

NOTICE

NOTICE is hereby given that the 66th Annual General Meeting of the Members of Wyeth Limited will be held at **Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021, on Monday, 10th November, 2014 at 3.00 p.m.** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company including the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss of the Company for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vivek Dhariwal (DIN: 02826679), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**
“RESOLVED THAT pursuant to the provisions of Sections 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 retiring auditors Messrs. B S R & Associates LLP, Chartered Accountants, having Firm’s Registration No. 116231W / W-100024, be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of one year from the conclusion of this Annual General Meeting till the conclusion of the 67th Annual General Meeting, at such remuneration as may be decided by the Board of Directors of the Company.”

Special Business:

4. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
“RESOLVED THAT pursuant to the 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 Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sekhar Natarajan (DIN: 01031445), in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of 1 (one) year, effective 10th November, 2014.”
5. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
“RESOLVED THAT pursuant to the provisions of Sections 149, 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 Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. K. K. Maheshwari (DIN: 00078457), in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of 1 (one) year, effective 10th November, 2014.”
6. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
“RESOLVED THAT pursuant to the provisions of Sections 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 Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. S. S. Lalbhai (DIN: 00045590), in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of 1 (one) year, effective 10th November, 2014.”

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

“RESOLVED THAT pursuant to the provisions of 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 ₹ 5,30,000/ – (Rupees Five Lakhs Thirty Thousand only) plus service tax and out-of-pocket expenses for the financial year ending 31st March, 2015, as approved by the Board of Directors of the Company payable to Messrs. RA & Co., Cost Accountants, having Firm’s Registration No. 000242 for conducting Cost Audit of the records maintained by the Company be and is hereby ratified.”

8. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Clause 49 VII of the Listing Agreement, (including any modification(s) thereof, for the time being in force), approval of the Company be and is hereby accorded to the Board of Directors, to enter into contracts / arrangements / transactions with Pfizer Export Company, Ireland (“Pfizer Export Company”), a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement for purchase, transfer or receipt of products, goods, active pharmaceutical ingredients, materials, services or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and Pfizer Export Company for an amount not exceeding in aggregate ₹ 300 crores (Rupees Three Hundred Crores only) in each financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things, and to finalize the terms and conditions as may be considered necessary, expedient or desirable in order to give effect to this Resolution.”

9. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Clause 49 VII of the Listing Agreement, (including any modification(s) thereof, for the time being in force), approval of the Company be and is hereby accorded to the Board of Directors, to enter into contracts / arrangements / transactions with Pfizer Limited (“Pfizer”), a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement for purchase, transfer or receipt of products, goods, active pharmaceutical ingredients, materials, services or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and Pfizer for an amount not exceeding in aggregate ₹ 200 crores (Rupees Two Hundred Crores only) in each financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things, and to finalize the terms and conditions as may be considered necessary, expedient or desirable in order to give effect to this Resolution.”

Registered Office:

Level 6, Platina,
Plot No. C - 59, ‘G’ Block,
Bandra - Kurla Complex,
Bandra (E),
Mumbai - 400 098.
Tel: 91 22 2657 4000 Fax: 91 22 2657 4100
Website: www.wyethindia.com
CIN: L85190MH1947PLC005963
Date: 6th October, 2014

By Order of the Board of Directors

N. N. Thakore
Company Secretary &
Legal Director

Notes:

1. A Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, ("the Act") with respect to Item Nos. 4 to 9 of the Notice is annexed hereto.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 31st October, 2014 to Monday, 10th November, 2014 (both days inclusive).
3. IN TERMS OF SECTION 105 OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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.wyethindia.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 informatin 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 Agent:

Karvy Computershare Private Limited

UNIT: WYETH LIMITED

Plot No. 17-24, Vittalrao Nagar, Near Image Hospital, Madhapur, Hyderabad – 500 081

Contact person: Mr. M. V. Kameswara Rao

Tel: 040 4465 5000

Fax: 040 2342 0814

TOLL FREE NO.: 1-800-3454-001

E-mail ID: einward.ris@karvy.com

8. In compliance with Clause 5A.II of the Listing Agreement with the Stock Exchanges, there were 22638 unclaimed shares held by 592 shareholders outstanding in the Company's Unclaimed Suspense Account as on 31st March, 2014, details of which are as follows:

Particulars	Number of Shareholders	Number of Shares
Aggregate number as at 1 st April, 2013	597	22,917
Number of shares claimed and transferred from the Unclaimed Suspense Account during the year	5	279
Aggregate number as at 31 st March, 2014	592	22,638

9. In compliance with Sections 205A and 205C of the Companies Act, 1956, unclaimed dividend for the year ended 31st March, 2006 has been transferred to the 'Investor Education and Protection Fund' (IEPF) established by the Central Government. Unclaimed dividends for all the subsequent years will be transferred to the IEPF according to the statutory stipulations. Members are requested to contact the Company's Registrar and Share Transfer Agent, in respect of their outstanding dividends for the succeeding years.



10. Members may note that the Securities and Exchange Board of India (SEBI) has vide its Circular dated 7th January, 2010 made it mandatory to furnish a copy of PAN in the following cases:
- i) Deletion of name of deceased shareholder(s), where the shares are held in the name of two or more shareholders.
 - ii) Transmission of shares to the legal heir(s), where the deceased shareholder was the sole holder of shares.
 - iii) Transposition of shares, when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
11. Pursuant to Section 101 of the Act, read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report for 2013-2014 is being sent through electronic mode to all the Members whose email IDs are registered with the Company / Depository Participants for communication purposes. For Members who have not registered their email IDs with the Company / Depository Participants, a physical copy of the Annual Report for 2013 - 2014 is being sent by the permitted mode.
- To avail services through electronic mode, Members are requested to fill in the form attached and submit to:-
- i. Karvy Computershare Private Limited for shares held in physical form.
 - ii. Karvy Computershare Private Limited and also register / update their e-mail ID with the Depository Participant where their Demat account is maintained, for shares held in the electronic form.
12. In terms of Section 72 of the Act, read with the applicable rules thereto, every holder of shares in the Company may at any time 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 Agent.
13. 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 e-voting facility, which will enable the Members to cast their votes electronically on all Resolutions set forth in this Notice.

The Company has appointed Mr. Bhumitra Dholakia, Partner of M/s Dholakia & Associates, Company Secretaries in practice, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of the e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman.

14. E-voting Facility:

A. The e-voting period commences on Monday, 3rd November, 2014 (9.00 a.m.) and ends on Wednesday, 5th November, 2014 (5.00 p.m.). The Company has appointed Karvy Computershare Private Limited ("**Karvy**") to provide the e-voting facility. In case of any query pertaining to e-voting, please visit Help & FAQ's section of Karvy e-voting website: evoting.karvy.com

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

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii) Enter the login credentials (i.e., User ID and password mentioned in your email /Notice of the AGM). 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 Notice of the AGM / provided in the email forwarding the electronic notice.

- iii) After entering these details appropriately, click on "LOGIN".
- iv) You will now reach Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,\$,#, etc). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- 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., Wyeth 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 Resolution.
- 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. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID wyethevoting2014@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 e-voting was 3rd October, 2014.

15. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting by show of hands will not be available to the Members at the Annual General Meeting.

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

Mr. Vivek Dhariwal

Mr. Vivek Dhariwal (DIN: 02826679), aged 47 years, holds a Bachelors Degree in Chemical Engineering from the Indian Institute of Technology, Mumbai and a Masters Degree in Chemical Engineering from the University of Kentucky, Lexington, USA.

Mr. Dhariwal has substantial expertise and experience in manufacturing and supply chain management. Mr. Dhariwal has a wide range of industrial experience in Pharmaceuticals, Agrochemicals, Specialty Chemicals and Bulk and Heavy Chemicals. Mr. Dhariwal was earlier Director, Manufacturing at Baxter (India) Private Limited and was responsible for India and Philippine markets. Mr. Dhariwal has held senior positions in Baxter (India) Private Limited and in ICI Plc, U K.

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

Mr. Dhariwal is a Director of the following Indian Public Limited Company and holds membership in the said Company's Board Committee as on 6th October, 2014:

Name of Company	Designation	Chairmanship / Membership of Audit Committee	Chairmanship / Membership of Stakeholders Relationship Committee
Pfizer Limited	Executive Director - Technical Operations	--	Member

A STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ("the Act") FOR ITEM NOS. 4 to 9:

ITEM NO. 4

Mr. Sekhar Natarajan (DIN: 01031445), aged 60 years, is a Chartered Accountant and a Cost Accountant.

Mr. Natarajan has several years of corporate experience and substantial expertise in Finance and Business Management areas. He is the Managing Partner of S N Consultants and is also Chairman of Monsanto India Limited.

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

Mr. Natarajan is also the Chairman/Director of the following Indian Public Limited Companies and holds membership in their Board Committees as on 6th October, 2014:

Name of Company	Designation	Chairmanship / Membership of Audit Committee	Chairmanship / Membership of Stakeholders Relationship Committee
Monsanto India Limited	Chairman	Member	--
Accelya Kale Solutions Limited	Director	Chairman	Chairman
Maharashtra Hybrid Seeds Company Limited	Director	--	--

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

Mr. Natarajan is an Independent Director of the Company and was liable to retire by rotation under the provisions of the Companies Act, 1956.

The Company has received a declaration from Mr. Natarajan confirming that he meets the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 ("the Act"). Further, Mr. Natarajan is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Section 149 (10) of the Act provides that an Independent Director shall hold office for a term up to 5 (five) years on the Board of Directors of companies on which he is appointed and is not liable to retire by rotation pursuant to Section 149 (13) read with Section 152 of the Act. The Company has received a notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Act proposing the candidature of Mr. Natarajan for the office of Director of the Company. The Board of Directors of your Company recommends the appointment of Mr. Natarajan as an Independent Director of the Company for a period of 1 (one) year, effective 10th November, 2014.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Natarajan, (being the appointee) is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

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

The draft terms and conditions of the appointment of Mr. Natarajan shall be open for inspection by the Members at the Registered Office of the Company on all working days, (Monday to Friday), between 3.00 p.m. and 5.00 p.m. up to the date of the Meeting.

ITEM NO. 5

Mr. Kamalesh Kumar Maheshwari (DIN: 00078457), aged 71 years, holds a Masters Degree in Commerce and is a Doctor of Philosophy. Prior to this, he was a Director of John Wyeth (India) Ltd., which was amalgamated with the Company. Mr. Maheshwari was also the Managing Director of Geoffrey Manners & Co. Ltd., prior to its amalgamation with the Company. Mr. Maheshwari has expertise in management and wide and varied experience in the chemical and pharmaceutical fields.

Mr. Maheshwari does not hold any shares in the Company. He is not a Director of any other Public Limited Company.

Mr. Maheshwari is a Director of the following Private Companies as on 6th October, 2014:

Name of Company	Designation
Jayashree Traders Private Limited	Director
Riviera Investors Private Limited	Director
Universal Chemicals & Industries Private Limited	Director

Mr. Maheshwari is an Independent Director of the Company and was liable to retire by rotation under the provisions of the Companies Act, 1956.

The Company has received a declaration from Mr. Maheshwari confirming that he meets the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 ("the Act"). Further, Mr. Maheshwari is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Section 149 (10) of the Act provides that an Independent Director shall hold office for a term up to 5 (five) years on the Board of Directors of companies on which he is appointed and is not liable to retire by rotation pursuant to Section 149 (13) read with Section 152 of the Act. The Company has received a notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Act proposing the candidature of Mr. Maheshwari for the office of Director of the Company. The Board of Directors of your Company recommends the appointment of Mr. Maheshwari as an Independent Director of the Company for a period of 1 (one) year, effective 10th November, 2014.

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

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

The draft terms and conditions of the appointment of Mr. Maheshwari shall be open for inspection by the Members at the Registered Office of the Company on all working days, (Monday to Friday), between 3.00 p.m. and 5.00 p.m. up to the date of the Meeting.

ITEM NO. 6:

Mr. Sunil S. Lalbhai (DIN: 00045590), aged 54 years, holds an MS degree in Chemistry from the University of Massachusetts and an MS degree in Economic Policy and Planning from Northeastern University. He has expertise and wide experience in the Management field. Mr. Lalbhai is presently the Chairman and Managing Director of Atul Limited, a diversified chemical company where he has been working since 1983. Mr. Lalbhai is a Member of the Governing Council of Shree Vallabh Shikshan Ashram and a Trustee on the Board of BAIF Development Research Foundation and some of the other social institutions established by Lalbhai Group.

Mr. Lalbhai holds 1,275 shares in the Company in his individual capacity/as a trustee. Mr. Lalbhai is also a Director of the following Public Limited Companies and holds membership in their Board Committees as on 6th October, 2014.

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

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

Mr. Lalbhai is an Independent Director of the Company and was liable to retire by rotation under the provisions of the Companies Act, 1956.

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

Section 149 (10) of the Act provides that an Independent Director shall hold office for a term up to 5 (five) years on the Board of Directors of companies on which he is appointed and is not liable to retire by rotation pursuant to Section 149 (13) read with Section 152 of the Act. The Company has received a notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Act proposing the candidature of Mr. Lalbhai for the office of Director of the Company. The Board of Directors of your Company recommends the appointment of Mr. Lalbhai as an Independent Director of the Company for a period of 1 (one) year, effective 10th November, 2014.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Lalbhai (being the appointee) are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6.

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

The draft terms and conditions of the appointment of Mr. Lalbhai shall be open for inspection by the Members at the Registered Office of the Company on all working days, (Monday to Friday), between 3.00 p.m. and 5.00 p.m. up to the date of the Meeting.

Note: Details are provided only in respect of Audit and Stakeholders Relationship Committees.

The appointment of each of the Independent Directors mentioned in Items Nos. 4 to 6 is proposed to be made for a period of one year in view of the impending amalgamation of the Company with Pfizer Limited and the pending proceedings in the Bombay High Court, pursuant to Sections 391 to 394 of the Companies Act, 1956. The said proceedings are expected to be completed before the expiry of the one year period, whereupon the Independent Directors would cease to hold office as Directors of the Company.

ITEM NO. 7

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 28th April, 2014, appointed Messrs. RA & Co., Cost Accountants (having Firm's Registration No. 000242) for conducting the Audit of the cost accounting records maintained by the Company for the financial year ending 31st March, 2015, at a remuneration of ₹ 5,30,000/- (Rupees Five Lakhs Thirty Thousand only) plus service tax and out-of-pocket expenses which is subject to ratification by the Members.

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. 7 of the Notice.

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

ITEM NO. 8

The Company is, *inter alia*, engaged in the business of manufacturing, marketing, trading, import and export of pharmaceutical and consumer healthcare products. The Company in the ordinary course of its business, imports various products and active pharmaceutical ingredients from various affiliates of Pfizer Inc., USA. ("Pfizer Group") including Pfizer Export Company, Ireland ("Pfizer Export Company").

Pfizer Export Company is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement.

Transactions for purchase, transfer or receipt of products, goods, active pharmaceutical ingredients, materials, services or other obligations with Pfizer Export Company are material in nature as these transactions exceed 10% of the annual turnover as per the last audited financial statements of the Company. Thus, in terms of Explanation (ii) to Clause 49 VII (E) of the Listing Agreement, these transactions require the approval of the Members by way of a Special Resolution.

The particulars of the contracts / arrangements / transactions are as under:

Particulars	Information
Name of the Related Party	Pfizer Export Company, Ireland
Name of Director(s) or Key Managerial Personnel who are related	None
Nature of relationship	The Company and Pfizer Export Company are both indirect subsidiaries of Pfizer Inc., USA
Material terms of the contracts / arrangements / transactions	Purchase, transfer or receipt of products, goods active pharmaceutical ingredients, materials, services or other obligations on arm's length basis
Monetary value	Not exceeding ₹ 300 Crores in each financial year
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants	Yes
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the Members to make a decision on the proposed transactions	None

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future growth of the business.

The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for the approval of the Members in terms of Clause 49 VII (E) of the Listing Agreement.

ITEM NO. 9:

The Company is, *inter alia*, engaged in the business of manufacturing, marketing, trading, import and export of pharmaceutical and consumer healthcare products. The Company and Pfizer Limited ("Pfizer") are affiliates and with a view to deploy and leverage each other's resources optimally, economically and efficiently in their operations, provide and receive a range of services in the ordinary course of business in the areas of marketing and sales, technical operations, medical research, finance, human resources, business technology, distribution services etc. in terms of the Service Agreement dated 9th June, 2010, as amended vide Addendums.

Pfizer is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement.

Transactions for purchase, transfer or receipt of products, goods, active pharmaceutical ingredients, materials, services or other obligations with Pfizer are material in nature as these transactions exceed 10% of the annual turnover as per the last audited financial statements of the Company. Thus, in terms of Explanation (ii) to Clause 49 VII (E) of the Listing Agreement, these transactions require the approval of the Members by way of a Special Resolution.

The particulars of the contracts/arrangements/transactions are as under:

Particulars	Information
Name of the Related Party	Pfizer Limited
Name of Director(s) or Key Managerial Personnel who are related	Mr. Aijaz Tobaccowalla - Managing Director, Mr. Vivek Dhariwal - Director and Mr. S. Sridhar - Director are also Directors of Pfizer Limited
Nature of relationship	The Company and Pfizer are both indirect subsidiaries of Pfizer Inc., USA
Material terms of the contracts / arrangements / transaction	Rendering and availing services on arm's length basis as per the Service Agreement dated 9 th June, 2010, (as amended) executed between the Company and Pfizer Limited
Monetary value	Not exceeding ₹ 200 Crores in each financial year
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants	Yes
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the Members to make a decision on the proposed transactions	None

Mr. Aijaz Tobaccowalla, Mr. Vivek Dhariwal and Mr. S. Sridhar, being Directors of Pfizer Limited are interested in the Resolution set forth in Item No. 9 of the Notice.

None of the relatives of Mr. Aijaz Tobaccowalla, Mr. Vivek Dhariwal and Mr. S. Sridhar hold any share(s) in the Company and are not interested financially or otherwise in the Resolution set forth in Item No. 9 of the Notice.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future growth of the business.

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for the approval of the Members in terms of Clause 49 VII (E) of the Listing Agreement.

The Agreement dated 9th June, 2010 executed between the Company and Pfizer Limited and the Addendums thereto shall be open for inspection by the Members at the Registered Office of the Company on all working days, (Monday to Friday), between 3.00 p.m. and 5.00 p.m. up to the date of the Meeting.

Registered Office:

Level 6, Platina,
Plot No. C - 59, 'G' Block,
Bandra - Kurla Complex,
Bandra (E),
Mumbai - 400 098
Tel: 91 22 2657 4000 Fax: 91 22 2657 4100
Website: www.wyethindia.com
CIN: L85190MH1947PLC005963
Date: 6th October, 2014

By Order of the Board of Directors

N. N. Thakore
Company Secretary &
Legal Director