** |
| **Net carrying amount as at 31 March 2018 (A) - (B)** | **527.49** | **286.81** | **20.80** | **835.10** |

The changes in the carrying value of intangible assets for the year ended 31 March 2017 are as follows:

| Particulars | Goodwill | Trade marks | Computer software | Total |
|---|---|---|---|---|
| Gross carrying amount as at 1 April 2016 | 527.49 | 341.76 | - | 869.25 |
| **Gross carrying amount as at 31 March 2017 (A)** | **527.49** | **341.76** | **-** | **869.25** |
| Accumulated amortization as at 1 April 2016 | - | 42.72 | - | 42.72 |
| Amortization for the year | - | 42.72 | - | 42.72 |
| **Accumulated amortization as at 31 March 2017 (B)** | **-** | **85.44** | **-** | **85.44** |
| **Net carrying amount as at 31 March 2017 (A) - (B)** | **527.49** | **256.32** | **-** | **783.81** |

Currency: ₹ in crore

**Impairment:**

The shareholders of the Company approved the Scheme of Amalgamation ('Scheme') between the Company and erstwhile Wyeth Limited ('Wyeth business') with an appointed date of 1 April 2013 whereby all the assets and liabilities of Wyeth business which were transferred to and vested in the Company have been recorded at their fair values from the appointed date. The goodwill pertains to the excess of purchase consideration over the fair values of the net assets taken over from Wyeth Limited, prior to transition to Ind AS.

For the purposes of impairment testing, carrying amount of goodwill has been allocated to the following Cash Generating Unit (CGU) as follows:

| Particulars | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Business acquired pursuant to amalgamation of erstwhile Wyeth Limited | 527.49 | 527.49 |
| | **527.49** | **527.49** |

The recoverable amount of the above CGU has been assessed using a value-in-use model. Value in use is calculated as the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows.

The cash flow projections include specific estimates for five years developed using internal forecasts and a terminal growth rate thereafter of 2% (31 March 2017: 5%). The planning horizon reflects the assumptions for short-to-mid term market developments.

Discount rate reflects the current market assessment of the risks. The discount rate is estimated based on the weighted average cost of capital for the Company. Post-tax discount rate used for the year ended 31 March 2018 was 12.5% (31 March 2017: 11.5%).

The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

The management believes that any reasonable possible change in the key assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

## 7 FINANCIAL ASSETS - NON-CURRENT INVESTMENTS

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Unquoted * | | |
| (i) Investment in equity instruments at FVTPL | 0.00 | 0.00 |
| (ii) Investment in government debt securities at FVTPL | 0.00 | 0.00 |
| | **0.00** | **0.00** |
| Aggregate amount of unquoted investment | **0.00** | 0.00 |

* Rounded off.

Currency: ₹ in crore

## 8 FINANCIAL ASSETS - LONG-TERM LOANS AND ADVANCES

(Unsecured considered good, unless otherwise stated)

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Deposits and other advances | | |
| Considered good | 35.40 | 30.96 |
| Considered doubtful | 1.32 | 3.51 |
| | **36.72** | **34.47** |
| Employee related loans and advances | 0.14 | 0.28 |
| Other loans and advances | | |
| Considered good | 7.76 | 0.88 |
| Considered doubtful | 2.10 | 2.10 |
| | **9.86** | **2.98** |
| Allowances for doubtful advances | | |
| Deposits and other advances | (1.32) | (3.51) |
| Other loans and advances | (2.10) | (2.10) |
| | **(3.42)** | (5.61) |
| | **43.30** | **32.12** |

## 9 OTHER NON-CURRENT ASSETS

(Unsecured considered good, unless otherwise stated)

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Prepayments | 26.95 | 27.51 |
| Gratuity (Refer note 34) | 4.87 | 3.74 |
| Advance income tax (Net of provision for income tax) | 179.94 | 179.94 |
| Capital advances | 0.82 | **0.56** |
| Balance with customs and excise authorities | | |
| Considered good | 13.67 | 13.67 |
| Considered doubtful | 0.74 | 0.74 |
| | **14.41** | **14.41** |
| Others | 52.33 | **34.57** |
| Allowances for doubtful advances | | |
| Balance with customs and excise authorities | (0.74) | (0.74) |
| | **(0.74)** | (0.74) |
| | **278.58** | **259.99** |

## 10 INVENTORIES

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Raw materials | 64.90 | 63.05 |
| Finished goods [1] | 61.85 | 91.63 |
| Work - in - progress | 6.60 | **13.57** |
| Stock - in - trade [1] | 150.69 | 141.45 |
| Stores | 0.10 | 1.87 |
| Packing materials | 12.92 | 10.33 |
| | **297.06** | **321.90** |

**Notes:**

1. Includes assets recoverable from customers of ₹0.12 crore (31 March 2017: ₹2.79 crore)

2. The Company writes down the value of inventories towards slow moving, non-moving, expired and non-saleable inventory based on historical experience of such items and any recent trends that may suggest realizable amount could differ from historical amounts. Charge in the profit or loss on account of write down of inventory during the year is ₹3.73 crore (31 March 2017: ₹23.96 crore).

Currency: ₹ in crore

## 11 TRADE RECEIVABLES

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Secured, considered good | 0.03 | 0.03 |
| Unsecured, considered good | 154.77 | 110.29 |
| Unsecured, considered doubtful | 23.84 | 25.42 |
| | **178.64** | **135.74** |
| Less: Allowances for credit loss | (23.84) | (25.42) |
| | **154.80** | **110.32** |

The above includes amounts due from related parties ₹15.03 crore (31 March 2017: ₹9.53 crore)

The Company's exposure to credit and currency risks, and loss allowances are disclosed in note 37.

## 12a CASH AND CASH EQUIVALENTS

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Balance with banks : | | |
| In current accounts | 10.85 | 4.20 |
| In exchange earner's foreign currency account | 0.21 | - |
| In deposit accounts with maturity less than or equal to 90 days | 27.04 | 55.00 |
| Cheques on hand | 12.63 | 8.39 |
| Cash on hand * | - | 0.00 |
| | **50.73** | **67.59** |

* 31 March 2017 Rounded off.

## 12b BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Balance with banks : | | |
| In deposit accounts with maturity more than 90 days | 1,698.00 | 1,432.00 |
| In unclaimed dividend accounts | 21.87 | 22.11 |
| In current account, restricted for use[1] | 1.05 | - |
| As margin money deposit | 0.21 | 1.39 |
| | **1,721.13** | **1,455.50** |

The Company's exposure to credit and currency risks, and loss allowances are disclosed in note 37.

[1]Amount set aside for VAT demand

## 13 LOANS

(Unsecured considered good, unless otherwise stated)

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Deposits | 0.98 | 2.26 |
| Loans to employees | 6.19 | 2.64 |
| Others | | |
| Considered good | 20.87 | 22.10 |
| Considered doubtful | - | 0.12 |
| | **20.87** | **22.22** |
| Allowances for doubtful loans | | |
| Others | - | (0.12) |
| | - | (0.12) |
| | **28.04** | **27.00** |

Currency: ₹ in crore

## 14 OTHER CURRENT FINANCIAL ASSETS

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Interest accrued on deposits | 26.98 | 18.52 |
| | **26.98** | **18.52** |

## 15 OTHER CURRENT ASSETS

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Prepayments | 8.10 | 6.19 |
| Balance with Customs and Excise authorities | 28.05 | 25.48 |
| Goods and service tax receivable | 88.15 | - |
| | **124.30** | **31.67** |

## 16 ASSETS HELD FOR SALE

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Business undertaking at Thane | 13.54 | 13.54 |
| Office premises | 0.14 | 5.27 |
| | **13.68** | **18.81** |

(i) The Company has entered into an agreement (BTA) for sale of business undertaking at Thane on a slump sale basis for a consideration of ₹178.00 crore, to be paid in installments, subject to fulfillment of the conditions precedent to the closing. The impact of the transaction would be reflected upon closure of the transaction. As on 31 March 2018, the Company has received an advance of ₹178.00 crore (31 March 2017: ₹150.00 crore) as per the agreed terms and is disclosed under "Other Current Liabilities" in note 22. Upon the conclusion of the BTA, all remaining workmen at Thane Plant shall be transferred to the buyer so as to facilitate manufacturing operations. The property, plant and equipment pertaining to the plant have been disclosed under this head.

(ii) The Company intends to dispose off the premises having a carrying value of ₹0.14 crore as it no longer intends to utilize the same in the next 12 months and accordingly classified the asset as held for sale. Search for a suitable buyer is underway. No impairment loss was recognized on reclassification of the said premises as held for sale and the Company expects the fair value less cost to sell to be higher than carrying amount.

## 17a SHARE CAPITAL

| | Particulars | 31 March 2018 | 31 March 2017 |
|---|---|---|---|
| a | **Authorized :** | | |
| | 52,844,080 (31 March 2017: 52,844,080) equity shares of ₹10/- each | 52.84 | 52.84 |
| | 10,155,920 (31 March 2017: 10,155,920) unclassified shares of ₹10/- each | 10.16 | 10.16 |
| | | **63.00** | 63.00 |
| b | **Issued** | | |
| | 45,750,372 (31 March 2017: 45,750,372) equity shares of ₹10/- each | 45.75 | 45.75 |
| | | **45.75** | **45.75** |
| c | **Subscribed and fully paid up** | | |
| | 45,747,732 (31 March 2017: 45,747,732) equity shares of ₹10/- each | 45.75 | 45.75 |
| | Forfeited equity shares- 2640 (31 March 2017: 2640) equity shares of ₹10/- each * | 0.00 | 0.00 |
| | **Total** | **45.75** | **45.75** |

* Rounded off

d There has been no movement in the equity shares outstanding at the beginning and end of the year.

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

Currency: ₹ in crore

f 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 ended 31 March 2015 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.

g The details of shareholders holding more than 5 % shares in the company is as below:

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | No. of Shares | No of shares % | No. of Shares | No of shares % |
| Pfizer East India B. V. | 18,186,334 | 39.75 | 18,186,334 | 39.75 |
| Wyeth LLC, USA | 5,617,707 | 12.28 | 5,617,707 | 12.28 |
| Aditya Birla Sun Life Trustee Private Limited Account (through various Mutual Fund schemes) | 2,904,549 | 6.35 | 2,285,751 | 5.00 |

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

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| Equity shares of ₹10 each fully paid up held by: | | | | |
| **Ultimate Holding Company** | | | | |
| Pfizer Inc., USA | - | - | - | - |
| **Subsidiaries of the ultimate holding company** | | | | |
| Pfizer East India B.V. | 18,186,334 | 18.19 | 18,186,334 | 18.19 |
| Wyeth LLC, USA | 5,617,707 | 5.62 | 5,617,707 | 5.62 |
| Wyeth Holdings Corporation, USA | 1,630,164 | 1.63 | 1,630,164 | 1.63 |
| Warner - Lambert Company, LLC, USA | 1,187,163 | 1.19 | 1,187,163 | 1.19 |
| Parke - Davis & Company, LLC, USA | 955,733 | 0.96 | 955,733 | 0.96 |
| John Wyeth & Brother Ltd., UK | 882,000 | 0.88 | 882,000 | 0.88 |
| Pharmacia Corporation, USA | 783,941 | 0.78 | 783,941 | 0.78 |

## 17b OTHER EQUITY

### Nature and purpose of reserves

**(i) Securities premium account**

Securities premium account is used to record the premium on issue of shares. This reserve is utilized in accordance with the said provisions of The Companies Act, 2013. This account also includes the share premium on shares issued to the shareholders of erstwhile Wyeth limited, pursuant to the Scheme of Amalgamation.

**(ii) General reserve**

General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as part of the dividend.

**(iii) Capital reserve**

The share-based payment reserve is used to recognize the value of equity settled share-based payments provided to the employees by Pfizer Inc., the ultimate holding company and the Company is not liable for any recharge of the amount. Refer note 35 for further details on the plan.

Currency: ₹ in crore

**(iv) Retained earnings**

The amount that can be distributed by the Company as dividends to its equity shareholders.

| Particulars | Reserves and surplus | | | | Other comprehensive income | Total other equity |
|---|---|---|---|---|---|---|
| | Securities premium account | General reserve | Capital reserve | Retained earnings | Remeasurements of the net defined benefit plans | |
| **Balance as at 1 April 2016** | **1,320.67** | **301.92** | **8.97** | **485.15** | **1.04** | **2,117.75** |
| Profit for the year | - | - | - | 336.78 | - | 336.78 |
| Other comprehensive income for the year | - | - | - | - | (3.91) | (3.91) |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **336.78** | **(3.91)** | **332.87** |
| **Transactions during the year :** | | | | | | |
| Share based payments | - | - | 5.10 | - | - | 5.10 |
| Dividend including corporate dividend tax | - | - | - | (82.59) | - | (82.59) |
| **Balance as at 31 March 2017** | **1,320.67** | **301.92** | **14.07** | **739.34** | **(2.87)** | **2,373.13** |
| Profit for the year | - | - | - | 360.07 | - | 360.07 |
| Other comprehensive income for the year | - | - | - | - | 6.81 | 6.81 |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **360.07** | **6.81** | **366.88** |
| **Transactions during the year :** | | | | | | |
| Share based payment | - | - | 7.56 | - | - | 7.56 |
| Dividend including corporate dividend tax | - | - | - | (110.12) | - | (110.12) |
| **Balance as at 31 March 2018** | **1,320.67** | **301.92** | **21.63** | **989.29** | **3.94** | **2,637.45** |

## 18 LONG - TERM PROVISIONS

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Provision for employee benefits: | | |
| Compensated absences (Refer note 34) | 7.89 | 9.09 |
| Gratuity (Refer note 34) | 1.38 | 5.81 |
| Other provisions: | | |
| Demands under Drug Price Control Orders (DPCO) (Refer note 39) | 22.03 | 22.03 |
| Sales return | 4.29 | 5.77 |
| Customs and Central Excise | 2.15 | 2.15 |
| | **37.74** | **44.85** |

### a) Movement in provisions:

| | Provision for Demands under DPCO | Provision for sales return | Provision for Customs and central excise |
|---|---|---|---|
| **Balance as at 1 April 2016** | **19.88** | **5.59** | **2.15** |
| Additions during the year | 2.15 | 2.21 | - |
| Reversal / Utilization during the year | - | 2.03 | - |
| **As at 31 March 2017** | **22.03** | **5.77** | **2.15** |
| Additions during the year | - | - | - |
| Reversal / Utilization during the year | - | 1.48 | - |
| **As at 31 March 2018** | **22.03** | **4.29** | **2.15** |

Currency: ₹ in crore

**b) Nature of provisions:**

**Provision for sales returns:**

This represents provision towards saleable and non-saleable returns expected to be made by the customers till the product expiry. Provision towards saleable returns represent products which are expected to be returned in saleable condition while non-saleable returns represent expected returns of products which are either expired or damaged, such that the sale of such products may not be possible. Management estimates the provision based on historical returns and any recent trends that may suggest future returns could differ from historical amounts.

**Provision for demands under DPCO:**

This represents provision recognized by the Company towards unsettled compensations claimed under DPCO from the Company.

**Provision for Customs and Central Excise:**

This represents provision recognized by the Company towards claims raised by Customs and Excise authorities.

## 19 BORROWINGS

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Loans and advances from related parties: | | |
| John Wyeth & Brother Limited, India Branch | 2.50 | 2.50 |
| | **2.50** | **2.50** |

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

## 20 TRADE AND OTHER PAYABLES

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Dues to micro and small enterprises | 10.68 | 3.23 |
| Other trade payables | 484.95 | 384.77 |
| | **495.63** | **388.00** |

**Notes:**

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

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year | 9.59 | 1.78 |
| (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 | 0.12 | 0.85 |
| (v) The amount of interest accrued and remaining unpaid at the end of the accounting year | 1.09 | 1.45 |
| (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 | - | - |

b) 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.

c) The above includes amounts due to related parties ₹307.67 crore (31 March 2017: ₹280.81 crore)

d) All trade payables are 'current'. The Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 37.

Currency: ₹ in crore

## 21 CURRENT - OTHER FINANCIAL LIABILITIES

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Unclaimed dividends # | 21.87 | 22.11 |
| Employee benefits | 36.00 | 42.38 |
| Creditors for capital expenditure | 0.60 | 1.56 |
| Security deposits | 7.71 | 6.20 |
| | **66.18** | **72.25** |

# Investor Education and Protection Fund (IEPF) is being credited by the amount of unclaimed dividend after seven years from the due date. The balance represents amounts not yet due for deposit to the IEPF.

## 22 OTHER CURRENT LIABILITIES

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Statutory remittances | 56.45 | 14.67 |
| Advance from customers | 1.66 | 3.19 |
| Advances received (Refer note 16 (i)) | 178.00 | 151.25 |
| | **236.11** | **169.11** |

## 23 SHORT - TERM PROVISIONS

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Provision for employee benefits: | | |
| Compensated absences (Refer note 34) | 2.51 | 2.32 |
| Gratuity (Refer note 34) | 5.33 | 7.22 |
| Other employee benefits (Refer note 34) | 10.19 | 8.50 |
| Other provisions: | | |
| Wealth tax (Net of taxes paid) | 0.22 | 0.22 |
| Fringe benefit tax (Net of taxes paid) | 0.55 | 0.55 |
| Sales return | 30.79 | 25.45 |
| Provision for sales tax / VAT (net) | 13.93 | 13.93 |
| | **63.52** | **58.19** |

### Movement in provisions:

| | Provision for other employee benefits | Provision for sales return | Provision for demands under DPCO | Provision for sales tax / VAT |
|---|---|---|---|---|
| Balance as at 1 April 2016 | 7.25 | 23.66 | 2.18 | 10.83 |
| Additions during the year | 1.25 | 25.45 | - | 3.10 |
| Reversal / Utilization during the year | - | 23.66 | 2.18 | - |
| As at 31 March 2017 | 8.50 | 25.45 | - | 13.93 |
| Additions during the year | 1.69 | 30.79 | - | - |
| Reversal / Utilization during the year | - | 25.45 | - | - |
| **As at 31 March 2018** | **10.19** | **30.79** | **-** | **13.93** |

### Provision for sales tax/ VAT

These represents provision recognized by the Company towards claims raised by Sales Tax authorities and VAT authorities as applicable in each state.

Refer note 18 for the nature and basis of the balance provisions.

Currency: ₹ in crore

## 24 REVENUE FROM OPERATIONS

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Sale of products | 1,924.86 | 2,017.26 |
| Sale of services | 55.29 | 24.59 |
| Sale of scrap | 0.04 | 0.08 |
| | **1,980.19** | **2,041.93** |

Sales for the year ended 31 March 2018 includes excise duty up to 30 June 2017 and sales for the period 1 July 2017 upto 31 March 2018 is reported net of Goods and Service Tax.

## 25 OTHER INCOME

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Interest income | | |
| On bank deposits | 96.86 | 86.32 |
| On loans to employees | 0.01 | 0.02 |
| On other balances | 1.40 | 1.36 |
| Rental income | 6.39 | 6.39 |
| Liabilities / provisions no longer required written back | 2.38 | 1.32 |
| Insurance claims | 7.07 | 3.76 |
| Profit on sale of assets (net) | 0.06 | 0.73 |
| Net gain on foreign currency transactions and translation | - | 0.72 |
| Other non-operating income | 0.12 | 0.54 |
| | **114.29** | **101.16** |

## 26 COST OF MATERIALS CONSUMED

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Raw materials consumed | | |
| Opening inventory (Refer note 10) | 63.05 | 116.03 |
| Add: Purchases | 242.24 | 249.75 |
| | **305.29** | **365.78** |
| Less: Closing inventory (Refer note 10) | 64.90 | 63.05 |
| **Raw materials consumed(a)** | **240.39** | 302.73 |
| Packing materials consumed | | |
| Opening inventory (Refer note 10) | 10.33 | 12.07 |
| Add: Purchases | 64.72 | 83.07 |
| | **75.05** | 95.14 |
| Less: Closing inventory (Refer note 10) | 12.92 | 10.33 |
| **Packing materials consumed (b)** | **62.13** | 84.81 |
| **Total cost of materials consumed (a + b)** | **302.52** | **387.54** |

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Purchase of stock-in-trade (Traded goods) | 409.65 | 424.70 |
| | **409.65** | **424.70** |

Currency: ₹ in crore

## 27 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Opening inventory : | | |
| Work in progress (Refer note 10) | 13.57 | 9.10 |
| Finished goods (Refer note 10) | 91.63 | 103.31 |
| Stock-in-trade (Traded goods) (Refer note 10) | **141.45** | **118.48** |
| Less: | | |
| Closing inventory: | | |
| Work in progress (Refer note 10) | 6.60 | 13.57 |
| Finished goods (Refer note 10) | 61.85 | 91.63 |
| Stock-in-trade (Traded goods) (Refer note 10) | 150.69 | 141.45 |
| Changes In Inventories: | | |
| Work in progress | 6.97 | (4.47) |
| Finished goods | 29.78 | 11.68 |
| Stock-in-trade (Traded goods) | (9.24) | (22.97) |
| | **27.51** | **(15.76)** |

## 28 EMPLOYEE BENEFITS EXPENSE

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Salaries and wages | 270.65 | 267.93 |
| Contribution to provident and other funds | 15.16 | 14.87 |
| Staff welfare expenses | 11.04 | 10.98 |
| Gratuity (Refer note 34) | 9.88 | 5.01 |
| Employee stock option expenses (Refer note 35) | 7.56 | 5.10 |
| | **314.29** | **303.89** |

## 29 FINANCE COSTS

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Interest expense on others | 0.42 | 0.96 |
| | **0.42** | **0.96** |

## 30 DEPRECIATION AND AMORTIZATION EXPENSE

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Depreciation on property, plant and equipment (Refer note 4) | 16.60 | 18.82 |
| Depreciation on investment property (Refer note 5) | 1.39 | 1.39 |
| Amortization of intangible assets (Refer note 6) | 48.26 | 42.72 |
| | **66.25** | **62.93** |

Currency: ₹ in crore

## 31 OTHER EXPENSES

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Advertisement and sales promotion | 71.23 | 71.03 |
| Processing charges | 44.17 | 51.92 |
| Legal and professional fees | 53.01 | 60.98 |
| Auditors' remuneration (Refer note 31.1) | 0.84 | 1.68 |
| Power and fuel | 12.34 | 10.34 |
| Freight and forwarding expenses | 72.12 | 81.79 |
| Insurance | 9.95 | 8.59 |
| Travelling and conveyance | 62.86 | 74.34 |
| Rent (Refer note 36) | 35.20 | 33.46 |
| Communication | 6.76 | 6.44 |
| Provision for expected credit loss and doubtful advances | 0.31 | 5.52 |
| Rates and taxes | 2.77 | 42.72 |
| Service charges | 2.97 | 3.81 |
| Repairs and maintenance - buildings | 2.40 | 1.12 |
| Repairs and maintenance - machinery | 2.93 | 4.19 |
| Repairs and maintenance - others | 1.13 | 3.01 |
| Net loss on foreign currency transactions and translation | 0.35 | - |
| Consumption of stores and spare parts | 5.98 | 6.49 |
| Bank charges | 0.35 | 1.00 |
| Printing and stationery | 1.31 | 1.33 |
| Commission to directors | 0.68 | 0.76 |
| Miscellaneous expenses (Refer note 44 for corporate social responsibility) | 24.59 | 46.24 |
| | **414.25** | **516.76** |

### 31.1 Auditors' Remuneration

| | | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| a) | As statutory auditor | 0.77 | 1.06 |
| b) | For other matters (certification work ) | - | 0.57 |
| c) | Out of pocket expenses | 0.07 | 0.05 |
| **Total** | | **0.84** | **1.68** |

## 32 TAX RECONCILIATION

### Tax expense

#### (a) Amounts recognized in profit or loss

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **Current income tax** | 194.49 | 188.66 |
| **Deferred income tax charge, (net)** | | |
| Origination and reversal of temporary differences | (6.65) | (8.61) |
| **Tax expense for the year** | **187.84** | **180.05** |

Currency: ₹ in crore

### (b) Amounts recognized in other comprehensive income

| | For the year ended 31 March 2018 | | | For the year ended 31 March 2017 | | |
|---|---|---|---|---|---|---|
| | Before tax | Tax (expense)/ benefit | Net of tax | Before tax | Tax (expense)/ benefit | Net of tax |
| **Items that will not be reclassified to profit or loss** | | | | | | |
| Remeasurements of the defined benefit plans | 10.47 | (3.66) | 6.81 | (5.98) | 2.07 | (3.91) |
| **Total** | 10.47 | (3.66) | 6.81 | (5.98) | 2.07 | (3.91) |

### (c) Reconciliation of effective tax rate

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| Profit before tax | 547.91 | 516.83 |
| Tax using the Company's domestic tax rate (current year 34.61 % and previous year 34.61 %) | 189.63 | 178.87 |
| **Tax effect of amounts which are not deductible in calculating taxable income** | | |
| CSR expenses | 0.38 | 2.73 |
| Others | (2.17) | (1.55) |
| **Tax expense as per profit or loss** | **187.84** | **180.05** |

The Company's effective tax rates for the years ended 31 March 2018 is 34.28 % (31 March 2017: 34.84 %). Income tax expense was ₹187.84 crore for the year ended 31 March 2018 (31 March 2017: ₹180.05 crore).

### (d) Movement in deferred tax balances

The movement in deferred tax balances for the year ended 31 March 2018 is as follows:

| | Net balance 1 April 2017 | Recognized in profit or loss | Recognized in OCI | Net deferred tax asset/liability |
|---|---|---|---|---|
| **Deferred tax liability (gross)** | | | | |
| Property, plant and equipment | (14.21) | 1.04 | - | (13.17) |
| Goodwill and intangible assets | (88.71) | 14.08 | - | (74.63) |
| Lease straight lining | (3.22) | 0.29 | - | (2.93) |
| **Total deferred tax liabilities** | **(106.14)** | **15.41** | **-** | **(90.73)** |
| | | | | |
| **Deferred tax assets (gross)** | | | | |
| Interest free deposits | 0.26 | (0.48) | - | (0.22) |
| Physician samples | 1.27 | (0.74) | - | 0.53 |
| Employee benefits | 14.61 | (3.89) | (0.04) | 10.68 |
| Provisions | 43.71 | 1.14 | - | 44.85 |
| Other items | 28.73 | (8.42) | - | 20.31 |
| **Total deferred tax assets** | **88.58** | **(12.39)** | **(0.04)** | **76.15** |
| **Deferred tax liabilities (net)** | **(17.56)** | **3.02** | **(0.04)** | **(14.58)** |

Currency: ₹ in crore

The movement in deferred tax balances for the year ended 31 March 2017 is as follows:

| | Net balance 1 April 2016 | Recognized in profit or loss | Recognized in OCI | Net deferred tax asset/liability |
|---|---|---|---|---|
| **Deferred tax liability (gross)** | | | | |
| Property, plant and equipment | (11.69) | (2.52) | - | (14.21) |
| Goodwill and intangible assets | (103.50) | 14.79 | - | (88.71) |
| Lease straight lining | (2.17) | (1.05) | - | (3.22) |
| **Total deferred tax liabilities** | **(117.36)** | **11.22** | **-** | **(106.14)** |
| **Deferred tax assets (gross)** | | | | |
| Physician samples | 0.19 | 0.07 | - | 0.26 |
| Interest free deposits | 1.73 | (0.46) | - | 1.27 |
| Employee benefits | 12.23 | 0.31 | 2.07 | 14.61 |
| Provisions | 37.05 | 6.66 | - | 43.71 |
| Other items | 37.92 | (9.19) | - | 28.73 |
| **Total deferred tax assets** | **89.12** | **(2.61)** | **2.07** | **88.58** |
| **Deferred tax liabilities (net)** | **(28.24)** | **8.61** | **2.07** | **(17.56)** |

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income and the period over which deferred income tax assets will be recovered. Any changes in future taxable income would impact the recoverability of deferred tax assets.

## 33 EARNINGS PER SHARE (EPS)

| | | 31 March 2018 | 31 March 2017 |
|---|---|---|---|
| (i) | Profit attributable to Equity holders | | |
| | Profit for the year | | |
| | (i) before exceptional items (net of tax) | 360.07 | 245.22 |
| | (ii) after exceptional items (net of tax) | 360.07 | 336.78 |
| (ii) | Weighted average number of ordinary shares | 45,750,372 | 45,750,372 |
| (iii) | Basic and Diluted earnings per share computed on basis of profit for the year* | | |
| | (i) before exceptional items (net of tax) | 78.70 | 53.60 |
| | (ii) after exceptional items | 78.70 | 73.61 |

* Basic and diluted earning per share are in ₹

Currency: ₹ in crore

## 34 EMPLOYEE BENEFITS

### (A) Defined contribution plan:

During the year, the Company has contributed ₹0.51 crore (31 March 2017: ₹0.43 crore) towards employee's superannuation fund.

### (B) Long-term employee benefit - compensated absences

All eligible employees can carry forward and avail / encash leave as per Company's rules.

### (C) Defined benefit plan:

#### (i) 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.

#### (ii) Gratuity plan

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. Trustees administer the contributions made by the Company to the gratuity scheme.

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Defined benefit obligation | 77.30 | 78.17 |
| Fair value of plan assets | 75.46 | 68.88 |
| Net defined benefit assets/ (obligation) | **(1.84)** | **(9.29)** |

#### (a) Movement in net defined benefit asset/ (obligation)

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset)/ liability and its components:

**Gratuity plan**

| | Defined benefit obligation | | Fair value of plan assets | | Net defined benefit asset/ (obligation) | |
|---|---|---|---|---|---|---|
| | 31 March 2018 | 31 March 2017 | 31 March 2018 | 31 March 2017 | 31 March 2018 | 31 March 2017 |
| Opening balance | 78.17 | 65.29 | 68.88 | 60.99 | (9.29) | (4.30) |
| Funds received from Life Insurance Corporation of India | - | - | - | - | - | - |
| Current service cost | 5.63 | 4.74 | - | - | (5.63) | (4.74) |
| Contributions | - | - | - | 3.73 | - | 3.73 |
| Expected returns | - | - | 4.63 | 4.55 | 4.63 | 4.55 |
| Past service cost | 3.87 | - | - | - | (3.87) | - |
| Interest cost / (income) | 5.01 | 4.81 | - | - | (5.01) | (4.81) |
| Benefit payments from plan assets | - | (3.28) | - | (3.28) | - | - |
| Benefit payments directly by employer | (6.85) | (2.26) | - | - | 6.85 | 2.26 |
| | **85.83** | 69.30 | **73.51** | 65.99 | **(12.32)** | (3.31) |

Currency: ₹ in crore

| | Defined benefit obligation | | Fair value of plan assets | | Net defined benefit asset/ (obligation) | |
|---|---|---|---|---|---|---|
| | 31 March 2018 | 31 March 2017 | 31 March 2018 | 31 March 2017 | 31 March 2018 | 31 March 2017 |
| Included in OCI: | | | | | | |
| Remeasurement loss/ (gain) | - | - | - | - | - | - |
| Actuarial loss/ (gain) arising from: | | | | | | |
| Demographic assumptions | - | - | - | - | - | - |
| Financial assumptions | (4.44) | 4.47 | 1.95 | 2.89 | 6.39 | (1.58) |
| Experience adjustment | (4.09) | 4.40 | - | - | 4.09 | (4.40) |
| Expected settlements | - | - | - | - | - | - |
| Return on plan assets excluding interest income | - | - | - | - | - | - |
| | (8.53) | 8.87 | 1.95 | 2.89 | 10.48 | (5.98) |
| Closing balance | **77.30** | 78.17 | **75.46** | 68.88 | **(1.84)** | (9.29) |

### Represented by

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Net defined benefit liability | 6.71 | 13.03 |
| Net defined benefit asset | 4.87 | 3.74 |
| | **(1.84)** | **(9.29)** |

### (b) Plan assets

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Plan assets comprise the following: | | |
| Insurer managed fund (100 %) | 75.46 | 68.88 |
| | **75.46** | **68.88** |

### (c) Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

| | Gratuity | |
|---|---|---|
| | 31 March 2018 | 31 March 2017 |
| Discount rate | 7.40 % | 6.72 % |
| Future salary growth | **5% to 9.0%** | **5% to 9.0%** |
| Rate of employee turnover | **5% to 20%** | **5% to 20%** |
| Mortality rate | Indian Assured Lives Mortality (2006-08) Ultimate | Indian Assured Lives Mortality (2006-08) Ultimate |

Assumptions regarding future mortality have been based on published statistics and mortality tables.

### (d) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

| | 31 March 2018 | | 31 March 2017 | |
|---|---|---|---|---|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (1 % movement) | 71.49 | 83.98 | 72.24 | 85.00 |
| Future salary growth (1 % movement) | 83.27 | 71.82 | 83.61 | 73.10 |

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Currency: ₹ in crore

**(e) Expected future cash flows**

The expected future cash flows in respect of gratuity as at 31 March 2018 were as follows

**Expected future benefit payments**

| | |
|---|---|
| 31 March 2019 | 5.33 |
| 31 March 2020 | 6.96 |
| 31 March 2021 | 5.80 |
| 31 March 2022 | 6.70 |
| 31 March 2023 | 6.61 |
| Thereafter | 32.91 |

## 35 SHARE-BASED PAYMENT ARRANGEMENTS

### a) Employee stock options - equity settled

Certain employees of the Company are eligible for stock options, restricted stock units, portfolio performance shares and total shareholder return units granted by Pfizer Inc.

The Company has accounted ₹7.56 crore (31 March 2017: ₹5.10 crore) for share-based payment transactions among group entities in accordance with Ind AS 102, Share-based Payments.

**Nature and extent of employee share-based payment plans**

Pfizer Inc., as a part of the long-term incentive awards offers certain common stock (shares) to the employees of Pfizer Inc., and its subsidiaries. These shares are offered through grant of awards which is a combination of stock options and restricted stock units under the Pfizer Inc. 2004 Stock plan. As per the plan, the vesting period of the stock options and the restricted stock units is 3 years from the grant date and the stock options have a term of 10 years from the grant date. All stock options and restricted stock units are settled through equity. The employees of the Company have been issued 1,247 (31 March 2017: Nil) share options, 21,727 (31 March 2017: 22,247) restricted stock units, 940 (31 March 2017: 1,403) portfolio performance shares and 117,792 (31 March 2017: 110,467) total shareholder return units under the Pfizer Inc., 2004 Share Option Plan by Pfizer Inc.

**(i) Employee stock options (ESOPs)**

Employee stock options provides the employees of Pfizer Limited with a right to receive a unit of the stock of Pfizer Inc., at a predetermined exercise price upon fulfilment of vesting conditions.

| Particulars | For the year ended 31 March 2018 | | |
|---|---|---|---|
| | Shares arising out of options | Range of exercise prices (US $) | Weighted average exercise price (US $) |
| Options outstanding at the beginning of the year | 266,700 | 17.69 - 34.59 | 28.66 |
| Add: Options granted during the year | 1,247 | 34.06 - 34.06 | 34.06 |
| Less: Options lapsed during the year | (9,770) | 25.87 - 34.59 | 32.49 |
| Less: Options exercised during the year | (45,646) | 17.69 - 34.59 | 27.12 |
| Less: Options forfeited during the year | (4,310) | 34.59 - 34.59 | 34.59 |
| Add/(Less): Transfer between entities | 2,574 | 17.69 - 34.59 | 28.08 |
| Options outstanding at the year end | 210,795 | 17.69 - 34.59 | 28.72 |
| Exercisable at the end of the period | 143,960 | 17.69 - 34.59 | 26.04 |

The weighted average remaining contractual life of the ESOPs outstanding at the year end is 5.2 years.

Currency: ₹ in crore

| Particulars | For the year ended 31 March 2017 | | |
|---|---|---|---|
| | Shares arising out of options | Range of exercise prices (US $) | Weighted average exercise price (US $) |
| Options outstanding at the beginning of the year | 321,505 | 17.69 - 34.59 | 28.31 |
| Add: Options granted during the year | - | - | - |
| Less: Options lapsed during the year | (3,913) | 21.03 - 34.59 | 25.51 |
| Less: Options exercised during the year | (47,096) | 17.69 - 27.37 | 25.55 |
| Less: Options forfeited during the year | (15,796) | 27.37 - 34.59 | 33.59 |
| Add/(Less): Transfer between entities | 12,000 | 27.37 - 34.59 | 31.40 |
| Options outstanding at the year end | 266,700 | 17.69 - 34.59 | 28.66 |
| Exercisable at the end of the period | 129,756 | 17.69 - 34.59 | 23.57 |

The weighted average remaining contractual life of the ESOPs at the year end is 6.2 years.

The weighted average grant date fair value of stock options granted during the years ended 31 March 2018 is US $ 34.06 per option (31 March 2017: Nil).

### (ii) Restricted stock units (RSUs)

RSUs which, when vested entitle the holder to receive a specified number of shares of the Ultimate Holding Company including shares resulting from dividend equivalents paid on such RSUs, are accounted for using a fair value based method at the date of grant. The value of each RSU grant is estimated on the grant date. The fair value based method utilizes the closing price of the Ultimate Holding Company's common stock on the date of grant. The exercise price of the RSU is Nil.

| Particulars | For the year ended 31 March 2018 | |
|---|---|---|
| | Shares arising out of options | Weighted average exercise price (US$) |
| RSUs outstanding at the beginning of the year | 49,851 | 32.33 |
| Add: Options granted during the year | 21,727 | 34.06 |
| Less: Options vested during the year | (15,484) | 32.30 |
| Less: Options forfeited during the year | (3,776) | 32.43 |
| Add: DEUs earned during the year | 2,042 | 33.41 |
| Add: Transfer between entities | 248 | 32.23 |
| RSUs outstanding at the year end | 54,608 | 33.03 |

The weighted average remaining contractual life of the RSUs outstanding at the year end is 1.30 years.

| Particulars | For the year ended 31 March 2017 | |
|---|---|---|
| | Shares arising out of options | Weighted average exercise price (US$) |
| RSUs outstanding at the beginning of the year | 47,172 | 31.42 |
| Add: Options granted during the year | 22,247 | 30.66 |
| Less: Options vested during the year | (17,935) | 27.68 |
| Less: Options forfeited during the year | (6,098) | 32.42 |
| Add: DEUs earned during the year | 1,919 | 32.56 |
| Add: Transfer between entities | 2,546 | 31.42 |
| RSUs outstanding at the year end | 49,851 | 32.33 |

The weighted average remaining contractual life of the RSUs outstanding at the year end is 1.30 years.

The weighted average grant date fair value of RSUs granted during the year ended 31 March 2018 is US $ 34.06 per RSU (31 March 2017: US $ 30.59 per RSU).

Currency: ₹ in crore

**(iii) Portfolio performance shares (PPSs)**

PPSs provide an opportunity to receive shares of Pfizer common stock contingent upon the company's achievement of pre-set goals related to long-term pipeline portfolio delivery over a five year performance period.

| Particulars | For the year ended 31 March 2018 | |
|---|---|---|
| | Shares arising out of options | Weighted average exercise price (US$) |
| Options outstanding at the beginning of the year | 4,518 | 32.48 |
| Add: Options granted during the year | 940 | 34.06 |
| Less: Options vested during the year | (939) | 34.28 |
| Less: Options forfeited during the year | (459) | 34.42 |
| Less: Transfer between entities | (688) | 32.48 |
| Options outstanding at the year end | 3,372 | 34.42 |
| Exercisable at the end of the year | 1,627 | 36.22 |

The weighted average remaining contractual life of the PPSs outstanding at the year end is 3.0 years.

| Particulars | For the year ended 31 March 2017 | |
|---|---|---|
| | Shares arising out of options | Weighted average exercise price (US$) |
| Options outstanding at the beginning of the year | - | - |
| Add: Options granted in prior year | 3,234 | 32.28 |
| Add: Options granted during the year | 1,403 | 30.59 |
| Less: Options forfeited during the year | (119) | 32.38 |
| Options outstanding at the year end | 4,518 | 32.48 |
| Exercisable at the end of the year | 688 | 32.48 |

The weighted average remaining contractual life of the PPSs outstanding at the year end is 3.0 years.

The weighted average grant date fair value of PPSs options granted during the years ended 31 March 2018 is US $34.06 per PPS (31 March 2017: US $30.59 per PPS.)

**(iv) Total Shareholder Return Units (TSRUs)**

TSRUs are awarded to senior and other key management, and, beginning in 2016, to certain other employees. TSRUs entitle the holders to receive a number of shares of our common stock with a value equal to the difference between the defined settlement price and the grant price, plus the dividends accumulated during the five-year or seven-year term, if and to the extent the total value is positive.

We measure the value of TSRU grants as of the grant date using a Monte Carlo simulation model. The values determined through this fair value methodology generally are amortized on a straight-line basis over the vesting term.

| Particulars | For the year ended 31 March 2018 | |
|---|---|---|
| | Shares arising out of options | Weighted average exercise price (US$) |
| TSRUs outstanding at the beginning of the year | 98,262 | 30.59 |
| Add: Options granted during the year | 117,792 | 34.06 |
| Less: Options vested during the year | (276) | 30.59 |
| Less: Options forfeited during the year | (13,462) | 31.55 |
| Less: Transfer between entities | (17) | 30.59 |
| TSRUs outstanding at the year end | 202,299 | 32.55 |

The weighted average remaining contractual life of the TSRUs outstanding at the year end is 4.7 years.

Currency: ₹ in crore

| Particulars | For the year ended 31 March 2017 | | |
|---|---|---|---|
| | Shares arising out of options | Range of exercise prices (US $) | Weighted average exercise price (US $) |
| TSRUs outstanding at the beginning of the year | - | | - |
| Add: Options granted during the year | 110,467 | 30.59-30.59 | 30.59 |
| Less: Options vested during the year | - | - | - |
| Less: Options forfeited during the year | (12,205) | 30.59-30.59 | 30.59 |
| Less: Transfer between entities | - | - | - |
| TSRUs outstanding at the year end | 98,262 | 30.59-30.59 | 30.59 |
| Exercisable at the end of the period | - | - | - |

The weighted average remaining contractual life of the TSRUs outstanding at the year end is 4.2 years.

The weighted average grant date fair value of TSRUs granted during the year ended 31 March 2018 is US $ 34.06 per TSRU (31 March 2017: US $ 30.59 per TSRU)

## b) Valuation of stock options

The fair value of stock options granted during the period has been measured using the Black–Scholes-Merton option pricing model at the date of the grant. The Black-Scholes-Merton option-pricing model includes assumptions regarding dividend yields, expected volatility, expected terms and risk free interest rates. The key inputs and assumptions used are as follows:

**Share price:** The closing price on NYSE as on the date of grant has been considered for valuing the options granted.

**Exercise price:** Exercise Price is the market price or face value or such other price as determined by the Pfizer Inc.'s Remuneration and Compensation Committee.

**Expected volatility:** The historical volatility of the stock till the date of grant has been considered to calculate the fair value of the options.

**Expected option life:** Expected life of option is the period for which the Company expects the options to be live. The minimum life of a stock option is the minimum period before which the options cannot be exercised and the maximum life is the period after which the options cannot be exercised.

**Expected dividends:** Expected dividend yield has been calculated as an average of dividend yields for the four financial years preceding the date of the grant.

**Risk free interest rate:** The risk free interest rate on the date of grant considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on the zero coupon yield curve for Government Securities.

These assumptions reflect management's best estimates, but these assumptions involve inherent market uncertainties based on market conditions generally outside of the Company's control. As a result, if other assumptions had been used in the current period, stock-based compensation expense could have been materially impacted. Further, if management uses different assumptions in future periods, stock based compensation expense could be materially impacted in future years. The estimated fair value of stock options is charged to income on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in-substance, multiple awards. The weighted average inputs used in computing the fair value of options granted were as follows:

| Particulars | Date of grant | | | |
|---|---|---|---|---|
| | **28 February 2017** | **28 February 2016** | **28 February 2015** | **28 February 2014** |
| Expected dividend yield | 3.69 % | 3.85 % | 3.19 % | 3.18 % |
| Risk-free interest rate | 2.23 % | 1.55 % | 1.89 % | 1.94 % |
| Expected stock price volatility | 18.39 % | 21.64 % | 18.34 % | 19.76 % |
| Expected term | 6.75 years | 6.75 years | 6.75 years | 6.50 years |

Currency: ₹ in crore

## 36 LEASES

### Operating leases

#### a) Leases as lessee

The Company has taken certain facilities under operating lease arrangements. The lease can be terminated at the option of either parties by giving due notice. The rental expenses under operating leases are disclosed under "Other expenses" in the profit or loss.

Future minimum lease payments under non - cancellable operating leases is as follows :

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| not later than one year | 25.93 | 27.72 |
| later than one year and not later than five years | 6.48 | 34.65 |
| later than five years | - | - |
| | 32.41 | 62.37 |

#### b) Leases as lessor

The Company has sub let some of its leased 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:

| | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Gross book value | 37.89 | 37.89 |
| Accumulated depreciation | 4.17 | 2.77 |
| Depreciation for the lease period | 1.39 | 1.39 |
| Rental income | 6.39 | 6.39 |

Lease income recognized in the profit or loss for the year in respect of sub let property is Nil (31 March 2017: Nil)

## 37 FINANCIAL INSTRUMENTS

### 1. Financial instruments – Fair values and measurements

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2018, including their levels are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value.

| | Carrying amount | | | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Note No. | FVTPL | FVTOCI | Amortized Cost | Derivatives designated as hedges | Total | Quoted prices in active markets (Level 1) | Significant observeable inputs (Level 2) | Significant unobservable inputs (Level 3) | Total |
| **Financial assets** | | | | | | | | | | |
| Non-current investments * | 7 | 0.00 | - | - | - | 0.00 | 0.00 | - | - | 0.00 |
| Long-term loans and advances | 8 | - | - | 43.30 | - | 43.30 | - | - | - | - |
| Trade receivables | 11 | - | - | 154.80 | - | 154.80 | - | - | - | - |
| Cash and cash equivalents | 12a | - | - | 50.73 | - | 50.73 | - | - | - | - |
| Other bank balances | 12b | - | - | 1,721.13 | - | 1,721.13 | - | - | - | - |
| Short-term loans | 13 | - | - | 28.04 | - | 28.04 | - | - | - | - |
| Other current financial assets | 14 | - | - | 26.98 | - | 26.98 | - | - | - | - |
| | | 0.00 | - | 2,024.98 | - | 2,024.98 | 0.00 | - | - | 0.00 |

Currency: ₹ in crore

| | Carrying amount | | | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Note No. | FVTPL | FVTOCI | Amortized Cost | Derivatives designated as hedges | Total | Quoted prices in active markets (Level 1) | Significant observeable inputs (Level 2) | Significant unobservable inputs (Level 3) | Total |
| **Financial liabilities** | | | | | | | | | | |
| Borrowings | 19 | - | - | 2.50 | - | 2.50 | - | - | - | - |
| Trade payables | 20 | - | - | 495.63 | - | 495.63 | - | - | - | - |
| Other current financial liabilities | 21 | - | - | 66.18 | - | 66.18 | - | - | - | - |
| | | **-** | **-** | **564.31** | **-** | **564.31** | **-** | **-** | **-** | **-** |

* Rounded off.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2017, including their levels are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value.

| | Carrying amount | | | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Note No. | FVTPL | FVTOCI | Amortized Cost | Derivatives designated as hedges | Total | Quoted prices in active markets (Level 1) | Significant observeable inputs (Level 2) | Significant unobservable inputs (Level 3) | Total |
| **Financial assets** | | | | | | | | | | |
| Non-current investments * | 7 | 0.00 | - | - | - | 0.00 | 0.00 | - | - | 0.00 |
| Long-term loans | 8 | - | - | 32.12 | - | 32.12 | - | - | - | - |
| Trade receivables | 11 | - | - | 110.32 | - | 110.32 | - | - | - | - |
| Cash and cash equivalents | 12a | - | - | 67.59 | - | 67.59 | - | - | - | - |
| Other bank balances | 12b | - | - | 1,455.50 | - | 1,455.50 | - | - | - | - |
| Short-term loans | 13 | - | - | 27.00 | - | 27.00 | - | - | - | - |
| Other current financial assets | 14 | - | - | 18.52 | - | 18.52 | - | - | - | - |
| | | **0.00** | **-** | **1,711.05** | **-** | **1,711.05** | **0.00** | **-** | **-** | **0.00** |
| **Financial liabilities** | | | | | | | | | | |
| Borrowings | 19 | - | - | 2.50 | - | 2.50 | - | - | - | - |
| Trade payables | 20 | - | - | 388.00 | - | 388.00 | - | - | - | - |
| Other financial liabilities- Current | 21 | - | - | 72.25 | - | 72.25 | - | - | - | - |
| | | **-** | **-** | **462.75** | **-** | **462.75** | **-** | **-** | **-** | **-** |

* Rounded off.

## 2. Financial risk management - objective and policies

### (i) Financial risk management framework

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk
- Currency risk

Currency: ₹ in crore

The Company's Board of Directors have overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management is carried out by the management in consultation with the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific risk areas.

The Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

**(ii) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and from its financing activities including deposits with banks and other financial instruments. The Company establishes an allowance for expected credit loss and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

**a) Trade and other receivables**

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹154.80 crore as at 31 March 2018 (31 March 2017: ₹110.32 crore).

Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in India.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry, the country and the state in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

**b) Expected credit loss assessment for customers**

The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments, available press information etc.) and applying experienced credit judgement.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. The company provided for expected credit loss based on lifetime expected credit loss. (simplified approach).

The movement in the allowance for credit loss in respect of trade and other receivables during the year was as follows

| | Amount |
|---|---|
| Balance as at 1 April 2016 | 23.16 |
| Amounts written off | 0.69 |
| Increase in provision | 2.95 |
| Balance as at 31 March 2017 | 25.42 |
| Amounts written off | 1.89 |
| Increase in provision | 0.31 |
| Balance as at 31 March 2018 | **23.84** |

Currency: ₹ in crore

**c) Cash and bank balances**

The Company held cash and bank balances of ₹1,771.86 crore as at 31 March 2018 (31 March 2017: ₹1,523.09 crore). Credit risk on cash and bank balances is limited as these are generally held or invested in deposits with banks with good credit ratings.

**d) Investments**

There are no significant investments made by the Company and hence credit risk is not material.

## (iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's principal sources of liquidity are cash and bank balances and the cash flow that is generated from operations. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements.

### Exposure to liquidity risk

Undiscounted contractual maturities of significant financial liabilities

| 31 March 2018 | Carrying amount | Contractual cash flows | | | | |
|---|---|---|---|---|---|---|
| | | Total | Upto 1 year | 1-3 years | 3-5 years | More than 5 years |
| **Non-derivative financial liabilities** | | | | | | |
| - Borrowings | 2.50 | 2.50 | 2.50 | - | - | - |
| - Trade payables | 495.63 | 495.63 | 495.63 | - | - | - |
| - Creditors for capital expenditure | 0.60 | 0.60 | 0.60 | - | - | - |
| - Employee benefits payable | 36.00 | 36.00 | 36.00 | - | - | - |
| - Deposits | 7.71 | 7.71 | 7.71 | - | - | - |
| - Others | 21.87 | 21.87 | 21.87 | - | - | - |
| **Total** | **564.31** | **564.31** | **564.31** | **-** | **-** | **-** |

| 31 March 2017 | Carrying amount | Contractual cash flows | | | | |
|---|---|---|---|---|---|---|
| | | Total | Upto 1 year | 1-3 years | 3-5 years | More than 5 years |
| **Non-derivative financial liabilities** | | | | | | |
| - Borrowings | 2.50 | 2.50 | 2.50 | - | - | - |
| - Trade payables | 388.00 | 388.00 | 388.00 | - | - | - |
| - Creditors for capital expenditure | 1.56 | 1.56 | 1.56 | - | - | - |
| - Employee benefits payable | 42.38 | 42.38 | 42.38 | - | - | - |
| - Deposits | 6.20 | 6.20 | 6.20 | - | - | - |
| - Others | 22.11 | 22.11 | 22.11 | - | - | - |
| **Total** | **462.75** | **462.75** | **462.75** | **-** | **-** | **-** |

## (iv) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. We are exposed to market risk primarily related to foreign exchange rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

Currency: ₹ in crore

**Currency risk**

The Company is exposed to currency risk on account of its operations. The functional currency of the Company is Indian Rupee. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may continue to fluctuate substantially in the future.

**Exposure to currency risk**

The foreign currency risk from financial instruments as at 31 March 2018 are as follows:

| | ₹ | US $ |
|---|---|---|
| **Financial assets** | | |
| Cash and cash equivalents * | 0.21 | 0.00 |
| Trade and other receivables | 1.42 | 0.02 |
| | 1.63 | 0.02 |
| **Financial liabilities** | | |
| Trade and other payables | 55.65 | 0.85 |
| | 55.65 | 0.85 |
| Net assets / (liabilities) | (54.02) | (0.83) |

* Rounded off

The foreign currency risk from financial instruments as at 31 March 2017 are as follows:

| | ₹ | US $ |
|---|---|---|
| **Financial assets** | | |
| Cash and cash equivalents | | |
| Trade and other receivables | 1.51 | 0.02 |
| | 1.51 | 0.02 |
| **Financial liabilities** | | |
| Trade and other payables | 45.11 | 0.70 |
| | 45.11 | 0.70 |
| Net assets / (liabilities) | (43.60) | (0.68) |

Every percentage point depreciation / appreciation in the exchange rate between the Indian Rupee and US dollar would not have a significant impact on profit or loss for the year ended 31 March 2018.

## 38 CAPITAL MANAGEMENT

### a) Risk management

The Company's policy is to maintain a strong capital base to sustain future development of the business.

The Company has adequate cash and bank balances and continues to remain debt-free. The Company monitors its capital by a careful scrutiny of the cash and bank balances, and a regular assessment of any debt requirements. In the absence of any debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

### b) Dividend

**(i) Equity Shares**

Final Dividend for the year ended 31 March 2017 of ₹ 20 for fully paid share (31 March 2016: ₹15 for fully paid share).

Dividend distribution tax on final dividend for March 2017 ₹18.62 crore (31 March 2016: ₹13.97 crore).

**(ii) Dividend not recognized at the end of reporting period ₹ 91.50 Crore**

Board of directors have recommended final dividend of ₹ 20 per fully paid share for the year ended 31 March 2018. This proposed dividend is subject to the approval of the shareholders in the annual general meeting.

Currency: ₹ in crore

## 39 PRICING LITIGATIONS - CONTINGENCIES

### (a) Oxytetracycline and other formulations

In respect of certain price fixation Orders of 1981 of the Government of India, the Hon'ble Supreme Court vide its Order of 22 March 1993 held that, pending disposal of the Company's Writ Petition in the Hon'ble High Court of Bombay, the Company may deposit 50% of the impugned amount of ₹0.88 crore (31 March 2017: ₹0.88 crore), less ₹0.2 crore (31 March 2017: ₹0.2 crore) already deposited, with the Government of India before 15 May 1993 which has been done. In the event that the Company succeeds before the Hon'ble High Court of Bombay, this amount will be returned within one month from the date of the decision of the Hon'ble High Court of Bombay with interest at the rate of 15% per annum. However, if the Company loses the Writ Petition, the balance amount of ₹0.44 crore (31 March 2017: ₹0.44 crore) with interest at the rate of 15% per annum will have to be paid to the Government of India.

### (b) Multivitamin Formulations

In respect of certain price fixation Orders of 1986 of the Government of India, the Hon'ble Supreme Court vide its Order dated 3 December 1992, held that, pending disposal of the Company's Writ Petition in the Hon'ble High Court of Bombay, the Company may deposit 50% of the impugned amount of ₹0.98 crore (31 March 2017: ₹0.98 crore) with the Government of India before 31 January 1993 which has been done. In the event that the Company succeeds before the Hon'ble High Court of Bombay, this amount will be returned within one month from the date of the decision of the Hon'ble High Court of Bombay with interest at the rate of 15% per annum. However, if the Company loses the Writ Petition, the balance amount of ₹0.49 crore (31 March 2017: ₹0.49 crore) with interest at the rate of 15% per annum will have to be paid to the Government of India.

### (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 Hon'ble High Court of Bombay. The Hon'ble High Court of Bombay 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 of India raised a demand of ₹0.82 crore (31 March 2017: ₹0.82 crore) on the Company for the period April 1986 to July 1989 and directed the Company to deposit the same into the Drug Prices Equalization Account (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 ₹0.34 crore (31 March 2017: ₹0.34 crore) 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 ₹1.78 crore (31 March 2017: ₹1.78 crore) for the earlier period of February 1984 to March 1986 over and above the revised claim of ₹0.34 crore (31 March 2017: ₹0.34 crore) for the period April 1986 to August 1987. Thus, the total demand raised now stands revised to ₹2.12 crore (31 March 2017: ₹2.12 crore). 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 Hon'ble High Court of Bombay 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 Hon'ble High Court of Bombay 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."

The Hon'ble High Court of Bombay 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 of India has arbitrarily determined the liability of the Company at ₹14.66 crore (31 March 2017: ₹14.66 crore) 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 of India has pursued the matter. The Company maintains its position that the claim by the Government of India is not legally sustainable.

**(e) Chloramphenicol**

The Government of India has arbitrarily determined the liability of the Company at ₹1.45 crore (31 March 2017: ₹1.45 crore) and ₹0.14 crore (31 March 2017: ₹0.14 crore) 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 Hon'ble High Court of Bombay 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 Hon'ble High Court of Bombay 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 Hon'ble High Court of Bombay 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 (DPLR) 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 of India in 1984 and a demand of ₹1.13 crore (31 March 2017: ₹1.13 crore) was raised against the Company. Against this demand an excise duty set off of ₹0.07 crore (31 March 2017: ₹0.07 crore) was allowed to the Company and a final demand of ₹1.06 crore (31 March 2017: ₹1.06 crore) was raised in 1987.

The Company had deposited an amount of ₹0.3 crore (31 March 2017: ₹0.3 crore) in February 1987 and ₹0.25 crore (31 March 2017: ₹0.25 crore) in May 1990 totalling to ₹0.55 crore (31 March 2017: ₹0.55 crore) in full and final settlement of the demand, as per the arguments set forth by the Company. The Government of India subsequently raised a demand of ₹1.17 crore (31 March 2017: ₹1.17 crore) towards interest on principal demand. (i.e. interest of ₹0.43 crore (31 March 2017: ₹0.43 crore) for Pyridium for the period 1982 to August 1995 and ₹0.74 crore (31 March 2017: ₹0.74 crore) for Isokin for the period 1982 to June 1997.

The Company filed a Writ Petition in the Hon'ble High Court of Andhra Pradesh in September 1997 for staying all further proceedings against the Company. The Hon'ble High Court of Andhra Pradesh stayed the demand in respect of collection of interest but directed the Company to deposit the balance demand of ₹0.51 crore (31 March 2017: ₹0.51 crore) (which amount was deposited in November 1997).

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

Currency: ₹ in crore

The Government of India has preferred a Special Leave Petition (SLP) before the Hon'ble 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 SLP 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 Hon'ble High Court of Andhra Pradesh.

**(g) Multivitamin Formulations:**

The Government of India has arbitrarily raised a demand of ₹1.82 crore (31 March 2017: ₹1.82 crore) 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 Hon'ble High Court of Bombay. The Supreme Court, in a SLP filed by the Company held that pending disposal of Writ Petition filed before the Hon'ble High Court of Bombay, the Company shall furnish an undertaking in respect of 50% of its liability and shall deposit the balance 50% aggregating to ₹0.91 crore (31 March 2017: ₹0.91 crore). 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 Drug Prices Equalization Account (DPEA) liabilities are now to be transferred to the Hon'ble Supreme Court to be heard and finally decided by the Hon'ble 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 of by the Hon'ble Supreme Court.

The Hon'ble Supreme Court however, by order dated 3 May 2010 disposed off 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 High Court of Bombay came up for hearing on 1 February 2013. The Hon'ble High Court of Bombay was of the view that the Orders passed by the Government of India may be set aside and the Government of India may be directed to decide the matters afresh keeping all the issues and contentions open. Consequently, as directed by the Hon'ble High Court of Bombay draft minutes of the order were prepared and circulated to the Advocates of the Government of India for their perusal.

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

Thereafter, the Government of India 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 ₹1.98 crore (31 March 2017: ₹1.98 crore)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 ₹45.07 crore (31 March 2017: ₹45.07 crore) inclusive of interest of ₹31.87 crore (31 March 2017: ₹31.87 crore) 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 ₹13.21 crore (31 March 2017: ₹13.21 crore). The Company carries a provision of ₹14.69 crore (31 March 2017: ₹14.69 crore) in respect of the said demand. The Company has furnished corporate bonds for amount aggregating to ₹31.87 crore (31 March 2017: ₹31.87 crore) for interest.

Currency: ₹ in crore

**(i)** The Government of India had served demand notices on erstwhile Wyeth Limited in respect of its product, claiming that an amount of ₹10.69 crore (31 March 2017: ₹10.69 crore) inclusive of interest of ₹8.32 crore (31 March 2017: ₹8.32 crore) 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 ₹2.36 crore (31 March 2017: ₹2.36 crore) under protest. The Company carries a cumulative provision of ₹ 0.41 crore (31 March 2017: ₹ 0.41 crore) in the books of accounts. Corporate bonds for amount aggregating to ₹8.32 crore (31 March 2017: ₹8.32 crore) 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 ₹3.31 crore (31 March 2017: ₹3.31 crore) inclusive of interest ₹1.87 crore (31 March 2017: ₹1.87 crore) 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 ₹0.45 crore (31 March 2017: ₹0.45 crore) under protest.

**(k)** The Government of India had served a demand notice on erstwhile Wyeth Limited claiming an amount of ₹17.26 crore (31 March 2017: ₹17.26 crore) inclusive of interest of ₹1.34 crore (31 March 2017: ₹1.34 crore) 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 ₹12.88 crore (31 March 2017: ₹12.88 crore) and disputed the balance demand.

The demands stated in (h), (i), (j) and (k) above aggregate to ₹76.34 crore (31 March 2017: ₹76.34 crore) inclusive of interest of ₹43.41 crore (31 March 2017: ₹43.41 crore) . 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 ₹15.10 crore (31 March 2017: ₹15.10 crore) provided in the books of accounts.

**(l) Other pricing related disputes**

The government had raised demands on account of alleged non-adherence of certain price notifications on four products marketed / traded by the Company. The total liability in respect of these demands amounted to ₹15.11 crore (31 March 2017: ₹15.11 crore) against which the Company has made a provision of ₹4.99 crore (31 March 2017: ₹4.99 crore).

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 accounts.

## 40 RELATED PARTY TRANSACTIONS

### I Names of related parties and description of relationships

**A Parties where control exists:**

Ultimate holding company:

Pfizer Inc., USA

**B. Companies collectively exercising significant influence:**

Pfizer East India B.V., Netherlands

Wyeth LLC, USA

Wyeth Holdings Corporation, USA

John Wyeth & Brother Limited, UK

Warner - Lambert Company, LLC, USA

Parke - Davis & Company, LLC, USA

Pharmacia Corporation, USA

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

Currency: ₹ in crore

**C. Fellow subsidiaries with whom transactions have taken place during the year**

Pfizer Products India Private Limited, India

Pfizer Investment Co. Ltd., China

Pfizer Innovative Supply Point Intl BVBA, Belgium

Pfizer Service Company BVBA, Belgium

Pfizer Worldwide Services, Ireland

**D. Key managerial personnel**

S. Sridhar - Managing Director

Ravi Prakash Bhagavathula - Chief Financial Officer (up to 31 March 2018)
Wholetime Director (w.e.f 30 January 2017 to 28 February 2018)

Vivek Dhariwal - Wholetime Director

Dr. Anurita Majumdar - Wholetime Director (w.e.f 4 November 2016)

Mr. R A Shah - Independent Director

Mr. Pradeep Shah - Independent Director

Mr. Uday Khanna - Independent Director

Mr. Sunil Lalbhai - Independent Director

## 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 2018 | | | | 31 March 2017 | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | Ultimate holding company | Companies exercising significant influence | Fellow subsidiaries | Total | Ultimate holding company | Companies exercising significant influence | Fellow subsidiaries | Total |
| 1 | Service income (including service tax) | 1.27 | - | 54.02 | 55.29 | 4.34 | - | 23.31 | 27.65 |
| 2 | Recovery of expenses | - | - | 1.34 | 1.34 | 0.93 | - | 4.08 | 5.01 |
| 3 | Purchase of stock-in-trade | - | - | 273.63 | 273.63 | - | - | 280.28 | 280.28 |
| 4 | Purchase of raw / bulk materials | - | - | 59.83 | 59.83 | - | - | 75.47 | 75.47 |
| 5 | Royalty expense | - | - | - | - | 0.05 | - | - | 0.05 |
| 6 | Reimbursement of expenses | 0.88 | - | 3.33 | 4.21 | 2.57 | - | 4.26 | 6.83 |
| 7 | Dividend in respect of the year ended 31 March 2017 / 2016 | - | 58.49 | - | 58.49 | - | 43.86 | - | 43.86 |
| 8 | Service charges (including service tax) | - | - | 2.97 | 2.97 | - | - | 3.78 | 3.78 |

| No. | Nature of transactions | 31 March 2018 | | | | 31 March 2017 | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | Ultimate holding company | Companies exercising significant influence | Fellow subsidiaries | Total | Ultimate holding company | Companies exercising significant influence | Fellow subsidiaries | Total |
| 9 | Outstanding as at the year end – Due from | 0.20 | - | 14.83 | 15.03 | 1.31 | - | 8.23 | 9.54 |
| 10 | Outstanding as at the year end – Due to | 9.76 | 7.76 | 290.15 | 307.67 | 6.34 | 7.76 | 266.71 | 280.81 |

Currency: ₹ in crore

### Key managerial personnel

| No. | Nature of transactions | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| 1 | Remuneration to key management personnel * | 10.06 | 7.64 |

* Excludes amounts payable to key management personnel towards gratuity, compensated absences and provident fund.

### Details of material transactions during the year:

| No. | Nature of transactions | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| **a)** | **Service income (including service tax)** | | |
| | Pfizer Products India Private Limited, India | 19.79 | 23.31 |
| | Pfizer Worldwide Services, Ireland | 34.23 | - |
| **b)** | **Service charge** | | |
| | Pfizer Products India Private Limited, India | 2.97 | 3.81 |
| **c)** | **Recovery of expenses** | | |
| | Pfizer Products India Private Limited, India | 1.31 | 3.57 |
| **d)** | **Purchase of stock in trade** | | |
| | Pfizer Innovative Supply Point Intl BVBA, Belgium | 242.60 | 255.89 |
| | Pfizer Service Company BVBA, Belgium | 27.49 | 14.91 |
| **e)** | **Purchase of raw/ bulk materials** | | |
| | Pfizer Service Company BVBA, Belgium | 55.49 | 70.90 |
| **f)** | **Reimbursement of expenses** | | |
| | Pfizer Investment Co., Ltd., China | 3.20 | 3.80 |
| | Pfizer Inc., USA | 0.88 | 2.57 |
| | Pfizer Pharmaceuticals Korea Limited | - | 0.15 |
| | Pfizer Products India Private Limited, India | - | 0.31 |
| **g)** | **Dividend paid** | | |
| | Pfizer East India B.V., Netherlands | 36.37 | 27.28 |
| | Wyeth LLC, USA | 11.24 | 8.43 |
| **h)** | **Remuneration to key management personnel** | | |
| | S. Sridhar | 3.43 | 2.70 |
| | Ravi Prakash Bhagavathula | 2.30 | 2.09 |
| | Vivek Dhariwal | 1.92 | 1.85 |
| | Dr. Anurita Majumdar | 1.74 | 0.55 |

| No. | Nature of transactions | As on 31 March 2018 | As on 31 March 2017 |
|---|---|---|---|
| **i)** | **Outstanding as at the year end due from** | | |
| | Pfizer Worldwide Services, Ireland | 9.49 | - |
| | Pfizer Products India Private Limited, India | 5.34 | 8.16 |
| **j)** | **Outstanding as at the year end due to** | | |
| | Pfizer Innovative Supply Point Intl BVBA, Belgium | 145.27 | 110.54 |
| | Pfizer Service Company BVBA, Belgium | 32.65 | 43.99 |
| | Pfizer Export Company, Ireland | 57.41 | 57.41 |

Currency: ₹ in crore

## 41 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

| No. | Nature of transactions | 31 March 2018 | 31 March 2017 |
|---|---|---|---|
| **(i)** | **Contingent liabilities*** | | |
| | (a) Claims not acknowledged as debts | 12.09 | 14.40 |
| | (b) Other guarantees | 5.65 | 7.46 |
| | (c) Other contingent liabilities in respect of: | | |
| | 1. Duty of excise | 18.53 | 20.10 |
| | 2. Duty of customs | 1.72 | 1.72 |
| | 3. Sales tax / VAT | 215.63 | 157.49 |
| | 4. Service tax | **1.93** | 1.93 |
| | 5. Income tax | 214.68 | 293.97 |
| | 6. Pending labour matters contested in various courts | 1.04 | 1.04 |
| **(ii)** | **Commitments** | | |
| | Estimated amount of contracts remaining to be executed on capital account and not provided for | 0.62 | 0.47 |

* Management considers the service tax, duty of excise, duty of customs, 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.

# Refer note 39 for pricing litigations contingencies.

## 42 SEGMENT REPORTING

The Company has only one segment which is Pharmaceuticals and primarily operates in domestic market. The Managing Director of the Company has been identifed as the Chief Operating Decision Maker. The Company's Managing Director, reviews the operating performance of the Company as a whole on a periodic basis. Therefore, disclosure relating to segments is not applicable and accordingly not made.

The details of geographical segment for the year ended 31 March 2018 and 31 March 2017 is as under

| Nature of transactions | 31 March 2018 | 31 March 2017 |
|---|---|---|
| Revenue from operations from India | 1,933.20 | 2,028.63 |
| Revenue from operations from outside of India | 46.99 | 13.30 |
| **Total Revenue from operations** | **1,980.19** | **2,041.93** |

There are no non-current assets outside of India as at 31 March 2018 (31 March 2017: Nil).

## 43 SUBSEQUENT EVENTS

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the reporting date.

Currency: ₹ in crore

## 44 CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, ("the Act") a Company, meeting the applicability threshold, need to spend at least 2% of its average net profit for the immediately preceding three financial years on CSR activities. The areas for CSR activities are education of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act.

The gross amount required to be spent by the Company during the year is ₹8.22 crore. The details of the amounts spent during the year on CSR activities are as follows:

| Particulars | | Year ended 31 March 2018 | | |
|---|---|---|---|---|
| | | In cash | Yet to be paid in cash | Total |
| i) | Construction / acquisition of any asset | - | - | - |
| | | (-) | (-) | (-) |
| ii) | On purposes other than (i) above | **0.93** | - | **0.93** |
| | | (7.88) | (-) | (7.88) |

* figures in bracket is of 31 March 2017

## 45 EXCEPTIONAL ITEMS

Exceptional items for the year ended 31 March 2017 includes income of ₹26.97 crore from sale of property and guest house (net of related expenses) and ₹103.46 crore from assignment of trademarks (net of related expenses).

As per our report of even date attached
For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No: 001076N/N500013

Ashish Gupta
Partner
Membership No. 504662

Mumbai
7 May 2018

For and on behalf of the Board of Directors of **Pfizer Limited**
CIN: L24231MH1950PLC008311

R. A. Shah
Chairman
DIN:00009851

Pradip Shah
Director
DIN:00066242

S. Sridhar
Managing Director
DIN:05162648

Uday Khanna
Director
DIN:00079129

S. S. Lalbhai
Director
DIN:00045590

Vivek Dhariwal
Wholetime Director
DIN:02826679

Prajeet Nair
Company Secretary
Membership No.: A19267

Mumbai
7 May 2018

**PFIZER LIMITED**

CIN: L24231MH1950PLC008311

**Registered Office:** Pfizer Limited, The Capital, 1802 / 1901, Plot No. C – 70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. Tel: +91 22 6693 2000 Fax: +91 22 2654 0274 Website: www.pfizerindia.com 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 given 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 register / update their E-mail ID with the Depository Participant where their demat account is maintained.

**PFIZER LIMITED**

**Place: Mumbai**
**Date: July 2, 2018**

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

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# PFIZER LIMITED

CIN: L24231MH1950PLC008311

**Registered Office:** Pfizer Limited, The Capital, 1802 / 1901, Plot No. C – 70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. Tel: +91 22 6693 2000 Fax: +91 22 2654 0274 Website: www.pfizerindia.com 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 register / update the E-mail ID with the Depository Participant where your demat account is maintained.

**Pfizer Limited**
**Registered Office:**
The Capital, 1802/1901, Plot No. C-70, 'G' Block,
Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

Tel: +91 22 6693 2000
Fax: +91 22 2654 0274
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E-mail ID: contactus.india@pfizer.com

CIN: L24231MH1950PLC008311

/concept, content and design at AICL (hello@aicl.in)

# PFIZER LIMITED

CIN: L24231MH1950PLC008311

**Registered Office:** Pfizer Limited, The Capital, 1802 / 1901, Plot No. C – 70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.
Tel: +91 22 6693 2000; Fax: +91 22 2654 0274; Website: www.pfizerindia.com; E-mail ID: contactus.india@pfizer.com

## 67TH ANNUAL GENERAL MEETING

NAME AND ADDRESS OF THE MEMBER:

**ATTENDANCE SLIP**

PLEASE COMPLETE THE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

FOLIO NO. / CLIENT ID / DP ID:

I hereby record my presence at the 67th Annual General Meeting of the Members of Pfizer Limited which will be held at Rama Watumull Auditorium, Kishinchand Chellaram College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400020, on Thursday, September 6, 2018 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. 16 to the Notice of the 67th Annual General Meeting carefully before voting electronically.

# PFIZER LIMITED

CIN: L24231MH1950PLC008311

**Registered Office:** Pfizer Limited, The Capital, 1802 / 1901, Plot No. C – 70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.
Tel: +91 22 6693 2000; Fax: +91 22 2654 0274; Website: www.pfizerindia.com; 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<br>.............................................., or failing him / her | Signature<br>.............................................., or failing him / her | Signature<br>.............................................. |

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 67th Annual General Meeting of the Company to be held on Thursday, September 6, 2018 at 3.00 p.m. at Rama Watumull Auditorium, Kishinchand Chellaram College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400020 and at any adjournment(s) thereof in respect of such resolutions, as are indicated overleaf.

Signed this ____________________ day of ____________________ 2018.

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 | Ordinary Resolutions |
|---|---|
| 1. | To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon. |
| 2. | To declare a dividend of Rs. 20.00 (200%) per equity share for the financial year ended March 31, 2018. |
| 3. | To appoint a Director in place of Dr. Anurita Majumdar who retires by rotation and being eligible offers herself for re-appointment. |
| 4. | To ratify the appointment of Walker Chandiok & Co LLP, Chartered Accountants as the Statutory Auditors of the Company. |
| 5. | To consider and ratify the remuneration payable to Messrs. RA & Co., Cost Accountants for the financial year ending March 31, 2019. |
| 6. | To consider revision in the limit of maximum commission payable to Resident Indian Non-Executive Directors. |
| 7. | To consider continuation of the remaining term of Mr. R. A. Shah (DIN: 00009851) as an Independent Director i.e., up to November 9, 2019. |