

Notice

COLGATE-PALMOLIVE (INDIA) LIMITED

Registered Office:

Colgate Research Centre,
Main Street, Hiranandani Gardens,
Powai, Mumbai 400 076

CIN - L24200MH1937PLC002700

Email : investors_grievance@colpal.com

Website : www.colgatepalmolive.co.in

NOTICE is hereby given that the Seventy-Seventh Annual General Meeting of COLGATE-PALMOLIVE (INDIA) LIMITED will be held on Thursday, July 26, 2018 at 3.30 p.m. at Mayfair Banquet, 254-C, Dr. Annie Besant Road, Worli, Mumbai, 400 030 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Jacob Sebastian Madukkakuzy (DIN: 07645510), who retires by rotation and, being eligible, seeks re-appointment.
3. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, and pursuant to the resolution passed by the Members at the Seventy-Sixth Annual General Meeting held on August 3, 2017, the appointment of M/s. SRBC & Co LLP, Chartered Accountants (Firm Registration No. 324982E / E300003) as the Statutory Auditors of the Company until the conclusion of the Eighty-First Annual General Meeting, be and is hereby ratified and the Board of Directors be and are hereby authorised to fix the remuneration payable to them for the period commencing from the Financial Year ending March 31, 2019 to the Financial Year ending March 31, 2022, as may be determined by the Audit Committee in consultation with the Statutory Auditors.”

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 Ms. Sukanya Kripalu (DIN: 06994202), who was appointed as an Additional Director (Non-executive Director) of the Company with effect from June 1, 2018 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the ‘Act’) and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Ms. Sukanya Kripalu (DIN: 06994202), who has submitted a declaration that she meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from June 1, 2018 up to May 31, 2023.”

By Order of the Board

K. Randhir Singh
Company Secretary &
Compliance Officer

Place: Mumbai

Date : May 21, 2018

(Membership No. F-6621)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. **HOWEVER, A PERSON APPOINTED AS A PROXY MAY**

ACT ON BEHALF OF SUCH MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 4 to the notice is appended hereto.

A brief resume of Mr. Jacob Sebastian Madukkakuzy, who seeks his re-appointment as a Director, has also been appended hereto.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 20, 2018 to Thursday, July 26, 2018 (both days inclusive).
4. Members are requested to send all communications relating to shares, unclaimed dividends, change of address, etc. to the Registrars & Share Transfer Agents of the Company, at their address: M/s. Link Intime India Private Limited, C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083.
5. Members are requested to notify immediately any change in their addresses to the Registrars & Share Transfer Agents of the Company at the above address, if shares are held in physical form, and to their respective depository participants, if shares are held in electronic mode.
6. The Company, following the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.
7. The DS aims to eliminate several problems inherent in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offers several advantages like exemption from stamp duty, elimination of the concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

8. To prevent fraudulent transactions, we urge the Members to exercise due diligence and notify the Company of any change in address / stay abroad or demise of any Member as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. Electronic Clearing Service ('ECS') enable the quick receipt of dividend without the potential for loss or delay in postal transit. Members who are not already enrolled in ECS are requested to fill in the form which is available either on the Company's website or with the Company's Registrars & Share Transfer Agents and forward the same to the Company's Registrar & Share Transfer Agents if the shares are held in physical form and to the applicable Depository Participant in case the shares are held in dematerialized form.
10. During the Financial Year 2017-18, unclaimed dividends declared for the years 2009-10 and 2010-11 in the amounts of ₹ 31,53,640/-, ₹ 47,56,860/- and ₹ 33,51,980/- have been transferred to the Investor Education and Protection Fund ('IEPF') on May 24, 2017, October 03, 2017 and February 17, 2018, respectively.

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which came into force from September 7, 2016 (including any amendment thereto or re-enactment thereof for the time being in force), all equity shares in respect of which dividend has not been paid or claimed by the Member(s) for seven consecutive years or more are required to be transferred to the IEPF Authority, a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013. The Company has communicated individually to the concerned Members to claim their unpaid / unclaimed dividend amount(s) and that failure to claim the same would lead to their equity shares being transferred to the IEPF Authority without any further notice. In accordance with the aforesaid IEPF Rules, during the Financial Year 2017-18, the Company has transferred shares pertaining to interim dividends which remained unpaid and unclaimed, being declared for the years 2009-10 and 2010-11, to the IEPF Authority.

The unclaimed dividends and corresponding shares including all benefits accruing on such shares, if any, once transferred to the IEPF Authority can only be claimed back from the IEPF Authority, for which details are available at www.iepf.gov.in

The details of Members whose dividends have remained unclaimed / unpaid for seven consecutive years have been placed on the website of the Company. Members are requested to refer to the "Investor" section on the website of the Company at <http://www.colgateinvestors.co.in/shareholder-information/unclaimed-dividends>

11. The Company has designated an exclusive e-mail ID called investors_grievance@colpal.com to redress Members' complaints / grievances. In case you have any queries / complaints, then please write to us at investors_grievance@colpal.com. The Company has nominated Mr. K. Randhir Singh, Company Secretary & Compliance Officer, as its Nodal Officer for the purpose of co-ordination with the IEPF Authority and the contact details of the Nodal Officer is available on Company's website.
12. Members desirous of asking any questions at the Annual General Meeting are requested to send their questions to the Company so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.
13. Voting Instructions:

The Company is providing remote e-Voting facility. Members who have not cast their vote through remote e-Voting shall be allowed to vote at the ensuing Annual General Meeting (AGM) through poll.

The Members who have cast their vote by remote e-Voting shall not be entitled to cast their vote again at the AGM, however, such Members will be entitled to attend the AGM. If any Member casts votes through both modes (i.e. remote e-Voting and through poll) then votes cast through remote e-voting only will be counted.

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies

(Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the remote e-Voting services provided by National Securities Depository Limited (NSDL) on all the resolutions set forth in this Notice.

- A. The instructions for remote e-Voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to log in to the NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a computer, laptop or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at <https://eservices.nsdl.com> with your existing IDEAS login details. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 character DP ID followed by 8 digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for

shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is provided in the following format at the bottom of the Attendance Slip of the 77th AGM sent with the Annual Report:

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN
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6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members / Shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@snaco.net with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, at telephone no. +91 22 2499 4545 or email id: evoting@nsdl.co.in
- B. Any person who acquires shares of the Company after the dispatch of the Notice of 77th AGM and holding shares as of the cut- off date i.e. July 19, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. If you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password / PIN for casting your vote.
- C. 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).

- D. The remote e-Voting period commences on Monday, July 23, 2018 (8 a.m. IST) and ends on Wednesday, July 25, 2018 (5 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, July 19, 2018, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, Member shall not be allowed to change it subsequently. Remote e-Voting shall not be allowed beyond the said date and time.
- E. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, July 19, 2018.
- F. The Company has appointed Mr. S. N. Ananthasubramanian, Practicing Company Secretary (Membership No. F-4206) to act as the Scrutinizer for the 77th AGM. Scrutinizer will ensure that the remote e-Voting process is conducted in a fair and transparent manner.
- G. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes casted at the AGM and thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and make within a period not exceeding three (3) days from the conclusion of the AGM, a consolidated Scrutinizers’ Report of the total votes cast in favour or against, on each resolution, to the Chairman, or an authorized person by him, of the Company.
- H. The results shall be declared after receiving consolidated Scrutinizers’ Report from the Scrutinizer. The results declared along with the Scrutinizers’ Report shall be placed on the Company’s website www.colgatepalmolive.co.in and on the websites of Stock Exchanges and NSDL.
- I. The resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of Voting results (i.e. remote e-Voting and the voting held at the AGM).

Annexure to the Notice

Details of Director seeking re-appointment:

Mr. Jacob Sebastian Madukkakuzy joined the

Company in 1995 and progressed to higher positions in the Organization. In 2003, moved to C-P Thailand as Associate Finance Director and subsequently moved to C-P Vietnam as the Finance Director. In 2009 he moved on to become the Finance Director for the Asia Division where he led several initiatives to drive profitable growth. Mr. Jacob Sebastian Madukkakuzy was appointed as a Whole-time Director of the Company designated as “Whole-time Director & Chief Financial Officer (CFO)” for a term of five years effective from October 28, 2016. As per the terms of his appointment he is liable to retire by rotation and being eligible he is seeking re-appointment. The details as required in Regulation 36(3) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 are mentioned below:

Name of the Director	Mr. Jacob Sebastian Madukkakuzy
DIN	07645510
Date of Birth	June 17, 1969
Nationality	Indian
Qualification	Commerce graduate from Bombay University and Chartered Accountant from the Institute of Chartered Accountants of India.
Expertise in specific areas	Mr. Jacob Sebastian Madukkakuzy is having experience of more than 21 years and has served through leadership roles in Finance at Colgate-Palmolive Company's subsidiaries.
Date of Appointment	October 28, 2016.
Number of shares held in Colgate-Palmolive (India) Limited	Nil
Directorship / Chairmanship / Membership on the Board of other Companies	Nil
Relationships between Directors inter-se	There is no inter-se relationship between Mr. Jacob Sebastian Madukkakuzy, other Members of the Board and Key Managerial Personnel of the Company.
Terms of Appointment	5 years
Number of Board meetings attended	6

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors in its meeting held on May 21, 2018, based on the recommendation of the Nomination & Remuneration Committee, had appointed Ms. Sukanya Kripalu (DIN: 06994202), as an Additional Director of the Company effective June 1, 2018. Pursuant to Section 161 of the Companies Act 2013 (the Act), Ms. Sukanya Kripalu will hold such office up to the date of this Annual General Meeting and is eligible to be appointed as Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Ms. Sukanya Kripalu for the office of Director.

The Company has received from Ms. Sukanya Kripalu declarations under Section 149(7) of the Act confirming that she meets the criteria prescribed for Independent Directors under of Section 149(6) of the Act as well as provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Ms. Sukanya Kripalu has also furnished to the Company (i) Consent to act as Director in DIR-2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014 and (ii) Declaration in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 of the Act.

In the opinion of the Board, Ms. Sukanya Kripalu fulfils the conditions for her appointment as a Non-executive & Independent Director as prescribed under the Act and Rules made thereunder as well as Regulation 16 of the SEBI LODR. Ms. Sukanya Kripalu is independent of the Management. Accordingly, it is proposed to appoint Ms. Sukanya Kripalu as a Non-executive & Independent Director on the Board of the Company for a period of five (5) consecutive years effective June 1, 2018 and not liable to retire by rotation. In the opinion of the Board, the Company will immensely benefit from the varied experience and knowledge of Ms. Sukanya Kripalu. The terms and conditions of appointment of Ms. Sukanya Kripalu as a Non-executive & Independent Director shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days, except Public holidays, Saturday and Sunday, up to the date of the Annual General Meeting.

The following information about Ms. Sukanya Kripalu is provided pursuant to Regulation 36(3) of SEBI LODR and Secretarial Standard - 2 :

Name of the Director	Ms. Sukanya Kripalu
DIN	06994202
Date of Birth	30-10-1960
Nationality	Indian
Qualification	Ms. Sukanya Kripalu is graduate from St. Xavier's College and the Indian Institute of Management, Calcutta.
Expertise in specific areas	Ms. Sukanya Kripalu is a consultant in the fields of marketing, strategy, advertising and market research. Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg's India. She was also the CEO of Quadra Advisory, a WPP group company.
Date of Appointment	June 1, 2018
Number of shares held in Colgate-Palmolive (India) Limited	Nil
Directorship/Chairmanship/Membership on the Board of other Companies	<p>Directorship: Aditya Birla Fashion and Retail Limited, Huhtamaki PPL Limited, Ultratech Cement Limited, and Aditya Birla Health Insurance Co. Limited.</p> <p>Chairmanship: Nomination and Remuneration Committee of Aditya Birla Fashion and Retail Limited, and Aditya Birla Health Insurance Co. Limited.</p> <p>Membership: Audit Committee: Aditya Birla Fashion and Retail Limited. Stakeholders Relationship Committee: Aditya Birla Fashion and Retail Limited, and Ultratech Cement Limited. Nomination and Remuneration Committee: Huhtamaki PPL Limited, Aditya Birla Fashion and Retail Limited, and Aditya Birla Health Insurance Co. Limited</p>
Relationships between Directors inter-se	There is no inter-se relationship between Ms. Sukanya Kripalu, other Members of the Board and Key Managerial Personnel of the Company.
Terms of Appointment	5 years
Number of Board meetings attended	Nil

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Ms. Sukanya Kripalu, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 of the Notice for the approval of the Members.

By Order of the Board

K. Randhir Singh

Company Secretary & Compliance Officer

(Membership No. F-6621)

Place: Mumbai
Date : May 21, 2018