



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

February 29, 2024

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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Pfizer Limited Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed notice of postal ballot along with the explanatory statement for seeking the approval of the Members of the Company for below items of business

1. Appointment of Mr. Amit Agarwal (DIN: 10465938) as a Whole-time Director of the Company designated as Executive Director – Finance & Chief Financial Officer for a period of 5 years with effect from February 26, 2024, by way of an ‘Ordinary Resolution’.
2. Re-appointment of Ms. Meena Ganesh (DIN: 00528252) as an Independent Director of the Company for a second term of 5 years with effect from March 8, 2024, by way of a ‘Special Resolution’.

In accordance with the relevant circulars issued by Ministry of Corporate Affairs (“MCA”) and SEBI, notice of the postal ballot is being sent only by electronic mode to those Members, whose names appear in the Register of Members/list of beneficial owners as on **Friday, February 23, 2024** (“Cut-off Date”) and whose e-mail addresses are registered with the Company/Depositories.

The Company has engaged the services of KFin Technologies Limited for providing e-voting facility to the Members. The e-voting will commence on **Friday, March 1, 2024** from **9:00 a.m. IST** and **ends on Saturday, March 30, 2024 at 5:00 p.m. IST**. The results of postal ballot will be declared by the Company **on or before Tuesday, April 2, 2024**.

A copy of the Postal Ballot Notice is also available on the Company’s website www.pfizerltd.co.in

Thanking you,

Yours truly,

For Pfizer Limited

Prajeet Nair

Director – Corporate Services & Company Secretary

CIN: L24231MH1950PLC008311
Email ID: contactus.india@pfizer.com
Website: www.pfizerltd.co.in



PFIZER LIMITED

CIN: L24231MH1950PLC008311

Registered Office: 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.pfizerltd.co.in **E-mail ID:** contactus.india@pfizer.com

E-voting starts on	E-voting ends on
Friday, March 1, 2024	Saturday, March 30, 2024

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), read with General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December, 2021, No. 3/2022 dated 5 May, 2022, No. 10/2022, No. 11/2022 dated 28 December, 2022 and No. 09/2023 dated September 25, 2023 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), including any statutory modification or re-enactment thereof for the time being in force, approval of the Members is being sought for below items of business through postal ballot process:

1. Appointment of Mr. Amit Agarwal (DIN: 10465938) as a Whole-time Director of the Company designated as Executive Director – Finance & Chief Financial Officer for a period of 5 years with effect from February 26, 2024, by way of an 'Ordinary Resolution'.
2. Re-appointment of Ms. Meena Ganesh (DIN: 00528252) as an Independent Director of the Company for second term of 5 years with effect from March 8, 2024, by way of a 'Special Resolution'.

The Company has appointed (CS) Mr. Nrupang B. Dholakia, Practicing Company Secretary & Designated Partner of Dholakia & Associates LLP, to act as the Scrutinizer, for conducting the postal ballot voting process, in a fair and transparent manner and to submit his report to the Chairman of the Board of Directors of the Company or any one of the Key Managerial Personnel of the Company as authorized by the Board after completion of scrutiny of the e-voting.

In accordance with the applicable provisions of the MCA Circulars, Members shall be permitted to exercise their voting rights only through e-voting. Hence, physical copy of this postal ballot notice along with postal ballot forms and pre-paid business envelope are not being sent to the Members.

The Company is pleased to offer e-voting facility which will enable the Members to cast their votes electronically. The details of e-voting facility are provided in the notes to this postal ballot notice. Members may note that the **e-voting commences on Friday, March 1, 2024 from 9:00 a.m. IST** and ends on **Saturday, March 30, 2024 at 5:00 p.m. IST**. Members are therefore requested to cast their vote **not later than 5:00 p.m. IST on Saturday, March 30, 2024** to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the notes to the postal ballot notice.

The Scrutinizer will submit his report to the Chairman or any one of the Key Managerial Personnel as authorized by the Board after completion of scrutiny of the e-voting. The results shall be declared at the Registered Office of the Company on or before **Tuesday, April 2, 2024** and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), and will also be displayed on the website of the Company at www.pfizerltd.co.in and KFin Technologies Limited at <https://evoting.kfintech.com/>

Consent of the Members is hereby sought for the proposals contained in the resolutions appended below. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed resolutions is annexed hereto for Member's consideration.

1) **APPOINTMENT OF MR. AMIT AGARWAL (DIN: 10465938) AS A WHOLE-TIME DIRECTOR & CHIEF FINANCIAL OFFICER OF THE COMPANY FOR A PERIOD OF 5 YEARS WITH EFFECT FROM FEBRUARY 26, 2024:**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, Mr. Amit Agarwal (DIN: 10465938) who was appointed by the Board of Directors as an Additional Director of the Company effective February 26, 2024, pursuant to Section 161 of the Companies Act, 2013 and also in respect of whom a notice of candidature has been received by the Company from a Member, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Amit Agarwal (DIN: 10465938) as a Whole-time Director of the Company designated as Executive Director – Finance & Chief Financial Officer, for a period of five (5) years with effect from February 26, 2024, and to him receiving remuneration, payments, perquisites, benefits and amenities as given below:

A. Salary, Fixed Allowances and Bonus/Performance Linked Incentives:

The aggregate of Salary, Fixed Allowances, Bonus / Performance Linked Incentives and Perquisites, Benefits and Amenities payable to Mr. Amit Agarwal shall be subject to a maximum limit of ₹5,00,00,000/- (Rupees Five Crores only) per annum.

The actual remuneration payable to Mr. Amit Agarwal shall be as decided by the Board of Directors and which shall be revised by the Board of Directors from time to time within the above ceiling of ₹5,00,00,000/- (Rupees Five Crores only) per annum. The terms of remuneration payable to Mr. Amit Agarwal shall be in compliance with the provisions of Sections 197 and 198 of the Act read with Schedule V to the Act.

B. Perquisites, Benefits and Amenities:

Mr. Amit Agarwal shall be entitled to the following perquisites, benefits and amenities:

(a) Car Allowance:

Mr. Amit Agarwal shall be entitled to a Car Allowance of ₹10,80,000/- (Rupees Ten Lakhs and Eighty Thousand only) per annum, payable on monthly proportionate basis, with such increments as may be decided by the Board from time to time.

(b) Communication Expenses:

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

(c) Medical Insurance:

Mr. Amit Agarwal shall be entitled to Hospitalization Mediclaim Policy of ₹5,00,000/- (Rupees Five Lakhs Only) for self, spouse & two children up to the age of 25 years.

(d) Leave and Leave Travel Passage:

Mr. Amit Agarwal shall be entitled to Leave and Leave Travel Assistance for self, spouse & two children up to the age of 25 years as per the rules of the Company.

(e) Personal Accident Insurance and Group Term Insurance Coverage:

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

(f) Provident Fund:

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

(g) Gratuity:

Mr. Amit Agarwal shall be entitled to Gratuity as per the rules of the Company.

(h) Reimbursement of Expenses:

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

(i) Mr. Amit Agarwal shall be entitled to such other benefits, amenities and perquisites as the Board of Directors of the Company may determine from time to time.

The Company's contribution to provident fund, gratuity payable at the rate not exceeding half a month's Salary for each completed year of service and encashment of leave at the end of tenure shall not be included in the computation of the above ceiling of ₹5,00,00,000/- (Rupees Five Crores only) per annum.

C. Minimum Remuneration:

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

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."

2) RE-APPOINTMENT OF MS. MEENA GANESH (DIN: 00528252) AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 YEARS WITH EFFECT FROM MARCH 8, 2024:

To consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with the Rules framed thereunder, Schedule IV to the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Meena Ganesh (DIN : 00528252), who qualifies for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 years, effective March 8, 2024, not being liable to retire by rotation.

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

By Order of the Board of Directors of Pfizer Limited

Prajeet Nair
Director – Corporate Services & Company Secretary
Membership No. ACS-19267

Place : Mumbai

Date : February 9, 2024

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.pfizerltd.co.in E-mail ID: contactus.india@pfizer.com

CIN: L24231MH1950PLC008311

NOTES:

1. A statement setting out material facts pursuant to Sections 102 and 110 of the Companies Act, 2013 ('Act') and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, with respect to the proposal set out under the postal ballot notice is annexed hereto.
2. In Compliance with the MCA Circulars, the postal ballot notice is being sent only by electronic mode to those Members, whose names appear in the Register of Members/list of beneficial owners as on **Friday, February 23, 2024 ("Cut-off Date")** and whose e-mail addresses are registered with the Company/Depositories Participants. Members may note that postal ballot notice is also available on the Company's website www.pfizerltd.co.in and websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/>
3. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the MCA Circulars, the Company has provided e-voting facility only for this Postal Ballot process. The Company has appointed KFin Technologies Limited ("KFinTech") to provide e-voting facility to the Members of the Company. Members can vote only through e-voting and are requested to read the instructions on the same in serial no. 14 under the notes to this postal ballot notice. Members whose names appear in the Register of Members/list of beneficial owners as on **Friday, February 23, 2024** i.e. cut-off date, will be considered for the purpose of e-voting.
4. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote, to the Scrutinizer at scrutinizer@dholakia-associates.com with a copy marked to evoting@kfintech.com and contactus.india@pfizer.com.
5. The Scrutinizer will submit his report to the Chairman or any one of the Key Managerial Personnel as authorized by the Board of Directors after the completion of scrutiny. Results of voting by postal ballot will be announced by the Chairman or one of the Key Managerial Personnel authorized by the Board of Directors, on or before **Tuesday, April 2, 2024**. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.pfizerltd.co.in and on the website of KFinTech <https://evoting.kfintech.com>. The results shall simultaneously be communicated to the BSE Limited and the National Stock Exchange of India Limited.
6. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e., **Saturday, March 30, 2024**, and as if they have been passed at a general meeting of the Members.
7. All documents referred to in the postal ballot notice and explanatory statement shall be made available for inspection electronically by the Members from date of circulation of this notice till the last date specified for e-voting i.e., **Saturday, March 30, 2024**, in accordance with the applicable statutory requirements. Members seeking to inspect such documents can send an email to contactus.india@pfizer.com mentioning their name, Folio No./ DP ID and Client ID.
8. The e-voting will not be allowed beyond **5.00 p.m. IST on Saturday, March 30, 2024** and the e-voting module shall be forthwith disabled upon expiry of the aforesaid period.
9. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.pfizerltd.co.in. The Shareholders who have not updated any of the aforesaid details are requested to update the same at the earliest.
10. Pursuant to SEBI SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and August 4, 2023, SEBI has specified that an investor shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity, if the grievance is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate grievance through the SCORES Portal (<https://scores.gov.in/scores/Welcome.html>) in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. Members are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: <https://www.pfizerltd.co.in/files/Online-Resolution-of-Disputes-in-the-Indian-Securities-Market.pdf>
11. In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Demat account holders are being provided a single login credential, through their demat accounts/ websites of Depositories. Demat account holders will now be able to cast their vote without having to register again with the e-voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.

12. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member/Beneficial Owner as on the cut-off date i.e., **Friday, February 23, 2024**. 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., **Friday, February 23, 2024**, only shall be entitled to avail the facility of e-voting. A person who is not a Member as on the cut-off date should treat the postal ballot notice for information purposes only.
13. The e-voting period commences on **Friday, March 1, 2024** from 9:00 a.m. IST and ends on **Saturday, March 30, 2024** at 5:00 p.m. IST. The e-voting module shall be disabled by KFinTech thereafter. Once the vote on the resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
14. The procedure for e-voting is as under:
- I. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under "Login method for e-voting" (Step 1).
 - II. In case of Shareholders holding securities in physical mode and non-individual shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under "Login method for e-voting" (Step 2).
 - III. The details of the process and manner for e-voting are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFinTech e-voting system in case of shareholders holding shares in physical and non-individual shareholders holding shares in demat mode.

Details on Step 1 are mentioned below:

Login method for e-voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> ▪ Visit URL: https://eservices.nSDL.com ▪ Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. ▪ On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting". ▪ Click on company name or e-voting service provider and you will be redirected to e-voting service provider website for casting the vote during the e-voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> ▪ To register click on link: https://eservices.nSDL.com ▪ Select "Register Online for IDeAS" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp ▪ Proceed with completion of required fields. ▪ Follow steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of NSDL</p> <ul style="list-style-type: none"> ▪ Open URL https://www.evoting.nSDL.com/ ▪ Click on the icon "Login" which is available under 'Shareholder/Member' section. ▪ A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. ▪ Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e. KFinTech. ▪ On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> ▪ Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com ▪ Click on New System Myeasi ▪ Login with your registered user id and password. ▪ The user will see the e-voting Menu. The Menu will have links of Event Service Provider ('ESP') i.e. KFinTech e-voting portal. ▪ Click on e-voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> ▪ Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ▪ Proceed with completing the required fields. ▪ Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> ▪ Visit URL: www.cdslindia.com ▪ Provide your Demat Account Number and PAN. ▪ System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. ▪ After successful authentication, user will be provided links for the respective ESP, i.e. KFinTech where the e- voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ul style="list-style-type: none"> ▪ You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility ▪ Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. ▪ Click on options available against Company name or e-voting service provider – KFinTech and you will be redirected to e-voting website of KFinTech for casting your vote during the e-voting period without any further authentication.

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- A. Members whose email IDs are registered with the Company/Depository Participants, will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the below process:
- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - b. Enter the login credentials, i.e., user id and password mentioned below in this communication. Your Folio No/ DP ID / Client ID will be your user ID.
 - c. After entering the details appropriately, click on LOGIN.
 - d. You will reach the password change menu, wherein you are required to change your password mandatorily. 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 any contact details like mobile, e-mail etc., on the first login. You may also enter a secret question and answer of your choice to retrieve your password if you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the EVENT, i.e., "PFIZER LIMITED POSTAL BALLOT" and click on "Submit".
 - g. On the voting page, enter the number of shares as on the cut-off date, i.e., Friday, February 23, 2024, under FOR/AGAINST; alternatively, you may enter partially any number in FOR and partially in AGAINST, but the total number in FOR /AGAINST taken together should not exceed the total shareholding.
 - h. Shareholders holding multiple folios / demat account shall undertake the voting process separately for each folio / demat account.
 - i. 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, shareholders can login any number of times till they have voted on the resolution.
 - j. Corporate/Institutional Shareholders (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks etc.,) are required to e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at scrutinizer@dholakia-associates.com with a copy marked to evoting@kfintech.com and contactus.india@pfizer.com. The scanned image of the abovementioned documents should be in the naming format "Pfizer Limited - Postal Ballot".
 - k. Once the shareholder casts a vote on the resolution, he/she shall not be allowed to change it subsequently.
 - l. In case of any queries, you may contact KFin Technologies Limited at Tel No. 1800 309 4001 (toll-free).
 - m. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. **Friday, February 23, 2024.**
 - n. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Neither the Company nor the Scrutinizer will be responsible for any consequences of you having shared or disclosed the password (whether original or changed) with or to any person, including your inability to access the e-voting platform thereafter or even cast your vote.

Other instructions:

- i. It is clarified that for registration of e-mail address, the Members are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad - 500 032, by following due procedure.
- ii. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.
- iii. In case of any query/grievance pertaining to e-voting, please visit Help & FAQ section of <https://evoting.kfintech.com/> or contact Mr. K V Premkumar Nair, Manager at KFin Technologies Limited, Unit: Pfizer Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad-500 032, e-mail: einward.ris@kfintech.com, Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.
- iv. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- v. The Scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes and make the Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman or any one of the Key Managerial Personnel of the Company as authorized by the Board.
- vi. The results shall be declared at the registered office of the company and along with the Scrutinizer's Report(s) will be placed on the website of the Company- www.pfizerltd.co.in and websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS
AND REASONS FOR THE PROPOSED RESOLUTION**

1. Appointment of Mr. Amit Agarwal (DIN: 10465938) as a Whole-time Director & Chief Financial Officer of the Company for a period of 5 years with effect from February 26, 2024.

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on January 22, 2024 appointed Mr. Amit Agarwal (DIN: 10465938) as an Additional Director (Wholetime Director) designated as Executive Director – Finance & Chief Financial Officer of the Company, for a period of 5 years with effect from February 26, 2024 subject to approval of shareholders.

Mr. Amit Agarwal aged about 43 years is a seasoned Finance Professional and brings with him solid experience of 20 years across a wide spectrum of Finance functions including Accounting, Reporting, Audit, Controls, Strategy and Change management, gained across diverse industries such as Consumer, Services and Mining.

Mr. Agarwal joins Pfizer from India's largest consumer company, Hindustan Unilever Limited ("HUL"), where he spent the last 17 years serving in various roles including Accounting, Auditing and controllership as well as Business Finance roles for different Business Units including Bakery, Tea, Hair, Deodorants & Professional Products. In his most recent assignment at HUL, Mr. Agarwal was the General Manager, Finance, handling the function for the Sales and Customer Development vertical.

Mr. Agarwal also has a significant experience in leading global teams. As the Financial Controller for Global Business Services (GBS), he has led an End-to-End (E2E) controllership working with a geographically diverse team across India, UK, Philippines, and Brazil. Prior to joining HUL, early part of Mr. Agarwal's career was with Vedanta Resources Limited, India's largest diversified natural resources company as a Financial Planning & Analysis Manager and Factory Commercial Manager.

Mr. Amit Agarwal is a Chartered Accountant, a Cost Accountant and a Company Secretary.

Mr. Amit Agarwal does not hold any shares in the Company. Mr. Amit Agarwal does not hold directorship in any other company.

Mr. Amit Agarwal is not disqualified from being appointed as a Director and Whole-time Director in terms of Section 164 and other applicable provisions of the Act. None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Amit Agarwal (being the appointee), are interested in or concerned financially or otherwise in the resolution.

The letter of appointment setting out terms of employment with Mr. Amit Agarwal is available at the Registered Office of the Company for inspection as provided under Section 190 of the Companies Act, 2013.

The Board of Directors believes that Mr. Amit Agarwal's outstanding academic achievements, which demonstrate a strong foundation in financial management, combined with his impressive career progression, make him well-suited for the position of Executive Director – Finance & Chief Financial Officer. Therefore, the Board recommends the Ordinary Resolution for approval by the Company's Members.

2. Re-appointment of Ms. Meena Ganesh (DIN: 00528252) as an Independent Director of the Company for second term of 5 years with effect from March 8, 2024.

Ms. Meena Ganesh (DIN: 00528252) was appointed as an Independent Director of the Company for a term of 5 years effective March 8, 2019. Her term would accordingly expire on March 7, 2024, close of business.

The Company had received consent from Ms. Meena Ganesh for being re-appointed as an Independent Director for the second term of 5 years. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on February 9, 2024, had re-appointed Ms. Meena Ganesh (DIN: 00528252) as an Independent Director of the Company for second term of 5 years effective March 8, 2024 subject to approval of shareholders by Special Resolution.

Ms. Meena Ganesh aged about 60 years, is a PGDM holder from IIM Calcutta and holds a graduate degree in Physics from the Madras University. Ms. Ganesh serves on the Boards of Procter & Gamble Hygiene & Healthcare Limited, Hitachi Energy India Limited and Axis Bank Limited.

As the Co-founder & Chairperson, Ms. Meena Ganesh leads Portea Medical, India's leading and home healthcare company, which she co-founded in May 2013. As a partner of the platform, Growthstory.in, one of India's largest entrepreneurship platforms, she is also co-promoter of nearly a dozen, new-age Internet/ Technology enabled start-ups namely Bigbasket, Bluestone, HomeLane, and Verloop.io.

Ms. Ganesh's career spans across organisations such as TutorVista, Pearson Education Services, Tesco Hindustan Service Centre, CustomerAsset, Microsoft India, PWC and NIIT. She is the founder president of Home Healthcare Association and has also been part of the Board of Governors of the IIM Calcutta. Through her non-profit Bahaar Foundation, Ms. Ganesh focuses on creating micro entrepreneurs in Healthcare and Agriculture sectors.

Ms. Meena Ganesh has been part of Fortune India's 50 'Most Powerful Women in Business' for seven consecutive years (2015 - 2021). Ms. Ganesh also featured in the list of Top 20 Outstanding Female Business Leaders by Forbes Asia 2021. In 2021, Ms. Meena Ganesh featured on IFC WeRise: Insights from Women Business Leaders on Managing through Crisis, Resilience and Recovery and recognized by Business Today as Most Powerful Women in Business (2019-2023). In 2022, Ms. Meena Ganesh was recognized by Forbes Asia – 50 Over 50.

Ms. Meena Ganesh does not hold any shares in the Company. The details of her Directorship in other Public Limited Companies as on February 9, 2024, is given as under:

Sr. no	Name of the Company	Designation	Chairmanship / Membership of Audit Committee	Chairmanship / Membership of Stakeholders' Relationship Committee
1	Procter and Gamble Hygiene and Health Care Limited	Independent Director	Member	-
2	Axis Bank Limited	Independent Director	Member	-
3	Hitachi Energy India Limited	Independent Director	-	Chairperson
4	Healthvista India Limited	Director	Member	-

The Company has received a declaration from Ms. Meena Ganesh confirming that she meets the criteria of independence as provided under section 149 (6) of the Companies Act 2013 ("Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Further, Ms. Meena Ganesh is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Ms. Meena Ganesh (being the appointee) are concerned or interested, financially or otherwise, are interested in or concerned financially or otherwise in the resolution. None of the Directors or Key Managerial Personnel are related to each other.

The terms and conditions of the re-appointment of Ms. Meena Ganesh is available at the Registered Office of the Company for inspection as provided under Section 190 of the Companies Act, 2013.

The Board of Directors are of the opinion that Ms. Ganesh's skills, competence and diverse experience in healthcare and digital industries would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director.

The Board recommends the Special Resolution for approval by the Members of the Company.

DETAILS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PARA 1.2.5 OF SS-2, SECRETARIAL STANDARD ON GENERAL MEETING ARE AS GIVEN BELOW:

Particulars	Details	
Name of the Director	Mr. Amit Agarwal	Ms. Meena Ganesh
DIN	10465938	00528252
Age	43 years	60 Years
Date of appointment of Board	February 26, 2024	March 8, 2024
Qualification	<ul style="list-style-type: none"> • Chartered Accountant • Cost Accountant • Company Secretary 	<ul style="list-style-type: none"> • PGDM holder from IIM Calcutta • Graduate degree in Physics from the Madras University
Brief Resume	Refer to Item no. 1 of Explanatory Statement	Refer to Item no. 2 of Explanatory Statement
Nature of expertise in specific functional areas	Business Leadership & Operations, Risk Management & Governance, Finance & Accounting and Business Expertise.	Business Leadership & Operations, Risk Management & Governance and Business Expertise.
Names of other listed Companies in which appointee holds Directorships	Mr. Amit Agarwal does not hold directorship in any other company.	<ol style="list-style-type: none"> 1. Procter and Gamble Hygiene and Health Care Limited ; 2. Axis Bank Limited; 3. Hitachi Energy India Limited.
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	NOT APPLICABLE	NIL
Chairman / Member of the Committee(s) of the Board of Directors of the Company	NOT APPLICABLE	<ol style="list-style-type: none"> 1. Nomination and Remuneration Committee of the Board – Member 2. Risk Management Committee – Member
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which the appointee is a Director	NOT APPLICABLE	<ol style="list-style-type: none"> 1. Procter and Gamble Hygiene and Health Care Limited: <ol style="list-style-type: none"> a) Audit Committee – Member b) Risk Management Committee – Member 2. Axis Bank Limited: <ol style="list-style-type: none"> a) Audit Committee - Member b) Nomination & Remuneration Committee – Chairperson c) Corporate Social Responsibility Committee – Member 3. Hitachi Energy India Limited: <ol style="list-style-type: none"> a) Audit Committee – Member b) Stakeholders’ Relationship Committee – Chairperson c) Risk Management Committee – Member

Particulars	Details	
Relationship with other Directors / Manager / Key Managerial Personnel	Mr. Amit Agarwal is not related to any of the Directors/Key Managerial Personnel	Ms. Meena Ganesh is not related to any of the Directors/Key Managerial Personnel
Number of shares held in the Company either by the appointee or as a beneficial owner	NIL	NIL
No. of Board Meetings attended during the Year.	Not Applicable as the effective date of appointment is February 26, 2024.	1) May 15, 2023 2) August 11, 2023 3) October 28, 2023 4) February 9, 2024
Name of the listed entities from which the appointee has resigned in the past three years	NOT APPLICABLE	NIL
Key Terms and conditions of appointment or re-appointment	As per the resolution at item no. 1 of this Notice read with the explanatory statement thereto	As per the resolution at item no. 2 of this Notice read with the explanatory statement thereto
Remuneration proposed to be Paid	As per the resolution at item no. 1 of this Notice	Ms. Meena Ganesh, shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.
Date of first appointment on Board	NOT APPLICABLE	Ms. Meena Ganesh was appointed as an Independent Director March 8, 2019.
Last drawn remuneration	NOT APPLICABLE	Ms. Meena Ganesh was paid sitting fees of ₹4.30 Lakhs and Commission of ₹18.00 Lakhs for the financial year ended March 31, 2023.

By Order of the Board of Directors of Pfizer Limited

Prajeet Nair
Director – Corporate Services & Company Secretary
Membership No. ACS 19267
Place : Mumbai
Date : February 9, 2024

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