

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
Tel. No. : 022 6709 5050
Fax No. : 022 2570 5088

NOTICE is hereby given that the Eightieth Annual General Meeting of COLGATE-PALMOLIVE (INDIA) LIMITED will be held on **Thursday, July 29, 2021 at 3.30 p.m.** (IST) through Video Conferencing / Other Audio Visual Means 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, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chandrasekar Meenakshi Sundaram (DIN: 07667965), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

3. Re-appointment of Mr. Jacob Sebastian Madukkakuzy (DIN: 07645510) as Whole-time Director & CFO.

To consider and, if thought fit to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and Articles of Association of the Company and subject to such other approvals as may be required, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Jacob Sebastian Madukkakuzy (DIN: 07645510) as the Whole-time Director & CFO of the Company for a period of 5 (five) consecutive years effective October 28, 2021, liable to retire by rotation, on the terms and conditions, including remuneration, as are set out in the Statement annexed to the Notice/ in the draft agreement to be entered into between the Company and Mr. Jacob Sebastian Madukkakuzy, material terms of which are set out in the explanatory

statement attached to this notice, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions thereof in such manner as may be agreed to between the Board and Mr. Jacob Sebastian Madukkakuzy subject to the applicable provisions of the Act, or any amendment thereto or any re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure as Whole-time Director, Mr. Jacob Sebastian Madukkakuzy be paid the aforesaid remuneration as minimum remuneration for that financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable.”

By Order of the Board of Directors
For **Colgate-Palmolive (India) Limited**

K. Randhir Singh
Company Secretary & Compliance Officer
(Membership No. F-6621)

Place: Mumbai
Date : May 17, 2021

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, the Company is following social distancing norms and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 followed with Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (‘hereinafter collectively referred to as Circulars’), the Annual General Meeting (AGM) of the Company will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) where physical attendance of the Members at the AGM venue is not required. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on

- his / her behalf and the proxy need not be a Member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the Members will not be available. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting. The deemed venue for the 80th AGM shall be the Registered Office of the Company.
3. Pursuant to the Circulars, the Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the aforesaid Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-voting during the AGM will be provided by NSDL.
 6. The Notice of the AGM has been uploaded on the website of the Company at www.colgatepalmolive.co.in The Notice can also be accessed from the 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 the AGM Notice is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e. www.evoting.nsdl.com
 7. Since the AGM will be held through VC/ OAVM facility, the route map, proxy form and attendance slip are not annexed to this Notice.
 8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is appended hereto.
 9. A brief resume of Mr. Chandrasekar Meenakshi Sundaram, who seeks re-appointment as a Director, has also been appended hereto.
 10. Pursuant to the Circulars, in view of the prevailing situation, there are difficulties in dispatching of physical copies of the Notice of the 80th AGM and the Annual Report for the financial year 2020-21 and therefore the same are being sent only by email to the Members whose email address is registered with the Company/Depositories. Members may note that the Notice of the 80th AGM and the Annual Report will also be available on the Company's website viz. www.colgatepalmolive.co.in and on the 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 NSDL i.e. www.evoting.nsdl.com
 11. Members who have not yet registered their email addresses are requested to register the same with their Depository participants in case the shares are held by them in electronic mode and with the Registrar & Share Transfer Agent (RTA) of the Company in case the shares are held by them in physical form. However, for limited purposes like receiving the notice of the forthcoming AGM and related documents, Members holding shares in electronic mode may register their email addresses with our RTA as per the process given in point B in the e-Voting instructions of the notes to this Notice.
 12. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 23, 2021 to Thursday, July 29, 2021 (both days inclusive).
 13. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
 14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cpilagm@colpal.com
 15. Members are requested to send all communications relating to shares, unclaimed dividends, change of address, etc. to the RTA 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 or at rnt.helpdesk@linkintime.co.in

16. Members are requested to notify immediately any change in their addresses to the RTA of the Company at the above address, if shares are held in physical form, and to the respective Depository participants, if shares are held in electronic mode.
17. 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.
18. The Depository System 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.
19. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
20. 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.
21. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository participant with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
22. Members are requested to ensure that their KYC details like email Id, address, Phone No., PAN and Bank details are updated as and when there is a change in order to receive all important shareholder communications and Corporate benefits. Members holding shares in physical form may update the KYC details at https://linkintime.co.in/emailreg/email_register.html and Members holding shares in demat mode may update the KYC details with their respective Depository participants.
23. Electronic Clearing Service ('ECS') enables 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 ECS form which is available either on the Company's website or with the Company's RTA and forward the same alongwith a cancelled cheque leaf to the Company's RTA at rnt.helpdesk@linkintime.co.in if the shares are held in physical form and to the applicable Depository participant if the shares are held in dematerialized form.
24. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandated that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of dividend payment. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with, the provisions of the Income Tax Act, 1961 within the time prescribed by the Company. Members are also requested to ensure that their PAN and Bank details are registered with the RTA for the purpose of dividend.

Further, Members may please note that all the necessary communications with regard to dividend are made available on the website of the Company as well as on the Stock Exchange websites.
25. During the Financial Year 2020-21, unclaimed dividends declared for the years 2012-13 and 2013-14 in the amounts of ₹ 76,70,938/-, ₹ 75,63,001/- and ₹ 75,52,957/- have been transferred to the Investor Education and Protection Fund ('IEPF') on September 22, 2020, December 19, 2020 and January 22, 2021, respectively.

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with the 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 2020-21, the Company has transferred shares pertaining to interim dividends which remained unpaid and unclaimed, being declared for the years 2012-13 and 2013-14 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 “Investors” section on the website of the Company at <http://www.colgateinvestors.co.in/shareholder-information/unclaimed-dividends>

26. The Company has designated an exclusive e-mail ID called investors_grievance@colpal.com to redress Shareholders’ 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.
27. Members desirous of obtaining any information/ clarification(s), intending to raise any query concerning the Financial Statements/Annual Report of the Company, are requested to send the same at least 2 working days before the AGM mentioning their name, demat account number/folio number, email id, mobile number at cpilagm@colpal.com so that the same may be replied to suitably.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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 e-Voting services provided by National Securities Depository Limited (NSDL) on all the resolutions set forth in this Notice.

The remote e-Voting period begins on Sunday, July 25, 2021 at 8:00 a.m. IST and ends on Wednesday, July 28, 2021 at 5:00 p.m. IST. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Thursday, July 22, 2021, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

A. The instructions for 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 : Access to NSDL e-Voting system
- Step 2 : Cast your vote electronically and join General Meeting on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A) Login method fore-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the 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. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, 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-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can 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
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional Shareholder are encouraged to attend and vote at the AGM through VC/OAVM Facility. Further, Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG 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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in.

B. Process for those shareholders whose email ids are not registered for procuring user id and password and registration of e-mail ids for e-voting on the resolutions set out in this Notice:

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
1. In case shares are held in physical mode please provide Name, Folio No., share certificate number, PAN, mobile number and e-mail address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB) at https://linkintime.co.in/emailreg/email_register.html on the RTA website i.e. www.linkintime.co.in in the Investor Services tab.
2. In case shares are held in demat mode, please provide Name, DP ID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), PAN, mobile number and email address

at https://linkintime.co.in/emailreg/email_register.html on the RTA website i.e. www.linkintime.co.in in the Investor Services tab.

3. Alternatively, shareholder/members may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the below mentioned details and documents:
 - i. In case shares are held in physical mode - Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
 - ii. In case shares are held in demat mode - DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).

If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker and should send their request mentioning their name, demat account number/folio number, email id, mobile number at cpilagm@colpal.com
6. Those Members who have pre-registered themselves as a speaker with the Company between Tuesday, July 20, 2021 (8.00 a.m. IST) to Friday, July 23, 2021 (5.00 p.m. IST), will be allowed to express their views/ ask questions during the Meeting.
7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

OTHER INFORMATION ON E-VOTING AND RESULTS

- A. Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company after sending the Notice of 80th AGM and holding shares as of the cut-off date i.e. Thursday, July 22, 2021, 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. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on

toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, July 22, 2021 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

- B. The e-Voting period commences on Sunday, July 25, 2021 (8.00 a.m. IST) and ends on Wednesday, July 28, 2021 (5.00 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, may cast their vote by e-Voting. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. E-Voting shall not be allowed beyond the said date and time.
- C. 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.
- D. Mr. S. N. Ananthasubramanian, Practicing Company Secretary (Membership No. FCS-4206) or failing him, Ms. Ashwini Vartak (Membership No. ACS-29463) has been appointed to act as the Scrutinizer for the 80th AGM. The scrutinizer will ensure that the e-Voting process is conducted in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through e-Voting and make within two working 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.

- F. 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.
- G. 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 e-Voting held at the AGM).

Annexure to the Notice

Details of Director seeking re-appointment:

Mr. Chandrasekar Meenakshi Sundaram joined the Company in 1989 in Sales. During his tenure of over 30 years at Colgate, he progressed through increasing levels of responsibility in the Customer Development function in different regional roles leading to the position of Executive Vice-President – Customer Development. Mr. M. Chandrasekar holds a B.Sc. degree in Mathematics from American College, Madurai. Mr. M. Chandrasekar was appointed as a Wholetime Director of the Company for a term of 5 (five) consecutive years effective January 2, 2017.

As per the terms of his appointment he is liable to retire by rotation and being eligible, is seeking reappointment.

The following information about Mr. Chandrasekar Meenakshi Sundaram is provided pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings:

Name of the Director	Mr. Chandrasekar Meenakshi Sundaram
DIN	07667965
Date of Birth	April 22, 1966
Nationality	Indian
Qualification	Bachelor of Science in Mathematics from American College, Madurai.
Expertise in specific areas	Customer Development & Sales
Date of first appointment	January 02, 2017
Number of shares held in Colgate-Palmolive (India) Limited	200 equity shares
Name of other Companies in which he holds Directorship	None
Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	None
Relationships between Directors inter-se	There is no inter-se relationship between Mr. M. Chandrasekar, other Members of the Board and Key Managerial Personnel of the Company.
Terms of Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	Appointed as the Whole-time Director of the Company for a term of five years effective January 2, 2017 on terms and conditions as were approved by the Members at their AGM held on August 3, 2017.
Number of Board meetings attended	5 (In financial year 2020-21)

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) is appended hereto.

Item No. 3

Mr. Jacob Sebastian Madukkakuzy joined Colgate-Palmolive (India) Limited in 1995 in the Continuous Improvement Group. During his tenure of over 25 years at Colgate, Mr. Jacob served through leadership roles in Finance at Colgate-Palmolive Company's subsidiaries in Thailand, Vietnam and Malaysia as well as at the Asia Pacific Division Headquartered at Hong Kong. Prior to joining Colgate-Palmolive India as Whole-time Director and CFO, his last assignment was as the Finance Director of Colgate-Palmolive Malaysia. As the Chief Financial Officer of Colgate-Palmolive (India) Limited, Mr. Jacob provides overall financial leadership including on Investor Relations matters.

In the 76th Annual General Meeting of the Company, Mr. Jacob was appointed as the Whole-time Director & CFO of the Company for a term of 5 (five) consecutive years commencing from October 28, 2016 and will expire on October 27, 2021.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, had re-appointed Mr. Jacob Sebastian Madukkakuzy (DIN:07645510) for a period of 5 (five) consecutive years with effect from October 28, 2021.

Brief details of Mr. Jacob Sebastian Madukkakuzy pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 are as follows:

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. M.S. Jacob has experience of more than 25 years and has served through leadership roles in Finance at Colgate Palmolive Company's subsidiaries.
Date of first appointment	October 28, 2016
Number of shares held in Colgate-Palmolive (India) Limited	Nil
Name of other Companies in which he holds Directorship	None
Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	None
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 along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	As per the resolution at Item No. 3 of the Notice convening this Annual General Meeting read with explanatory statement in this regard.
Number of Board meetings attended	5 (In the financial year 2020-21)

The Board is of the view that Mr. Jacob's re-appointment as Whole-time Director & Chief Financial Officer will be in the best interest of the Company. Considering his vast experience, expertise and contribution the Board has recommended his re-appointment. In the opinion of the Board the said re-appointment will also ensure smooth functioning of business and operations. The material terms of the agreement to be entered into between the Company and Mr. Jacob are given below:

The remuneration payable to Mr. Jacob shall be determined by the Board or Managing Director from time to time within the maximum limits set forth under the applicable provisions of the Act and as per the Remuneration Policy of the Company:

- a) Salary
Up to ₹ 25,00,000/- (Rupees Twenty Five Lakhs only) per month.

- b) Commission or Performance Linked Incentive or Bonus
Not exceeding 1% of the net profit of the Company in any financial year as the Board or Managing Director may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board or Managing Director.
- c) Perquisites
He shall be entitled to furnished / non-furnished accommodation, gas, electricity, medical reimbursement, club fees, personal accident insurance, company-maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-tax Rules, 1962 being restricted to ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum.
- d) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
- e) In addition to the perquisites referred above, he will be eligible to Leave Travel Concession for self and family once in a year.
- f) The provision of a car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to Mr. Jacob.
- g) Participation in stock option scheme of Colgate-Palmolive Company, U.S.A., the parent company, pursuant to Colgate-Palmolive Company's incentive plan.
- h) In the event of absence or inadequacy of profits in any financial year, Mr. Jacob will be paid the aforesaid remuneration and perquisites as minimum remuneration for that year.
- i) The Board shall have the discretion and authority to modify the foregoing terms of remuneration within, however, the parameters of the applicable provisions of the Companies Act, 2013.
- j) Mr. Jacob shall be entitled to leave in accordance with the rules of the Company for the time being in force and applicable to senior executives of the Company.
- k) Mr. Jacob shall also be entitled for reimbursement of travelling and entertainment expenses actually and properly incurred by him in or about the business of the Company and approved by the Managing Director or the Board.
- l) Mr. Jacob's appointment is for a period of five years and either party shall be entitled to determine this appointment at any time by 3 months' advance notice in writing in that behalf to the other party without the necessity of showing any cause, or in the case of the Company, by payment of three months' salary as compensation in lieu of such notice. Mr. Jacob's appointment shall stand terminated upon expiry of such notice or payment by the Company in lieu of such notice.

Mr. Jacob has 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 of Non disqualification in DIR 8 pursuant to Section 164 of the Act. Mr. Jacob attended 5 (five) Board Meetings during the financial year 2020-21.

A Notice under Section 160 of the Act has been received from a member proposing Mr. Jacob as a candidate for the Office of the Director of the Company. Further, a copy of the agreement referred in the resolution would be available for inspection by the Members upon request.

Except Mr. Jacob, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of this Notice.

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

By Order of the Board of Directors
For **Colgate-Palmolive (India) Limited**

K. Randhir Singh
Company Secretary & Compliance Officer
(Membership No. F-6621)

Place: Mumbai
Date : May 17, 2021

Report of the Directors

To,
The Members,
Colgate-Palmolive (India) Limited

Your Directors are pleased to present their Report and Audited Accounts of the Company for the financial year ended March 31, 2021.

1. Financial Results

	(₹ In Crore)	
	F.Y. 2020-21	F.Y. 2019-20
Total Revenue (a+b+c)	4,871.56	4,574.33
Sales (Including Excise Duty) (a)	4,810.48	4,487.57
Other Operating Revenue (b)	30.74	37.52
Other Income (c)	30.35	49.24
Profit before Tax and exceptional items and Tax	1,350.21	1,043.36
Profit before Taxation	1,350.21	1,043.36
Tax Expense	314.83	226.89
Profit for the year	1,035.38	816.47
Other Comprehensive Income (net of Tax)(gain)	(3.24)	15.53
Total Comprehensive Income	1,038.62	800.94
Balance brought forward	1,170.46	1,018.56
Profit available for appropriation	1,038.62	800.94
Balance transferred to Retained Earnings from Share Options Outstanding Account	1.51	6.74
Appropriation :		
Dividend	(1,468.72)	(543.97)
Dividend Distribution Tax	-	(111.81)
Balance carried forward	741.86	1,170.46

2. Business Performance

Reported Net Sales for the financial year 2020-21 stood at ₹ 4,810.48 crores against ₹ 4,487.57 crores of previous year. Net Sales increased by 7.2% in comparison to the previous year. Reported Net Profit after tax for the financial year 2020-21 was ₹ 1,035.39 crores, an increase of 26.8% over the previous year.

Despite the challenging business and economic environment, your Company continues to sustain its leadership position in both the Toothpaste and Toothbrush categories during the financial year 2020-21.

3. Dividend

Your Company's Board of Directors declared two interim dividends, aggregating to ₹ 38/- per share, for the financial year 2020-21. The first interim dividend of ₹ 18/- per share was declared in October 2020 and the second interim dividend of ₹ 20/- per share was declared in March 2021. The first interim dividend was

paid on November 18, 2020 and the second interim dividend was paid on April 16, 2021. Having declared two interim dividends, your Company's Board has not recommended a final dividend for the financial year 2020-21.

4. Transfer to Reserves

No amount has been transferred to the general reserves.

5. Focus on Innovation and New Launches / Campaign

Your Company is focused on delivering insight-driven innovation that provides value-added new products across all price points.

In the financial year 2020-21, the following products were launched/re-launched:

Colgate Vedshakti's new brand proposition: With the "Mooh Swachh Toh Aap Healthy" (Pure Mouth means

a Healthy You) media campaign, Colgate Vedshakti became the first Oral Care brand that educated consumers about the connection between Oral Health & Overall Health. Our mouth is a gateway to the body and it is imperative we keep it clean and germ free. This high decibel campaign was kickstarted with the launch of a new TVC and further amplified with multiple print & digital initiatives through the year.

The consumers resonated with the brand's message. A testimony to this was The Economic Times Brand Equity rating the Colgate Vedshakti media campaign #6 in their list of 'India's Top 100 Campaigns of 2020' across all advertised categories.

The flagship naturals brand strengthened its position as the Ayurvedic Oral Care expert with two new launches - Vedshakti Mouth Protect Spray & Vedshakti Oil Pulling.

- **Colgate Vedshakti Mouth Protect spray:** Is a first of a kind solution powered by Ayurveda that offers instant germ kill through the convenience and simplicity of a mouth spray. When we are out of our homes, it's not easy to keep the constantly growing mouth-germs in check. Colgate Vedshakti Mouth Protect Spray is a breakthrough innovation. It provides instant germ-killing action in the mouth, refreshes mask-breath with its minty saunf flavor and fits easily in the pocket.
- **Colgate Vedshakti Oil pulling:** Oil Pulling is an ancient oral 'kriya' recommended in Ayurvedic scriptures as an essential part of daily morning health rituals or 'dinacharya'. Incorporating Oil Pulling to your existing oral regimen helps remove impurities and promote Oral Health, keeping Oral diseases at bay. Combining this centuries-old practice of Oil Pulling with Colgate's oral care expertise, we created an antioxidant rich blend of 5 oils (Sesame, Eucalyptus, Basil, Clove and Lemon) known to deep clean & detoxify the mouth every morning, giving benefits in oral health and beyond.

With the two new launches, Colgate Vedshakti became an Ayurveda Platform. A new, premium visual identity was developed which unified all the brands in the portfolio and gave a distinct signature of Ayurvedic expertise to Brand Vedshakti.

With the Vedshakti Toothpaste, Vedshakti Mouth Protect Spray & Oil Pulling, we are now providing a range of oral care solutions that helps to keep your mouth clean and detoxified to help you stay healthy.

Colgate Super Flexi Salt: India's #1 selling toothbrush brand, Super Flexi, has launched the first ever Salt toothbrush, with Salt infused slim tip bristles to provide superior cleaning. This offering comes at an attractive price point of ₹ 25.

Colgate Zig Zag Turmeric: Colgate Zig Zag Turmeric is India's first turmeric toothbrush. The brush has the unique offering of 100% Anti-bacterial bristles infused with turmeric, that inhibit bacterial build up on the bristle surfaces. This offering is an extension to Colgate's range of Natural toothbrushes at ₹ 35.

Colgate Magik: To make brushing an exciting and interactive learning experience and to help kids develop right oral care habits, we have launched Colgate Magik, a first of its kind augmented reality toothbrush that completely transforms toothbrushing time into a fun adventure.

Toothpaste for Diabetics: Diabetes and Oral care are closely interlinked and better oral care can help in better diabetes management. Your Company has launched Colgate's first ever Toothpaste for Diabetics. It's unique formula harnesses the goodness of Ayurvedic ingredients with cutting edge oral science helping people with Diabetes keep their gums healthy, thus helping them manage oral care as part of their diabetes management.

Colgate Visible White Instant: We launched Colgate Visible White Instant, a toothpaste which promises an instant teeth whitening benefit to consumers. It has a unique technology and contains optical brighteners that whiten teeth from the first brushing itself.

Colgate Zig Zag Anti Bacterial: One of India's leading toothbrush brands, "Colgate Zig Zag" is now equipped with 100% Anti-Bacterial bristles, transforming into Colgate Zig Zag Anti-Bacterial. Infused with Silver Ions, these unique bristles inhibit bacteria build up on the bristle surface. Inside the mouth, Zig Zag's multi-angled bristles remove germs in between teeth. New Zig Zag now offers superior benefits for overall protection.

Palmolive Hand Sanitizer: Palmolive India launched its range of sanitizers in a record time, as an agile response during the onset of the COVID pandemic in the country. Palmolive Antibacterial Hand Sanitizer kills 99.9% of disease-causing germs instantly, without using soap or water. Its 72% alcohol based formula helps protect from illness causing germs and infection. The non-sticky, gel based formula is safe for hands and leaves them feeling soft and pampered.

Colgate Gentle Range: The New 'Colgate Gentle' addresses the growing need for a brushing experience that doesn't harm soft tissues in the mouth or aggravate problems. The range has been specially curated with Dentists to deliver enhanced care for a healthy mouth and is also endorsed by IDA (Indian Dental Association).

- Gentle Clean for effective everyday care at an affordable entry price point of ₹ 30

- Gentle Sensitive specially designed for Sensitive teeth at ₹ 50
- Gentle GumCare designed to improve gum health in 4 weeks at ₹ 75
- Gentle Enamel designed to gently protect tooth enamel & priced at a premium of ₹ 120
- And finally the flagship bundle Gentle Ultrafoam with a patented design technology that delivers enhanced foam for a gentlest yet superior Clean.

Palmolive Hand wash 150ml Doy Packs: Palmolive Liquid Handwash variants of Sea Minerals and Orchid Milk were re-launched in an innovative 150ml doypack with a spout in September'20. The pack provides an added convenience of use to the consumer, with the unique spout design. The pack reached a phenomenal distribution of around 198,000 stores in its launch month.

Palmolive Charcoal and Mint Bodywash: An E-commerce exclusive pack, Palmolive Body Butter Charcoal & Mint Bodywash is infused with Charcoal and Mint. The natural cleansing power of charcoal removes impurities, and mint adds a long-lasting freshness. It works like a scrub for the skin and has pH balanced formula along with 0% Alcohol, Parabens, Silicones, Animal derivatives, Gluten or Bpa; making it safe for any skin type.

Palmolive Luminous Oil Enriching Bodywash: An extension to the Luminous Range of Bodywash, Palmolive Luminous Oil Enriching Bodywash comes with a rich formula infused with 100% natural ingredients. Coconut hydrates and leaves skin feeling soft and supple, while Jojoba Oil helps in skin repair and damage control.

Colgate DentistsforMe: To stay at the forefront of oral care and to spread smile during this pandemic when dentists clinics were shut, your Company has launched Colgate DentistsforMe.in the first of its kind teledentistry platform that brings to people from all over India, access to Dentists from the comfort of their homes. You can video, audio call or chat with the 250+ dentists across the country whom we have partnered with, to get help with dental issues that you or anyone in the family might face, completely free of charge!

Dental Problems, despite not being fatal, are grievously painful when they occur and on occasions when meeting a dentist physically is inconvenient. Colgate DentistsforMe.in is an easy option to consult an expert dentist in a click. DentistsforMe app is available on Google Play Store and Apple Store or you may sign up at www.dentistsforme.in

6. Sustainability

a. Your Company is an environmentally conscious Company that believes in protecting the environment and building a sustainable society. The Company is committed to doing business with integrity and respect for all people and the planet. Achieving economic, social and environmental performance in today's business climate requires a long term sustainability strategy that is executed with discipline year after year. Colgate's sustainability strategy is focussed on the three areas of People, Performance and Planet.

I. People: Promoting healthier lives, Contributing to the Communities where we live and work:

- Your Company is committed to continuously improve employees' health and reduce their health risks and encouraging healthier living for employees and their families.
- Colgate employees have been provided with free health check.

II. Performance: Growing the business with innovative, more sustainable products that make the lives of consumers healthier and more enjoyable:

- Your Company endeavors to improve the sustainability profile of new products and product updates, drive sustainability with breakthrough product and process innovation, increase the recyclability of our packaging and increased recycled content, have a positive impact by expanding access to affordable health and wellness products for millions of people in underserved communities and use the power of our brands to build awareness and drive engagement in product sustainability.

III. Planet: Conserving Earth's finite resources, addressing climate change and maintaining the well-being of our planet for generations to come:

- Your Company is committed to address key environmental issues such as energy use, carbon emissions, water use and waste generation as well as deforestation.
- Colgate has robust policies in place for sustainable use of and environmentally sound disposal of waste generated during our processes and making every drop of water count and reducing our impact on the climate and the environment. More information on conservation of energy and measures undertaken by your Company are mentioned in Annexure 3 to this report.

Your Company has received TRUE Zero Waste Platinum certification in 2019, for all its four manufacturing sites in India, from Green Business Certification Inc. (GBCI), the premier organization independently recognizing excellence in green business industry performance and practice globally. Your Company is the first in India to receive such certification. GBCI administers TRUE Zero Waste certification, a program for businesses to assess performance in reducing waste and maximizing resource efficiency. Facilities earn TRUE certification by achieving minimum program requirements and attaining points; the program operates on a ranking system, with 'Platinum' being the highest certification level. We continue to maintain the certification as our Diversion Rating at more than 90% as per the requirements.

- b. As an organization we continue to live our values and remain unwavering in our focus to improve the health and well being of our consumers. One of our topmost priorities of the Company has been the health and safety of its people. The Company, continues to ensure health and safety of its employees and other staff, took adequate pre-emptive measures on travel restriction and enhancing the hygiene & sanitization protocols across all offices and plants. We are thankful to our customers, business partners and employees for their continued support during these challenging times. Our sharp focus aimed at fulfilling demand and ensuring uninterrupted access ensured agile and innovative approaches, specifically in our Supply Chain and Distribution efforts. Our disciplined approach to managing all revenue and cost drivers, despite all the uncertainties and challenges around us on account of the pandemic, drove improvements in key financial metrics. We continue to focus our efforts on providing our consumers with a future they can smile about with their health and well-being at the core. During the financial year 2020-21 your Company has ensured to extend wholehearted support to combat the ongoing COVID-19 crises by distribution of ration kits, hygiene products, hand sanitizers, etc, across geographies in India. While Colgate has globally tied up with the World Health Organization for donation of hygiene products, we at Colgate India took a multi-fold approach to support the communities which were adversely impacted and we appreciate efforts of on the ground teams of NGO partners, support extended by Government bodies and local administration of the areas and communities we operate.

Leveraging the strength of our brand and our presence across India over the past 80 years, we have responded with agility to the

specific challenge of reaching our products to our consumers at this time. The Company's commitment towards its core values together with the strength of the Company's brands, its best-in-class distribution network and its cost-saving initiatives, should position the Company well to increase stakeholder value over the long term.

7. Responsibility Statement

Pursuant to Section 134 sub-section (3)(c) read with sub-section (5) of the Companies Act, 2013, your Company's Directors, based on the representations received from the Management, confirm that:

- a) in the preparation of the Annual Accounts for the financial year ended March 31, 2021, the applicable Accounting Standards have been followed and that no material departures have been made from the same;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) to the best of their knowledge and information, they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the Annual Accounts on a going concern basis;
- e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

8. Corporate Governance

A separate report on Corporate Governance along with the Auditors' Certificate on its compliance with the corporate governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is attached as **Annexure 1** to this Report.

9. Corporate Social Responsibility

Your Company is engaged in a variety of corporate social activities which focus on promoting oral health education, empowering children with education, enhancing access to water and supporting livelihoods & women empowerment through water augmentation. These social initiatives reflect your Company's core values of caring, global teamwork and continuous improvement. These initiatives are carried out through a variety of effective programs in accordance with the requirements of Schedule VII of the Companies Act, 2013, by the Company and in partnership with reputed NGOs and agencies.

The Board of Directors and the CSR Committee closely review and monitor, from time to time, the various CSR activities undertaken by the Company.

The following are the key CSR programs undertaken by your Company during the financial year 2020-21:

- i. Bright Smiles, Bright Futures™;
- ii. Education programs with Seva Mandir and Action Aid and supporting Read India program of Pratham;
- iii. A Positive Step program with NGO NTP+ for children infected & affected with HIV+ ;
- iv. Employability linked skilling program "Saksham" with SEEDs and Learnnet skills;
- v. Water program with Water for People India Trust and Water Augmentation for livelihoods and Women Empowerment with Seva Mandir;
- vi. Keep India Smiling Foundational Scholarship Program with Shikshadaan; and
- vii. COVID-19 relief work for communities adversely impacted through various NGO partners

A detailed description of the above programs/ activities is contained in the Annual CSR Report attached as **Annexure 2** to this Report.

The contents of the CSR Policy as well as the CSR programs undertaken by the Company are available on the Company's website at <http://www.colgate.co.in/app/Colgate/IN/Corp/CommunityPrograms/HomePage.cvsp>

10. Employee Relations

The Employee Relations in the Company continued to remain healthy, cordial and progressive in the financial year 2020-21.

At Colgate, we consider every employee as one of the most valuable resources contributing towards the

long term success of the Company. Our employees are committed to acting with compassion, integrity, honesty and high ethics in all situations. As per Colgate's core values, all employees are treated with equality and fairness and provided with opportunities to develop their career aspirations while working with the Company in India and, where possible, outside of India on assignments with group companies of Colgate.

Your Company has zero tolerance towards any kind of harassment, including sexual harassment, or discrimination. Your Company has constituted an Internal Complaints Committee (ICC) to investigate and resolve sexual harassment complaints. Employees are encouraged to speak up and report any such incidences to the ICC. Your Company has also implemented a Policy on Prevention of Sexual Harassment which is reviewed by the ICC at regular intervals. Any complaint made to the ICC is treated fairly and confidentially.

There were no pending complaints as of the end of the financial year 2019-20. During the financial year 2020-21, five complaints were received, investigated and resolved by the ICC.

Your Company also recognizes and follows "Managing with Respect Principles" which are applicable not only within Colgate but also while its employees are dealing with its customers, suppliers, vendors etc. Managing with Respect is the way Colgate people put our values into action. It is creating an environment where people feel free to offer suggestions, contribute ideas and resources and help grow the business. Managing with Respect creates an environment where people genuinely care about each other and work well together to reach their full potential.

11. Trade Relations

Your Directors wish to record appreciation of the continued, unstinted support and cooperation from its retailers, stockists, suppliers of goods/ services, clearing and forwarding agents and all others associated with it. Your Company will continue to build and maintain a strong association with its business partners and trade associates.

12. Energy Conservation, Technology Absorption and Foreign Exchange

The information required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption and foreign exchange earnings/outgo is attached as **Annexure 3** to this Report.

13. Particulars of Employees

Information as per Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in **Annexure 4** to this Report.

The statement containing the names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the aforementioned Rules will be made available on request sent to the Company on cpilagm@colpal.com

14. Directors and Key Managerial Personnel

During the financial year 2020-21, the following changes took place in the Board of Directors and the Key Managerial Personnel (in the order of their occurrence):

- 1) Appointed Mr. Sekhar Natarajan (DIN: 01031445) and Ms. Gopika Pant (DIN: 00388675) as Independent Directors of the Company for a period of 5 (five) consecutive years with effect from May 21, 2020;
- 2) Appointed Mr. Surender Sharma (DIN: 02731373) as Whole- time Director of the Company for a period of 5 (five) consecutive years with effect from May 21, 2020; and
- 3) Re-appointed Ms. Shyamala Gopinath (DIN: 02362921) as an Independent Director of the Company for a second term commencing from July 30, 2020 to May 31, 2024.

The Company has received the necessary disclosures under the Companies Act, 2013 and the SEBI Listing Regulations including declarations from all Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and the SEBI Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management. Further, the Independent Directors possess integrity and necessary expertise & experience (including the proficiency) which bring tremendous value to the Board and to the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Chandrasekar Meenakshi Sundaram (DIN: 07667965), Whole-time Director, retires by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment.

Further, based on the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on May 17, 2021, considered and approved the re-appointment of Mr. M.S. Jacob (DIN: 07645510) as a Whole-time Director & CFO of the Company for a period of 5 (five) consecutive years with effect from October 28, 2021, subject to the approval of shareholders and any other necessary approvals as may be required.

A detailed profile of all the Directors of your Company is available on the Company website at <https://www.colgatepalmolive.co.in/about/executives-and-boards/board-of-directors>

15. Familiarization Program

Your Company has been regularly familiarizing the Independent Directors on its Board with detailed presentations by its business functional heads and others on the Company operations, strategic business plans, new products and technologies. Apart from above, Independent Directors are also familiarized with various regulatory developments, changes in laws, etc. A detailed description of the familiarization programs extended to the Independent Directors during the financial year is disclosed on the Company website at <http://www.colgateinvestors.co.in/policies>

Gist of Familiarization programs conducted during the financial year 2020-21 are as follows:

Sr. No.	Programme/Presentation
1.	Update on Business operations
2.	Strat plan
3.	Regulatory update and Corporate Governance
4.	Update on Brand protection Risk
5.	Presentation on compliance
6.	Update on eCommerce in India
7.	Swarna Vedshakti (SVS) platform Update
8.	Innovation & R&D - Update
9.	Business update on Western Region
10.	Update on Cyber Security

16. Policies

The Board of Directors of your Company, from time to time, has framed and revised various Policies as per the applicable Acts, Rules and Regulations and Standards of better governance and administration of your Company. Some of the important Policies that are framed by your Board include the following:

- i) **Nomination & Remuneration Policy:** This Policy sets the objective, terms of reference, functions and scope of the Nomination & Remuneration Committee for determining qualifications, experience, independence etc. relating to the appointment and remuneration

for the Directors, Key Managerial Personnel and Senior Management employees of the Company.

- ii) **Corporate Social Responsibility ('CSR') Policy:** This Policy sets out the role of the CSR Committee of the Board of Directors, which includes identification of the areas where the CSR activities will be performed, evaluation of CSR activities, review the CSR spending vis-a-vis the activities implemented and monitoring the process of CSR projects/ programs of the Company.
- iii) **Risk Management Policy:** This Policy provides the framework for identification of risks of the Company, risk assessment and prioritization, loss prevention measures and other risk management measures for the Company.
- iv) **Related Party Transactions Policy:** This Policy regulates the entry into transactions between the Company and its related parties and the required corporate approvals as per the laws and regulations applicable to the Company from time to time.
- v) **Policy on Determination of Materiality of Event or Information:** This Policy lays down the criteria for determining the materiality of an event or information of the Company for purposes of making required disclosures to the stock exchanges pursuant to the SEBI Listing Regulations.
- vi) **Records Management Policy:** This Policy establishes general guidelines for retaining, preserving and archiving important documents and information.
- vii) **Code of Conduct for dealing in the Company's Securities:** Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has framed a Code of Conduct on prohibition of insider trading.
- viii) **Dividend Distribution Policy:** This Policy describes the circumstances under which a Member may or may not expect a dividend and the financial parameters and internal and external factors which are considered by the Board of Directors for declaration of dividend.

- ix) **Policy on Retirement of Directors:** This Policy lays down the age criteria for retirement of Directors on the Board of the Company. The criterion for age is desirable to allow smooth retirement for the purpose of succession planning and further to induct requisite skills and competencies on the Board of the Company with appropriate continuity.

The Statutory Policies are available in the Investors Section on the website of the Company at <https://www.colgateinvestors.co.in/policies>

17. Number of Board Meetings

During the financial year 2020-21, 5 (five) Board meetings were held. The details of the meetings are provided in the Corporate Governance Report that forms part of the Board's Report.

18. Committees

The Board of Directors of your Company has established various Board committees to assist in discharging their duties. These include the Audit Committee, the Nomination & Remuneration Committee, the Risk Management Committee, the Stakeholders' Relationship Committee and the Corporate Social Responsibility Committee. The Board has approved the terms of reference for each of these committees. All the committees of the Board hold their meetings at regular intervals and make their recommendations to the Board from time to time.

The broad terms of reference of the said Committees are stated in the Corporate Governance Report that forms part of the Board's Report.

19. Annual Performance Evaluation by the Board

Pursuant to the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of the Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report that forms part of the Board's Report.

The annual performance evaluation process has been designed in such a manner which helps to measure effectiveness of the entire Board and its Committees. Such processes help in ensuring overall performance of the Board and demonstrates a high level of corporate governance standards. There are various key performance areas and evaluation criterias which are measured and analysed during the annual performance evaluation process, few of them are as follows:

Sr. No.	Particular	Key performance areas/evaluation criteria
1.	For Independent Directors	<ul style="list-style-type: none"> Fulfilling the criteria of Independence and is independent from the management. Devoting sufficient time and attention towards professional obligation for informed and balanced decision making. Exercises responsibilities in a bona fide manner in the interest of the Company.
2.	For Executive Directors	<ul style="list-style-type: none"> Maintains a high standard of ethical behaviour and does not have a conflict of interest with the Company. Understands duties, responsibilities, qualifications, disqualifications and liabilities as a director. Ensure best Corporate Governance practices and compliance with the applicable laws and regulations.
3.	For the Chairperson	<ul style="list-style-type: none"> Maintains a high standard of ethical behavior and provides effective leadership. Encourages active participation by all members of the Board and promotes open communication. Well prepared on the issues and provides constructive contribution and inputs in Meetings.
4.	For Committees	<ul style="list-style-type: none"> Committee effectively performs the responsibilities as outlined in the charter and applicable laws and regulations. Committee's composition in terms of size, skills/ expertise and experience is appropriate to perform its responsibilities. Committee meetings are conducted effectively with sufficient time spent on significant or emerging issues.
5.	For the Board	<ul style="list-style-type: none"> Composition is appropriate in terms of its diversity, balance of skills, experience and independence. Members of the Board serving as Independent Directors are sufficiently independent from the Management. Board meetings are conducted effectively, with sufficient time spent on significant or emerging issues.

20. Vigil Mechanism

Your Company has an effective Vigil Mechanism system which is embedded in its Code of Conduct. The Code of Conduct of your Company serves as a guide for daily business interactions, reflecting your Company's standard for appropriate behaviour and living corporate values. The Code of Conduct applies to all Colgate people, including Directors, Officers, and all employees of the Company. Even your Company's vendors and suppliers are subject to the Third Party Code of Conduct requirements as adherence to the same, to the extent applicable, is a prerequisite for conducting business with your Company. The Code of Conduct Hotline is available on the Company website to report any concerns about unethical behaviour, any actual or suspected fraud or violation of the Company's Code of Conduct. No adverse action will be taken

against anyone for complaining about, reporting, participating or assisting in the investigation of a suspected violation of the Code of Conduct, unless the allegation made or information provided is found to be intentionally false. Your Company conducts various training and awareness sessions on Code of Conduct on a continuous basis.

Senior Leadership Members at various occasions emphasize the importance of adherence to the Company's Code of Conduct and its ethical ways of working.

21. Public Deposits

During the financial year 2020-21, your Company has not accepted any Public Deposits under Chapter V of the Companies Act, 2013.

22. Loan, Guarantees and Investment

Particulars of loans, guarantees and investment made by the Company pursuant to Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

23. Related Party Contracts & Arrangements

All related party transactions done by the Company during the financial year 2020-21 were at arm's length and in the ordinary course of business. All related party transactions were reviewed and approved by the Audit Committee. During the financial year 2020-21, your Company has not entered into any material related party transaction as per the SEBI Listing Regulations with any of its related parties. Disclosures pursuant to the Accounting Standards on related party transactions have been made in the notes to the Financial Statements. To regulate related party transactions, the Company has also framed a Policy on Related Party Transactions and the same is available on the Company's website.

The shareholders of the Company had approved a Material Related Party Transaction for payment of Royalty to Colgate Palmolive Company, USA, Promoter Company through postal ballot in the financial year 2019-20. The said approval was sought for 5 (five) years effective from July 01, 2019.

As there were no related party transactions which were not in the ordinary course of the business or not on arm's length basis and also since there was no material related party transaction as stated above, disclosure under Section 134(3)(h) in Form AOC-2 of the Companies Act, 2013 is not applicable.

24. Auditors

M/s. S R B C & Co LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 324982E/ E300003), were appointed as Statutory Auditors of the Company at the 76th AGM held on August 3, 2017, for a period of five consecutive years from the conclusion of the 76th AGM till the conclusion of the 81st AGM, subject to ratification by Members of the Company at every AGM to be held thereafter. Further, in view of the amended provisions of Section 139 of the Companies

Act, 2013, notified on 7th May 2018, the Members at the 77th AGM have ratified the appointment of M/s. S R B C & Co LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 324982E/ E300003) as Statutory Auditors of the Company for their remaining tenure i.e. upto the conclusion of the 81st AGM, without requiring yearly ratification thereof.

The Audit report for the financial year 2020-21 does not contain any qualification, reservation or adverse remarks. Further, during the financial year 2020-21, the Statutory Auditors have not reported any instances of fraud to the Audit Committee or Board as per Section 143(12) of the Companies Act, 2013.

25. Secretarial Auditor & Secretarial Audit Report

The Board had appointed M/s. S.N. Anantha subramanian & Co., Company Secretaries in practice, to carry out the Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013. The report of the Secretarial Auditor in Form MR-3 is attached as **Annexure 5** to this Report. The Secretarial Auditors' Report for the financial year 2020-21 does not contain any qualification, reservation or adverse remarks.

26. Annual Return

The Annual Return of the Company has been placed on the website of the Company and can be accessed at <https://www.colgateinvestors.co.in/annual-report>

27. Business Responsibility Report

The Business Responsibility Report for the financial year 2020-21, as stipulated under Regulation 34 of the SEBI Listing Regulations is attached as **Annexure 6** to this Report.

28. Significant and Material Orders passed by the Regulators or Courts

During the financial year 2020-21, there were no significant or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and operations of the Company in the future.

29. Material changes affecting the Company

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report.

30. Compliance with Secretarial Standards

Your Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings and Dividends.

31. Adequacy of Internal Financial Controls

Your Company has an adequate and talented team of internal auditors that oversees the internal financial processes, policies, and recommends robust internal financial controls from time to time. These internal financial controls help to put in place checks on the implementation of the internal financial controls, policies & procedures that are adopted by the Company for ensuring an orderly and efficient conduct of its business. These internal financial controls help in safeguarding assets, prevention &

detection of frauds and/or errors, maintaining the accuracy and completeness of the accounting & financial records. These controls help in the timely preparation of transparent, complete and accurate financial information and statements as per the laid down accounting standards and principles. The Audit Committee of your Company evaluates the internal financial controls system periodically.

32. Acknowledgements

Your Directors wish to convey their deepest appreciation for the unstinted dedication, professionalism, commitment and resilience displayed by the Company's employees at all levels and business partners, customers, vendors etc. Your Directors also wish to express their gratitude towards the Shareholders for their continued trust, support and confidence.

On behalf of the Board

R. Raghavan

Managing Director

Place: Mumbai

Date: May 17, 2021

M.S. Jacob

*Whole-time Director
& CFO*

(DIN : 08511606)

(DIN : 07645510)

Corporate Governance Report

Annexure 1

Your Company has a strong foundation that reflects Colgate's values and established standards governing our ethical behaviour. Your Company continues to lay great emphasis on the principles of Corporate Governance. Our pursuit towards achieving good governance is an on-going process. The Board of Directors, our management and all Colgate people believes that good corporate governance accompanies and greatly aids our long-term business success. The Company fully complies with the requirements under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

I. Company's philosophy on Code of Governance

Over the years, your Company has consistently strengthened, promoted and demonstrated a good Corporate Governance culture. Your Company believes that good Corporate Governance is essential for achieving long-term corporate goals and enhancing stakeholder value. At the core of your Company's philosophy on Corporate Governance is a strong emphasis on transparency, accountability and integrity. Your Company has set high standards of ethical behaviour driving sustainable business practices. The Company has consistently been at the forefront of good Corporate Governance. Reflecting its commitment to continuous improvement, the Board reviews its governance practices on an ongoing basis. All directors and employees are bound by a Code of Conduct that sets forth the Company's policies on important issues, including its relationship with Customers, Suppliers, Contract Manufacturers, Shareholders and Government.

II. Board of Directors

- a. The Board of Directors of the Company ('Board') has an optimum combination of Executive, Non-executive & Independent Directors including Women Directors. As on March 31, 2021, the Board comprises four Executive Directors (Managing Director and three Whole-time Directors) and seven Non-executive Directors including the Chairman of the Board. Six of the seven Non-executive Directors are Independent Directors. The composition of the Board is in conformity with the SEBI Listing Regulations.

All the Executive Directors are liable to retire by rotation. Chairman and Independent Directors of the Company are not liable to retire by rotation.

During the financial year 2020-21, five (5) Board Meetings were held on the following dates:

Sr. No.	Dates
1.	May 21, 2020
2.	July 29, 2020
3.	October 21, 2020
4.	January 28, 2021
5.	March 22, 2021

The table below contains the information on the Board of Directors:

- Board Meetings and Annual General Meeting attendance;
- Composition of the Board and Directorships/ Committee positions in other Companies; and
- Other relevant details

Name of Director	Category	No. of Board Meetings during the financial year 2020-21		Attendance at Last AGM	No. of other Directorships excluding Private Limited Companies, Foreign Body Corporates and Section 8 Companies	No. of Memberships of other Board Committees#	No. of other Board Committees of which the Director is a Chairperson
		Held	Attended				
Mr. M. Deoras	Non-executive & Non-Independent	5	5	Yes	0	0	0
Mr. V. S. Mehta	Non-executive & Independent	5	5	Yes	6	4	1
Dr. (Ms.) I. Shahani	Non-executive & Independent	5	5	Yes	4	7	1
Ms. S. Gopinath	Non-executive & Independent	5	5	Yes	6	4	3
Ms. S. Kripalu	Non-executive & Independent	5	5	Yes	4	4	0
Mr. S. Natarajan*	Non-executive & Independent	5	5	Yes	3	4	4
Ms. G. Pant*	Non-executive & Independent	5	5	Yes	2	3	0
Mr. R. Raghavan	Executive	5	5	Yes	0	0	0

Name of Director	Category	No. of Board Meetings during the financial year 2020-21		Attendance at Last AGM	No. of other Directorships excluding Private Limited Companies, Foreign Body Corporates and Section 8 Companies	No. of Memberships of other Board Committees#	No. of other Board Committees of which the Director is a Chairperson
		Held	Attended				
Mr. M. S. Jacob	Executive	5	5	Yes	0	0	0
Mr. M. Chandrasekar	Executive	5	5	Yes	0	0	0
Mr. S. Sharma**	Executive	5	5	Yes	0	0	0

Membership of the Audit Committee and Stakeholders' Relationship Committee are taken into consideration.

Committee Membership(s) includes Chairmanship(s).

* Appointed as Independent Directors w.e.f. May 21, 2020

** Appointed as Whole-time Director w.e.f. May 21, 2020

As on March 31, 2021, the Directors of the Company have following directorships in other listed companies:

1. Mr. V. S. Mehta: Mahindra & Mahindra Limited (Independent Director), Larsen & Toubro Limited (Independent Director), Apollo Tyres Limited (Independent Director), HT Media Limited (Independent Director) and Jubilant FoodWorks Limited (Independent Director).
2. Dr. (Ms.) I. Shahani: Bajaj Electricals Limited (Independent Director), Clariant Chemicals (India) Limited (Independent Director) and United Spirits Limited (Independent Director).
3. Ms. S. Gopinath: Tata Elxsi Limited (Independent Director), BASF India Limited (Independent Director) and CRISIL Limited (Independent Director).
4. Ms. S. Kripalu: Ultratech Cement Limited (Independent Director), Entertainment Network (India) Limited (Independent Director) and Aditya Birla Fashion and Retail Limited (Independent Director).
5. Mr. S. Natarajan: Bayer Cropscience Limited (Independent Director), Accelya Solutions India Limited (Independent Director) and Ingersoll-Rand (India) Limited (Independent Director).

- b. In terms of requirements of the SEBI Listing Regulations, the Board of Directors have, based on the recommendations of the Nomination & Remuneration Committee, identified the following core skills / expertise / competencies of Directors as required in the context of the Company's business and sector(s) for it to function effectively:

- Knowledge of the industry in which the Company operates;
- Knowledge on Company's businesses & major risks;
- Behavioural skills - attributes & competencies to use their knowledge and skills to contribute effectively to the growth of the Company;
- Understanding of socio-political, economic and Legal & Regulatory environment;
- Corporate Social Responsibility;
- Business Strategy, Sales & Marketing;
- Corporate Governance, Administration; and
- Financial Control, Risk Management.

The table below highlights the core skills / expertise / competencies available with each Director:

SKILLS/EXPERTISE/COMPETENCIES IDENTIFIED BY THE BOARD	M. Deoras	V.S. Mehta	I. Shahani	S. Gopinath	S. Kripalu	S. Natarajan	G. Pant	R. Raghavan	M.S. Jacob	M. Chandrasekar	S. Sharma	SKILLS/EXPERTISE/COMPETENCIES AVAILABLE
Knowledge of the industry in which the Company operates	Y	Y	Y	Y	Y	-	Y	Y	Y	Y	Y	Y
Knowledge on Company's businesses & major risks	Y	Y	Y	Y	Y	-	Y	Y	Y	Y	Y	Y
Behavioural skills - attributes & competencies to use their knowledge and skills to contribute effectively to the growth of the Company	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y

SKILLS/EXPERTISE/ COMPETENCIES IDENTIFIED BY THE BOARD	M. Deoras	V.S. Mehta	I. Shahani	S. Gopinath	S. Kripalu	S. Natarajan	G. Pant	R. Raghavan	M.S. Jacob	M. Chandrasekar	S. Sharma	SKILLS/ EXPERTISE/ COMPETENCIES AVAILABLE
Understanding of socio-political, economic and Legal & Regulatory environment	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Corporate Social Responsibility	-	Y	Y	-	Y	-	Y	-	-	Y	-	Y
Business Strategy, Sales & Marketing	Y	Y	Y	Y	Y	Y	-	Y	Y	Y	-	Y
Corporate Governance, Administration	Y	Y	Y	Y	-	Y	Y	Y	Y	Y	Y	Y
Financial Control, Risk Management	Y	Y	Y	Y	-	Y	-	Y	Y	-	Y	Y
Multiple Expertise	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y

- c. The Independent Directors of your Company fulfil the conditions as specified in the SEBI Listing Regulations and the Companies Act, 2013 and are independent of the management. None of the Directors of your Company are related to each other. None of the Directors of your Company hold any share in the Company, except Mr. M. Chandrasekar, who holds 200 equity shares of the Company as on March 31, 2021.
- d. The Company conducts familiarization programs for Independent Directors with regard to their roles, rights, responsibilities towards the Company, the business operations of the Company etc. Details of the familiarization programs extended to the Independent Directors during the year are disclosed on the Company website from time to time at <http://www.colgateinvestors.co.in/policies>

In line with the amended SEBI Listing Regulations, the Company has obtained a certificate from Mr. S.N. Ananthasubramanian, Partner M/s. S. N. Ananthasubramanian & Co, Practising Company Secretaries, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI /Ministry of Corporate Affairs or any such statutory authority. The said Certificate is attached as **Annexure CG-A** to this Report.

Further, based on the confirmations / disclosures received from the Independent Directors and a certificate from Mr. S.N. Ananthasubramanian, Partner M/s. S. N. Ananthasubramanian & Co, Practising Company Secretaries in terms of Regulation 25(9) of the SEBI Listing Regulations, the Board is of the opinion that the Independent Directors fulfil the criteria or conditions specified under the Act and under the SEBI Listing Regulations and are independent from the management.

III. Committees of the Board

i) Audit Committee

The Audit Committee (AC) consists of six Members, all the members are Independent Directors of the Company. The Members of the Committee are well versed in finance matters, accounts, company law and general business practices.

During the financial year 2020-21, five (5) AC Meetings were held on the following dates:

Sr. No.	Dates
1.	May 21, 2020
2.	July 29, 2020
3.	October 21, 2020
4.	January 28, 2021
5.	March 22, 2021

The constitution and attendance details of the AC as on March 31, 2021 are as under:

Name of Director	Status	No. of AC Meetings attended out of 5 held during financial year 2020-21
Ms. S. Gopinath	Chairperson	5
Mr. V. S. Mehta	Member	5
Dr.(Ms.) I. Shahani	Member	5
Ms. S. Kripalu	Member	5
Mr. S. Natarajan*	Member	4
Ms. G. Pant*	Member	4

* Appointed as Members of the Committee w.e.f. May 21, 2020

The Chairman of the Board, Managing Director, Whole-time Directors & Chief Financial Officer, Legal Director, Internal Auditor and the Statutory Auditors are regular invitees to the Committee Meetings.

Mr. K. Randhir Singh, Company Secretary & Compliance Officer acts as the Secretary to the Committee.

The Role/Charter of the Audit Committee is as under which is in line with the regulatory requirements:

- a) To review any change in accounting policies and practices;
- b) To confirm whether major accounting entries are based on exercise of judgments by management;
- c) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- d) To recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- e) To check whether there are any qualifications made in the draft Auditors' Report;
- f) To review whether there are any significant adjustments arising out of audit;
- g) To confirm whether the accounts are prepared on going concern basis;
- h) To confirm whether the accounts are prepared by applying applicable accounting standards;
- i) To review whether the financial statements comply with the Stock Exchange and Legal requirements;
- j) To check whether there are any related party transactions which may have potential conflict with the interests of the Company;
- k) To discuss with the auditors whether they have any post audit concerns;
- l) To check whether there are any defaults in payment to creditors and shareholders;
- m) To evaluate internal financial controls and risk management systems of the Company;
- n) To review the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and to report the matter to the Board;
- o) To approve the appointment of the CFO (i.e. the Whole-time Finance Director or any other person heading the Finance function or discharging that function) after assessing the qualifications, experience, background, etc. of the candidate; and
- p) Such other matters as may be required under the Companies Act, 2013 and the SEBI Listing Regulations.

ii) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee (SRC) consists of four Members, of which two Members are Independent Directors.

The SRC met twice during the financial year on October 21, 2020 and March 22, 2021.

The constitution and attendance details of the SRC as on March 31, 2021 are as under:

Name of Director	Status	No. of SRC Meetings attended out of 2 held during financial year 2020-21
Ms. S. Gopinath	Chairperson	2
Mr. R. Raghavan	Member	2
Mr. M. S. Jacob	Member	2
Ms. S. Kripalu*	Member	2

*Appointed as Member of the Committee w.e.f. May 21, 2020

The Chairperson of the Committee was present at the last Annual General Meeting of the Company held on July 29, 2020.

The Share Transfer Committee constituted by the SRC, meets at regular intervals to approve the transfer of shares and related activities and updates the SRC from time to time.

Mr. K. Randhir Singh is the Company Secretary & Compliance officer of the Company.

During the previous financial year 2020-21, complaints were received from Members / Investors, the details of which are as under:

Nature of complaints	Number of complaints received	Number of complaints redressed
Non-receipt of dividends / Interest / Redemption Warrant	38	38
Non Receipt of Share Certificate(s) - Transfer / Exchange / Bonus	49	48
Others	25	19
Total	112	105

As on the date of this report, all the above pending complaints have been redressed. Further, the disputed cases and sub-judice matters, will get resolved upon final disposal by the Courts or by authorities before whom they are pending.

The Role/Charter of Stakeholders' Relationship Committee is as under which is in line with the regulatory requirements:

- a) To note the minutes of the Share Transfer Committee Meetings;
- b) To note the synopsis of the complaints received and redressed;

- c) To approve allotment of shares, if any;
- d) To consider and resolve the grievances of the security holders;
- e) Review of measures taken for effective exercise of voting rights by shareholders;
- f) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- g) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company;
- h) To address other important issues related to shareholders; and
- i) Any other matter as may be assigned by the Board of Directors from time to time.

iii) Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee consists of four Members of which two are Independent Directors.

The CSR Committee met twice during the financial year on May 20, 2020 and January 28, 2021.

The constitution and attendance details of the CSR Committee as on March 31, 2021 are as under:

Name of Director	Status	No. of CSR Committee Meetings attended out of 2 held during financial year 2020-21
Dr. (Ms.) I. Shahani	Chairperson	2
Mr. S. Natarajan *	Member	1
Mr. R. Raghavan	Member	2
Mr. M. Chandrasekar	Member	2

* Appointed as a Member of the Committee w.e.f. May 21, 2020

The Role/Charter of the Corporate Social Responsibility Committee is as under which is in line with the regulatory requirements:

- a) To identify and recommend to the Board, the programs to be carried out during the financial year;
- b) To carry out evaluation of the CSR activities;
- c) To review and monitor the CSR programs undertaken by the Company;
- d) To recommend the amount of expenditure to be incurred on the activities;

- e) To review and monitor the spending on the CSR activities;
- f) To give inputs to enhance quality of the CSR activities;
- g) To develop new areas for CSR activities;
- h) To seek advice from external experts or consultants on CSR related matters; and
- i) To monitor the Corporate Social Responsibility Policy of the Company from time to time.

The Company's CSR Policy can be accessed at the Company's website at <https://www.colgateinvestors.co.in/policies> and the CSR Report for the financial year 2020-21 forms part of the Board's Report.

iv) Risk Management Committee:

The SEBI Listing Regulations mandate the constitution of the Risk Management Committee (RMC). The RMC consists of seven Members out of which three Members are Independent Directors.

The Board of Directors have adopted a Risk Management Policy to identify, assess and determine the risks and potential threats to the Company and also inform the Board of the procedures for minimization of such risks and threats.

The RMC met twice during the financial year on October 21, 2020 and March 22, 2021.

The constitution and attendance details of the RMC as on March 31, 2021 are as under:

Name of Director	Status	No. of RMC Meetings attended out of 2 held during financial year 2020-21
Mr. V. S. Mehta	Chairperson	2
Ms. S. Gopinath	Member	2
Ms. G. Pant*	Member	2
Mr. R. Raghavan	Member	2
Mr. M. S. Jacob	Member	2
Mr. S. Sharma	Member	2
Mr. M. K. Ajay#	Member	0
Mr. B. Sreenivasan**	Member	1

* Appointed as a Member of the Committee w.e.f. May 21, 2020

Ceased to be Member of the Committee w.e.f. November 01, 2020

**Appointed as a Member of the Committee w.e.f. November 01, 2020

The Role/Charter of Risk Management Committee is as under which is in line with the regulatory requirements:

- a) To identify, assess and mitigate the existing as well as potential risks to the Company and to recommend the strategies to the Board to overcome them;

- b) Developing and implementing action plans to mitigate the risks;
- c) To oversee at such intervals as may be necessary, the adequacy of Company's resources to perform its risk management responsibilities and achieve its objectives;
- d) To appoint sub-committee(s) comprising of members from various functions like Finance, Human Resources, Legal, Regulatory, Customer Development, etc. which shall be responsible for coordinating and updating the Risk Management Committee;
- e) To periodically review the Company's performance against the identified risks of the Company;
- f) To formulate the strategies towards identifying any areas that may materially affect the Company's overall risk exposure and to review the Risk Management Policy;
- g) Regularly review the risk management framework for the operations of the Company that are deemed necessary;
- h) To monitor & review Cyber Security;
- i) To review Disaster Management;.
- j) To review systems of internal Controls and business contingency plans;
- k) To seek information from employees, outsiders and professionals having expertise in relevant areas;
- l) Perform such other activities related to this Policy as requested by the Board of Directors or to address issues related to any significant subject within its term of reference; and
- m) Perform such other roles and responsibilities as prescribed under the SEBI Listing Regulations from time to time.

v) **Nomination & Remuneration Committee**

The Nomination & Remuneration Committee (NRC) consists of four Members of which two are Independent Directors.

During the financial year 2020-21, three (3) NRC Meetings were held on the following dates:

Sr. No.	Dates
1.	May 21, 2020
2.	September 25, 2020
3.	March 22, 2021

The constitution and attendance details of the NRC as on March 31, 2021 are as under:

Name of Director	Status	No. of NRC Meetings attended out of 3 held during financial year 2020-21
Mr. V. S. Mehta [#]	Chairperson	3
Dr. I. Shahani [*]	Member	3
Ms. S. Kripalu [*]	Member	3
Mr. M. Deoras	Member	3

[#]Designated as Chairperson of the Committee

^{*}Appointed as Members of the Committee w.e.f. April 01, 2020

The Committee has adopted a Policy relating to the Nomination & Remuneration for the Directors, Key Managerial Personnel and Senior Management employees. The Policy can be accessed at the Company's website at <https://www.colgateinvestors.co.in/leadership-team>

The Role/Charter of Nomination & Remuneration Committee is as under which is in line with the regulatory requirements:

- a) The appointment and remuneration of new Directors on Board, Key Managerial Personnel and Senior Management employees shall be made on the basis of core competencies, expertise, experience, qualifications, etc.;
- b) Evaluation of the performance of the Executive Directors shall be based on the parameters such as accomplishment of assigned goals, their professional contributions towards the Company and the overall performance. On the basis of the evaluation, the remuneration of the Executive Directors will be determined;
- c) Evaluation of the overall performance of the Non-executive & Independent Directors of the Company shall be determined by the terms of the policy;
- d) Remuneration of the Senior Management employees and Key Managerial Personnel will be fixed annually considering performance and achievements corresponding to their goals set during the year; and
- e) Any other role or responsibility as per the Companies Act, 2013 and the SEBI Listing Regulations.

IV. **Remuneration of Directors**

a) **Executive Directors**

The Nomination & Remuneration Policy is directed towards rewarding performance. It is aimed at attracting and retaining high potential talent. The Company has an incentive compensation plan which is linked to performance and achievement of the Company's objectives. The Company has no stock option scheme relating to its shares. However, the stock options of the Parent Company i.e. Colgate-Palmolive

Company, USA have been allotted to selected employees. For more information on share-based compensation, refer Note No. 38 to the Financial Statements. The Nomination & Remuneration Committee of the Company, inter-alia, evaluates the performance of the Executive Directors and the remuneration payable to the Executive Directors and Senior Management employees.

Details of remuneration paid/payable to the Executive Directors of the Company during the year ended March 31, 2021 are given below:

Sr. No	Particulars of Remuneration	Name of MD/WTD				Total Amount (₹ in Lakhs)
		Mr. R. Raghavan	Mr. M. S. Jacob	Mr. M. Chandrasekar	Mr. S. Sharma**	
1.	Gross Salary	471.55	118.22	125.62	53.30	768.69
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	115.61	100.44	105.63	52.57	374.25
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-	-
2.	Stock Option*	159.16	27.34	60.39	66.33	313.22
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- As % of profit					
	- Others specify	119.82	103.20	109.50	-	332.52
	Executive Incentive Compensation Plan/Bonus					
5.	Others, please specify:	11.72	14.08	14.95	6.40	47.15
	Employer contribution to Provident Fund and other retirals					
	Total	877.86	363.28	416.09	178.6	1835.83

The above remuneration is within the limits prescribed under Section 198 of the Companies Act, 2013

* Includes exercise of stock options and of restricted stock awards in the current Financial Year, which were granted in prior years by Colgate-Palmolive Company, USA, the Parent Company, pursuant to its incentive compensation plan.

** Appointed as Whole-time Director w.e.f. May 21, 2020

Note:

- Other than Mr. M. Chandrasekar, who holds 200 equity shares, no other Executive Director holds any shares in the Company.
- The appointment of each of the four Executive Directors is as per the employment agreement executed between the Executive Directors and the Company. As per the said agreement, either party shall be entitled to terminate the agreement at any time by giving ninety days' advance notice in writing to the other party without the necessity of showing any cause, and in case of the Company, by payment of ninety days' salary as compensation in lieu of such notice.

b) Non-executive & Independent Directors

The Company has no pecuniary relationship or transaction with its Non-executive & Independent Directors other than payment of sitting fees to them for attending the meetings of the Board, the Committees, including meetings of Independent Directors and Commission as approved by the Members for their invaluable contribution to the Board.

The Shareholders of the Company at the AGM held on August 28, 2019 has approved payment of commission to Independent Directors in such amounts or proportion not exceeding ₹ 15,00,000 (Rupees Fifteen Lakhs) per annum, to each of the Independent Directors, for a period of three years commencing from April 1, 2019.

The Independent Directors met twice during the financial year on October 21, 2020 and March 22, 2021. The Independent directors necessarily review the following matters as per Schedule IV of the Companies Act, 2013 in their separate meetings:

- the performance of non-independent directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Details of the sitting fees and commission to the Non-Executive & Independent Directors in the financial year 2020-21 are as under:

		(₹ In Lakhs)							
Sr. No.	Particulars	Mr. R.A. Shah [^]	Mr. P.K. Ghosh [^]	Mr. V.S. Mehta	Ms. I. Shahani	Ms. S. Gopinath	Ms. S. Kripalu	Mr. S. Natarajan [§]	Ms. G. Pant [§]
a)	Sitting Fees	NA	NA	13.50	13.50	13.00	13.50	10.50	11.00
b)	Commission*	15.00	15.0	15.00	15.00	15.00	15.00	NA	NA
	Total	15.00	15.00	28.50	28.50	28.00	28.50	10.50	11.00

[^] Ceased to be Directors of the Company w.e.f. March 31, 2020 upon expiry of their term of Directorship.

[§] Appointed as Independent Directors w.e.f. May 21, 2020.

* Commission of ₹ 15 lakhs for the financial year 2019-20 was paid to the Independent Directors in the financial year 2020-21. Commission for the financial year 2020-21 is payable in the financial year 2021-22.

V. Annual Performance Evaluation of the Board

Pursuant to provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance, as well as the performance of its Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Risk Management Committee.

The performance evaluation of the Board and the Committees was done on the basis of parameters such as Composition and Quality, Diversity and experience, Effectiveness of Board/Committee, process and functioning, Contribution of the Members, Board culture and dynamics, fulfilment of key responsibilities, ethics and compliance etc. A structured questionnaire was prepared covering the above areas of competencies and feedback was sought on the same. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 05, 2017 and the Institute of Company Secretaries of India in April 2015.

An evaluation of performance of individual Directors was also carried out on the basis of parameters such as contribution of the individual director to the Board and Committee meetings, preparedness on the issues to be discussed, constructive contribution and inputs in meetings, understanding and knowledge of the Company and industry, participation and attendance at the meetings, etc. The Independent Directors and Executive Directors also carried out performance evaluation of the Chairperson of the Company. The Directors being evaluated did not participate in his/her own evaluation process.

All the responses were evaluated by the Nomination & Remuneration Committee as well as by the Board of Directors and the results reflected high satisfactory performance.

VI General Body Meetings

- a) A brief summary of last three Annual General Meetings (AGM) held and Special resolutions passed, if any, is given below:

Financial year	Date	Location of the Meeting	Time(IST)	No. of Special Resolution(s) passed at the AGM
2017-18	July 26, 2018	Mayfair Banquet, Worli, Mumbai	3.30 p.m.	-
2018-19	August 28, 2019	Mukesh R. Patel Auditorium, Mumbai	3.30 p.m.	1
2019-20	July 29, 2020	Held through Video Conferencing	3.30 p.m.	1

- b) In the 78th Annual General Meeting held on August 28, 2019, a Special Resolution was passed to increase the payment of Commission to each Non-executive Independent Director not exceeding ₹ 15 Lakhs per annum for a period of 3 years commencing from April 1, 2019.
- c) In the 79th Annual General Meeting held on July 29, 2020, a Special Resolution was passed for Re-appointment of Ms. Shyamala Gopinath (DIN: 02362921) as an Independent Director for a second term from July 30, 2020 to May 31, 2024.
- d) No Special Resolution through postal ballot was passed during the FY 2020-21. As on the date of this Report, there is no Special Resolution proposed to be conducted through Postal Ballot.

VII. Means of Communication

a) Publication of quarterly results

Quarterly, half yearly and annual financial results of the Company are published in widely circulated national newspapers such as the Financial Express and Loksatta in vernacular language as required under Regulation 47 of the SEBI Listing Regulations.

b) Website

The Company's website contains a separate dedicated section "Investors" which provides comprehensive information sought by shareholders like copy of the Annual Report, quarterly, half yearly and annual financial results, Stock Exchange filings, Press releases, applicable Corporate Governance policies and details about the Company, the Board of Directors and Management. Members may visit the website at www.colgatepalmolive.co.in

c) Filing with Stock Exchange

All periodical compliances required to be filed with the Stock Exchanges, such as the Corporate Governance Report, Shareholding Pattern and other corporate announcements are filed electronically with the National Stock Exchange of India Limited and BSE Limited.

d) Presentation(s) to Analysts and Institutional Investors

Presentations made to analysts and institutional investors are displayed on the Company's website.

VIII. General Shareholder Information:

a) 80th Annual General Meeting

Day, Date and Time	Thursday, July 29, 2021 at 3.30 pm (IST)
Venue	The Company is conducting the meeting through VC / OAVM pursuant to the MCA Circulars dated May 5, 2020 and January 13, 2021 and other applicable regulatory circulars and as such there is no requirement to have a venue for the AGM.
Record Date	Not Applicable
Date of Book Closure	Friday, July 23, 2021 to Thursday, July 29, 2021
Financial Calendar	The Company follows April - March as its financial year. The financial results for every quarter beginning from April are declared within 45 days from the end of the quarter except for the last quarter, for which the results are declared within 60 days from the end of the financial year i.e. on or before May 30 as permitted under the SEBI Listing Regulations.

b) Financial year: April 1 to March 31

c) (i) Dividend Payment Dates

For the financial year 2020-21, the Company declared the following two interim dividends as detailed below:

Dividend for the FY 2020-21	Payment Date	Dividend Per Share (₹)
First Interim	November 18, 2020	18/-
Second Interim	April 16, 2021	20/-

(ii) Unclaimed Dividends

The following dividends are due for transfer to the IEPF in the financial year 2021-22. Shareholders are requested to claim their unclaimed dividends, if any, pertaining to the below years:

Financial Year	Dividend	Due for transfer
2013-14	Third Interim	April 2021
2014-15	First Interim	October 2021
2014-15	Second Interim	January 2022

Shareholders may write to the Company's Registrar and Share Transfer Agent M/s. Link Intime India Private Limited on their dedicated email id rnt.helpdesk@linkintime.co.in to know the process of claiming their unclaimed dividends from the IEPF.

d) Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges:

Name of the Stock Exchange	Stock Code	ISIN (International Securities Identification Number)
BSE Limited, Mumbai (Physical & Demat)	500830	INE259A01022
National Stock Exchange of India Limited, Mumbai (Physical & Demat)	COLPAL	INE259A01022

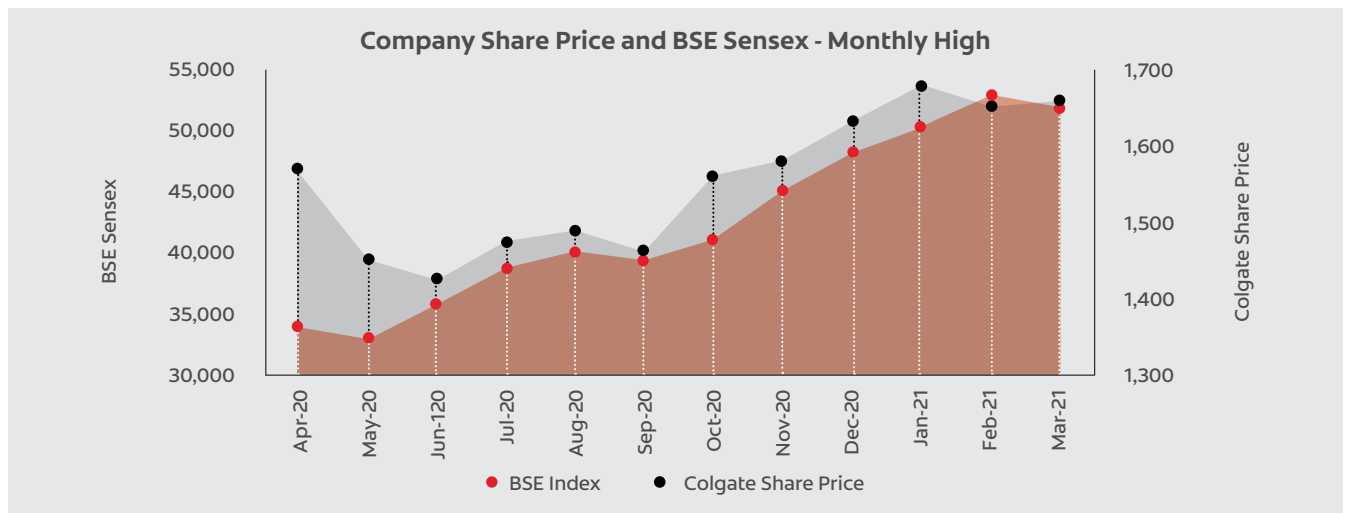
The Company has paid the Annual Listing fees for the financial year 2020-21.

e) Market Price Data

The monthly high and low quotations of the Company's shares traded on the BSE Limited and National Stock Exchange of India Limited, Mumbai are as follows:

Month	BSE Limited		National Stock Exchange of India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2020	1,565.00	1,214.95	1,565.80	1,211.05
May 2020	1,450.00	1,257.20	1,445.00	1,257.05
June 2020	1,424.75	1,308.50	1,425.00	1,306.00
July 2020	1,472.00	1,362.05	1,473.95	1,361.50
August 2020	1,486.50	1,353.80	1,486.45	1,353.00
September 2020	1,459.65	1,322.80	1,460.00	1,322.15
October 2020	1,559.50	1,407.00	1,559.80	1,405.60
November 2020	1,578.70	1,463.25	1,578.90	1,462.05
December 2020	1,630.00	1,493.00	1,630.00	1,493.00
January 2021	1,675.80	1,496.30	1,676.00	1,495.55
February 2021	1,650.00	1,525.00	1,650.80	1,533.00
March 2021	1,658.35	1,520.00	1,659.15	1,519.10

Performance in comparison to BSE Sensex



f) Registrar and Share Transfer Agents

The Company's share transfer and other related transactions are operated through its Registrar and Share Transfer Agent (RTA) i.e. M/s. Link Intime India Private Limited having their Office at the following address:

M/s. Link Intime India Private Limited
C-101, 247 Park,
L.B.S Marg, Vikhroli (West) Mumbai- 400 083.
Tel : 91-22-4918 6200
Fax : 91-22-4918 6060
E-mail : rnt.helpdesk@linkintime.co.in

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, please write to our RTA at the aforesaid registered address.

An exclusive e-mail ID, investors_grievance@colpal.com has been created for redressal of investor complaints and the same is available on the Company's website.

Shareholders holding physical shares may visit the website of our Registrar & Transfer Agent to register/update their email id and bank details at- https://linkintime.co.in/emailreg/email_register.html

Shareholders holding shares in electronic/demat mode may register/update their email id and bank details with their Depository Participant.

For the benefit of shareholders, documents will also be accepted at the registered office of the Company during working hours from Monday to Friday (9:00 a.m. to 5:00 p.m.), except public holidays:

Colgate-Palmolive (India) Limited
CIN: L24200MH1937PLC002700
Colgate Research Centre, Main Street, Hiranandani Gardens, Powai,
Mumbai - 400 076
Tel : 91-22-6709 5050
Website : www.colgatepalmolive.co.in

For the convenience of our investors, in addition to the above mentioned registered office address, our RTA will accept the share transfer documents and other related documents at the following locations:

Location	Address
Ahmedabad	5th Floor, 506 to 508, Amarnath Business Centre - 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off CG Road, Ellisbridge, Ahmedabad - 380006. Tel : 079-2646 5179 Fax : 079-2646 5179 E-mail : ahmedabad@linkintime.co.in
Coimbatore	Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore 641 028. Tel : 0422-2314792 Fax : 0422-2314792 E-mail : coimbatore@linkintime.co.in
Kolkata	Vaishno Chamber, 5th Floor, Flat Nos-502 & 503, 6, Brabourne Road, Kolkata - 700 001 Tel : 033-40049728/ 033-40731698 Fax : 033-40731698 E-mail : kolkata@linkintime.co.in
New Delhi	Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 Tel : 011-41410592/93/94 Fax : 011-41410592/93/94 E-mail : delhi@linkintime.co.in
Pune	Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off: Dhole Patil Road, Pune - 411 001. Tel : 020-26161629/26160084 Fax : 020 -26163503 E-mail : pune@linkintime.co.in
Vadodara	B-102 & 103 Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020 Tel : 0265-2356573 Fax : 0265-2356791 E-mail : vadodara@linkintime.co.in

g) Share Transfer System

Applications for transfer of shares held in physical form are received at the office of the Registrar & Share Transfer Agent of the Company. All valid transfers are processed and registered within 15 days from the date of receipt.

Shares held in the dematerialized form are electronically traded through the Depositories. The Registrar & Share Transfer Agent of the Company periodically receive updated beneficiary holdings from the Depositories so as to enable them to update their records and send corporate communications, dividend warrants and other documents to beneficiaries.

Requests for dematerialization of physical shares are processed and completed within the statutory timelines, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the Members.

h) Shareholding Pattern (as at March 31, 2021)

Category of Shareholders	Number of Shares	% of Total Shares
Promoter and Promoter Group (A)	13,87,12,672	51.00
Public Shareholding (B)		
Mutual Funds	75,88,623	2.79
Alternate Investment Funds	5,90,418	0.22
Financial Institutions/Banks	2,67,221	0.10
Central Government/State Government	7,67,044	0.28
Insurance Companies	1,87,98,936	6.91
Foreign Banks	400	0.00
Foreign Portfolio Investor	4,59,67,003	16.90
UTI	6,625	0.00
Individuals	5,05,03,360	18.57
Trust Employees	39,686	0.01
NBFC registered with RBI	10,657	0.00
Any Other (comprises of following categories)	87,32,989	3.21
- IEPF		
- Trust		
- Foreign Nationals		
- Hindu Undivided Family		
- Non-Resident Indians (Non Repatriable)		
- Non-Resident Indians (Repatriable)		
- Overseas Body Corporate		
- Clearing Member		
- Bodies Corporate		
Total Public Shareholding	13,32,72,962	49.00
Total Shareholding (A+B)	27,19,85,634	100.00

Distribution of Shareholding (as at March 31, 2021)

Description	No. of Shareholders	Holders		
		%	Shares	%
1 - 500	2,15,663	90.83	1,43,22,690	5.27
501 - 1000	9,133	3.85	67,74,789	2.49
1001 - 2000	6,081	2.56	87,79,084	3.23
2001 - 3000	3,244	1.36	83,30,609	3.06
3001 - 4000	803	0.34	28,12,056	1.03
4001 - 5000	610	0.26	27,60,981	1.01
5001 - 10000	1,194	0.50	76,02,459	2.80
10001 & above	716	0.30	22,06,02,966	81.11
Total	2,37,444	100.00	27,19,85,634	100.00

i) Dematerialization of shares and liquidity (as at March 31, 2021)

Particulars of Equity Holding	Equity Shares of Re. 1/- each	
	Number	% of Total
Dematerialized form:		
-NSDL	25,57,44,091	94.03
-CDSL	1,17,66,282	4.32
Sub-total	26,75,10,373	98.35
Physical form	44,75,261	1.65
Total	27,19,85,634	100.00

The equity shares of the Company are permitted to be traded only in dematerialized form with effect from April 5, 1999.

j) Outstanding GDRs/ADRs/Warrants or any convertible instruments

There are no outstanding GDRs/ADRs/Warrants or any convertible instruments as at March 31, 2021.

k) Commodity Price Risk or Foreign Exchange Risk & Hedging activities

Please refer Note No. 40 of the Notes to the Financial Statements.

l) Plant Locations

Location	Address
Baddi, Himachal Pradesh	Plot No 78, EPIP Phase 1, Jharmajri, Baddi, District Solan, [H.P.] 174 103.
Kundaim, Goa	Plot Nos. 154, 158 & 160, Kundaim Industrial Estate, Kundaim, Goa 403 115.
Sanand, Gujarat	Plot No SM-02, Sanand - II, GIDC Industrial Area, Near BOI, Village Sanand, Gujarat 382 170.
Sri City, Andhra Pradesh	6000 Central Expressway, Sricity, Satyavedu, Chittoor District, Andhra Pradesh 517 588.

IX. Management Discussion and Analysis Report

The Management Discussion and Analysis Report is appended to this report.

X. Disclosures:

a) Policy on Dividend Distribution

Pursuant to Regulation 43A of the SEBI Listing Regulations, the Company has formulated a Policy on dividend distribution which is placed on the Company’s website <http://www.colgateinvestors.co.in/policies>

b) Policy on materially significant Related Party Transactions

During the Financial year, there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large. Refer to Note No. 37 to the Financial Statements for disclosure of related parties.

The Company has formulated a Policy on dealing with Related Party Transactions. This Policy is placed on the Company’s website <http://www.colgateinvestors.co.in/policies>

c) Policy on determination of Materiality of event and information

In accordance with the requirements of the SEBI Listing Regulations, the Company has formulated a Policy on determination of materiality of event or information which is placed on the Company’s website <http://www.colgateinvestors.co.in/policies> This Policy prescribes ‘Quantitative’ and ‘Qualitative’ criteria for determining the materiality of an event.

d) Policy for Record Management

The Company has framed a Policy for preservation of documents. This Policy prescribes the nature of documents and the period for which the same should be preserved.

The Archival Policy which forms part of the Records Management Policy is placed on the Company’s website <http://www.colgateinvestors.co.in/policies>

e) Policy for Prohibition of Insider Trading

In line with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for prohibition of insider trading. The objective of the Policy is to ensure the prohibition of insider trading practices in the Company. Mr. K. Randhir Singh, Company Secretary, is the Compliance Officer for the purpose of this Policy. This Policy has been placed on the Company’s website <http://www.colgateinvestors.co.in/policies>

f) The Company has adopted a Code of Conduct for its Directors, Senior Management and employees. The Code of Conduct of the Company serves as a guide for daily business interactions, reflecting the Company’s standards for appropriate behaviour and its corporate values. The Code of Conduct has been communicated to the Company’s Directors, Senior Management and Employees and each of them have affirmed compliance with the same. A certificate from Mr. R. Raghavan, Managing Director, to this effect has been obtained.

g) The Company has an effective Vigil Mechanism system which is embedded in its Code of Conduct. The Code of Conduct of the Company serves as a guide for daily business interactions, reflecting the Company’s

standard for appropriate behavior and living Corporate Values. The Colgate-Palmolive Ethics Line phone number and email address are available on the Company's website at <http://www.colgateinvestors.co.in/policies> to report any genuine concerns about unethical behavior, any actual or suspected conduct, fraud or violation of the law, or activities in conflict with the Company's Code of Conduct.

- h) The Company has complied with the requirements of regulatory authorities on capital markets and no penalty/stricture was imposed on the Company during the last three years.
- i) There have been no instances during the year where recommendations of the Committees of the Board were not accepted by the Board.
- j) The total fees for all services paid by the Company to the Statutory Auditor and all entities in the member firm including network firm/network entity of which the Statutory Auditor is a part for the financial year 2020-21 is ₹ 138.26 Lakhs.
- k) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:

Sr. No	Particulars	No. of Complaints
a.	Number of complaints filed during the financial year	5
b.	Number of complaints disposed of during the financial year	5
c.	Number of complaints pending as on end of the financial year	0

XI. Compliance with Discretionary Requirements

The Company has complied with the mandatory requirements of the SEBI Listing Regulations. The Company has also adopted the following discretionary requirements as provided in the SEBI Listing Regulations:

- (i) The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director.
- (ii) The Internal auditors of the Company make quarterly presentations to the Audit Committee on their reports.
- (iii) The financial statements of the Company are with unmodified audit opinion.
- (iv) The quarterly financial results are circulated to all the shareholders through email.

XII. Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

As required under Regulation 17(8) of the SEBI Listing Regulations, the CEO and CFO of the Company have certified the accuracy of the Financial Statements, the Cash Flow Statement and adequacy of Internal Control Systems for financial reporting for the year ended March 31, 2021.

Declaration

The Company has made adequate disclosures as required under Regulations 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of the SEBI Listing Regulations.

For **Colgate-Palmolive (India) Limited**

Place: Mumbai
Date: May 17, 2021

R. Raghavan
Managing Director
(DIN: 08511606)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10) (i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Colgate-Palmolive (India) Limited
CIN : L24200MH1937PLC002700
Colgate Research Centre, Main Street,
Hiranandani Gardens Powai,
Mumbai - 400076.

We have examined the following documents:

- i) Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act');
- ii) Disclosure of concern or interests as required under Section 184 of the Act;

(hereinafter referred to as 'relevant documents')

as submitted by the Directors of **Colgate-Palmolive (India) Limited** ('the Company') bearing **CIN: L24200MH1937PLC002700** and having its registered office at Colgate Research Centre, Main Street, Hiranandani Gardens Powai, Mumbai - 400076, to the Board of Directors of the Company ('the Board') for the **Financial Year 2020 - 2021 and Financial Year 2021 - 2022** and relevant registers, records, forms and returns maintained by the Company and as made available to us for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (LODR) Regulations, 2015. We have considered non-disqualification to include non-debarment by Regulatory/ Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Due to the pandemic caused by COVID-19 and prevailing lockdowns / restrictions on movement of people imposed by the Government, for the purpose of issuing this certification, we have conducted our audit remotely based on the records and information made available to us by the Company electronically.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

Based on our examination as aforesaid and such other verifications carried out by us as deemed necessary and adequate (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we hereby certify that none of the Directors on the Board of the Company, as listed hereunder for the **Financial Year ending 31st March, 2021** have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

Sr. No	Name of Director	Director Identification Number (DIN)	Date of Appointment	Date of Cessation
01	Mr. Vikram S Mehta	00041197	25/10/2001	NA
02	Ms. Indu R Shahani	00112289	23/01/2012	NA
03	Ms. Shyamala Gopinath	02362921	19/05/2015	NA
04	Mr. Jacob Sebastian Madukkakuzy	07645510	28/10/2016	NA
05	Mr. Chandrasekar M. Sundaram	07667965	02/01/2017	NA
06	Ms. Sukanya Kripalu	06994202	01/06/2018	NA
07	Mr. Mukul V Deoras	02869422	01/09/2018	NA
08	Mr. Ram Raghavan	08511606	01/08/2019	NA
09	Mr. Sekhar Natarajan	01031445	21/05/2020	NA
10	Ms. Gopika Pant	00388675	21/05/2020	NA
11	Mr. Surender Sharma	02731373	21/05/2020	NA

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2021.

For **S. N. ANANTHASUBRAMANIAN & Co.**
Company Secretaries

ICSI Unique Code P1991MH040400
Peer Review Cert. No.: 606/2019

S. N. Ananthasubramanian
Partner

FCS : 4206
COP No. : 1774
ICSI UDIN : F004206C000290261

Place: Thane
Date: May 13, 2021

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of
Colgate-Palmolive (India) Limited
Colgate Research Centre,
Main Street, Hiranandani Gardens,
Powai, Mumbai - 400076

1. The Corporate Governance Report prepared by Colgate-Palmolive (India) Limited, contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub - regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2021 as required by the Company for annual submission to Stock exchanges.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations referred to in paragraph 1 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
- Read and understood the information provided by the Company in its Corporate Governance Report;
 - Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
 - Obtained and read the Register of Directors as on March 31, 2021 and verified that atleast one independent woman director was on the Board of Directors throughout the year;
 - Obtained and read the minutes of the following meetings held during the period April 01, 2020 to March 31, 2021:
 - Board of Directors;
 - Audit Committee;
 - Annual General Meeting (AGM);
 - Nomination and Remuneration Committee;
 - Stakeholders Relationship Committee;
 - Corporate Social Responsibility Committee;
 - Risk Management Committee
 - Obtained necessary declarations from the directors of the Company.
 - Obtained and read the policy adopted by the Company for related party transactions.
 - Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved by the audit committee.
 - Performed necessary inquiries with the management and also obtained necessary representations from management.

The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

8. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the financial year ended March 31, 2021, referred to in paragraph 4 above.

Other matters and Restriction on Use

9. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

10. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **SRBC & COLLP**
Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per Jayesh Gandhi
Partner

Membership Number: 037924
UDIN: 21037924AAAAEC4057

Place of Signature: Mumbai
Date: May 17, 2021

Management Discussion and Analysis Report

(within the limits set by the Company's competitive position)

Your Company is strongly focussed in the Personal Care business which includes Oral Care that accounts for over 90% of the Company's sales turnover. Within the Oral Care segment, the Company continues to sustain its leadership position both in the Toothpaste and Toothbrush categories for the financial year ended March 31, 2021 despite a challenging business and competitive environment. As a leading consumer products Company, we are also deeply committed to advancing technology that can address changing consumer needs. This is consistent with your Company's sustained endeavour to leverage technology in order to create products that will improve the quality of life for our consumers.

Your Company follows a closely defined business strategy to develop and increase its market leadership position in key product categories. On an ongoing basis, management focuses on a variety of key indicators to monitor business health and performance. These indicators include market share, net sales, gross profit margin, operating profit, net income and earnings per share. The monitoring of these indicators and the Company's Code of Conduct and Corporate Governance practices help to maintain business health and strong internal controls. The investments needed to support the growth are developed through its funding of growth initiatives such as reduction in costs associated with direct materials, distribution and logistics, advertisement and promotional materials and reduction of packaging materials. While the predominant business of the Company has been confined to Oral Care where it continues to face intense competition, the outlook for the industry is positive given the size of the opportunity. Your Company believes that the Company's business will continue to grow strongly in the next several years on the back of its experience in operating in a challenging environment and its continued focus on capturing significant growth opportunities. For years, the Company has been successful in identifying and meeting consumer needs within its core categories, through its consistent focus on the introduction of innovative products and the deployment of valuable consumer and shopper insights in the launch of successful new products.

The COVID-19 outbreak had a major impact on shopper and consumer behavior; and the subsequent lockdowns and re-openings affected trade and retail operations. There has been an evident change in relevance of channels, along with the way they have adjusted and adapted to the new environment. Your Company has responded in an agile and seamless manner through four key drivers - assortment, availability, value and innovation. Although there has been a resurgence of pandemic across the region, Your Company finds itself well-positioned to address the needs of its consumers, partner with customers and pay due attention to the well-being of its people.

In line with its focus on evolving consumer demands, your Company had major launches/re-launches in the portfolio, including-

- **Colgate Vedshakti Mouth Protect Spray:** First of its kind solution powered by Ayurveda that offers instant germ kill through the convenience and simplicity of a mouth spray. It provides instant germ-killing action in the mouth, refreshes breath with its minty saunf flavor and fits easily in the pocket.
- **Colgate Vedshakti Oil Pulling:** Combining the centuries-old practice of Oil Pulling with Colgate's oral care expertise, your Company has created an antioxidant rich blend of five oils known to deep clean and detoxify your mouth every morning, giving you benefits in oral health and beyond.
- **Colgate Zig Zag Anti Bacterial:** One of India's leading toothbrush brands, "Colgate Zig Zag" is now equipped with 100% Anti-Bacterial bristles, transforming into Colgate Zig Zag Anti-Bacterial. Infused with Silver Ions, these unique bristles inhibit bacteria build up on the bristle surface. Inside the mouth, Zig Zag's multi- angled bristles remove germs in between teeth. The New Zig Zag now offers superior benefits for overall protection.
- **Toothpaste for Diabetics:** Diabetes and oral care are closely interlinked and better oral care can help in better diabetes management. Your Company has launched Colgate's first ever Toothpaste for Diabetics. It's unique formula harnesses the goodness of Ayurvedic ingredients with cutting edge oral science helping people with Diabetes keep their gums healthy, thus helping them manage oral care as part of their diabetes management.
- **Colgate Visible White Instant:** Your Company has launched Colgate Visible White Instant, a toothpaste which promises an instant teeth whitening benefit to consumers. It has a unique technology and contains optical brighteners that whiten teeth from the first brushing itself.
- **Colgate Gentle Range:** The New 'Colgate Gentle' addresses the growing need for a brushing experience that does not harm soft tissues in the mouth or aggravate problems. The range has been specially curated with Dentists to deliver enhanced care for a healthy mouth and is also endorsed by IDA (Indian Dental Association).
- **Colgate Super Flexi Salt:** India's #1 selling toothbrush brand, Super Flexi, has launched the first ever Salt toothbrush, with Salt infused slim tip bristles to provide superior cleaning.
- **Colgate Zig Zag Turmeric:** India's first turmeric toothbrush, it has the unique offering of 100% antibacterial bristles infused with turmeric, that inhibit bacterial build up on the bristle surfaces. This offering is an extension of Colgate's range of Natural toothbrushes.

- **Colgate Magik:** To make brushing an exciting and interactive learning experience and to help kids develop right oral care habits, your Company has launched Colgate Magik, a first of its kind augmented reality toothbrush that completely transforms toothbrushing time into a fun adventure.
- **Palmolive Hand Sanitizer:** Palmolive Antibacterial Hand Sanitizer kills 99.9% of disease-causing germs instantly, without using soap or water. With 72% alcohol content and goodness of natural ingredients, it promises to provide 99.9% Germ Protection with 100% Love. The non-sticky, gel based formula is safe for hands, and leaves them feeling soft and pampered.
- **Palmolive Hand wash 150ml Doy Packs:** Liquid hand wash 185ml variants of Sea Minerals and Orchid Milk were re-launched in an innovative 150ml doypack. The pack provides an added convenience of use to the consumer, with the unique spout design.
- **Palmolive Charcoal and Mint Bodywash:** An e-commerce exclusive pack, Palmolive Body Butter Charcoal & Mint Bodywash is infused with Charcoal and Mint. The natural cleansing power of charcoal removes impurities, and mint adds a long-lasting freshness. It works like a scrub for the skin and has pH balanced formula along with 0% alcohol, parabens, silicones, animal derivatives, gluten or BPA, making it safe for any skin type.
- **Palmolive Luminous Oil Enriching Bodywash:** An extension to the Luminous Range of Bodywashes, Palmolive Luminous Oil Enriching Bodywash comes with a rich formula infused with 100% natural ingredients. Coconut hydrates and leaves skin feeling soft and supple, while Jojoba Oil helps in skin repair and damage control.

The launch of these products was complemented by our existing best-in-class distribution network across the country. Many of these distributors have been our pillars of strength over the years, including challenging times. Trust is the foundation of your Company's partnership, which helps us collaborate with key customers in Modern Trade and E-Commerce. The Indian FMCG retail landscape is going through exciting times with the emergence and co-existence of eB2C, eB2B and OTO channels along with traditional trade. At the same time, traditional channels are also upgrading themselves according to shopper expectations. During various lockdown phases, each of these channels played an instrumental role in taking our products to the shoppers. Neighbourhood Kirana and pharmacy stores emerged as preferred destinations due to restricted travel and social distancing guidelines. Building on these insights along with keeping the safety of our partner's employees paramount, your Company launched Anytime, Anywhere, Digital, Contactless mode of ordering - DigiOrder App for these retailers to send their orders to our partner distributors. The application has been downloaded by 1.25 Lakh+ customers and we expect the orders to significantly increase over this medium. Your Company also actively engaged with B2B customers, to strategically achieve assortment penetration and increased coverage

while providing alternate streams of product availability to the traditional trade channels. The e-commerce channel continued on its exponential growth trajectory. Convenience of home delivery and no-contact shopping experience, spurred the e-B2C preference in the economy which has ever increasing smartphone penetration backed by the cheap mobile data. A dedicated team of experts has been set up to work closely with all key customers to ensure that your Company is ahead of its competitors in all the categories it operates in. Your Company continued its strong performance in Modern Trade on the back of innovative new products, shopper engagement initiatives, joint business planning and alignments with category teams. Your Company, in line with its reputation in the industry, has developed key initiatives to build strong relationships with consumers, dental professionals and customers.

The Keep India Smiling mission continues Colgate's 80+ years of commitment to build strong foundations and create meaningful impact in the lives of the people. It includes your Company's long running, flagship program Bright Smiles, Bright Futures™ (BSBF) to provide foundational Oral Health Education. So far the program has touched the lives of 178 million children across the country.

Along with Oral Health Elevation, empowering the youth and children from underprivileged communities for higher education, sports & other career building opportunities and conserving the environment for a better future is also one of the top priorities of your Company. One of the key programs for youth and children, Keep India Foundational Scholarship & mentoring program has empowered youth from less privileged families from urban and rural geographies across India. 85% of the scholars come from families with less than ₹ 1.2 lakh annual income and have high potential as well as aspirations. 74% of these scholars have scored more than 90% marks in their studies. In spite of COVID-19 pandemic challenges, 100% scholars were digitally paid. The program has LMS based mentoring for all scholars along with one on one mentoring for select scholars. 51% of your Company's KIS scholars are girls. The KIS scholarship program has awarded youth with scholarships ranging from ₹ 40,000 to ₹ 2,25,000 in the categories of education, sports and community help. Your Company has invested in water accessibility in rural and tribal villages of Maharashtra (Amravati), West Bengal and Bihar and water augmentation for livelihoods & Women Empowerment program in tribal villages of Udaipur, Rajasthan. So far through these programs, > 800 Crore litre water is replenished in these geographies. Water accessibility has helped women reduce drudgery by 70% as well as rise in income by 22% in a short span of time. To accelerate efforts on Water conservation, this year, your Company launched a mega digital sustainability campaign #EveryCupCounts to remind everyone to "turn off the tap" while brushing their teeth. Call to action with the aim of saving 200 Crore of litre water was made and people across the country responded very positively by participating in pledges worth saving close to 300 Crore of litre of water. Based on focussed group

discussions and need assessment, your Company has recently launched a digital and financial literacy program for women in the tribal villages of Udaipur on March 8, 2021, 100 Digital Smile Sakhis trained in the program, will train 10,000 women in FY 2021-22 and 50,000 women by 2025.

Your Company continued to build on its 'Smile karo aur shuru ho jao' campaign in 2020, which brings to life its brand purpose of 'Everyone deserves a future to smile about'. Given the brand expression that lays emphasis on the positive power of smile, your Company brought to life inspiring stories. In each of such story, the protagonist embraced optimism with a smile and started on a new journey - be it an elderly woman choosing to marry again and giving life a second chance or a housewife who turned uncertain times into an opportunity to find her calling: to be a baker and starting this new journey with a smile.

In recent years, the Company has experienced heightened competitive activity, particularly within the Naturals segment. Such activity includes aggressive marketing claims, as well as increased promotional spending. With the "Mooh Swachh Toh Aap Healthy" (Pure Mouth means a Healthy You) media campaign launched in March 2020, Colgate Vedshakti became the first Oral Care brand that educated consumers about the connection between Oral Health & Overall Health. Our mouth is a gateway to the body and it is imperative we keep it clean & germ free. This high decibel campaign was kickstarted with the launch of a new TVC and further amplified with multiple print & digital initiatives through the year. Consumers resonated with the brand's message. A testimony to this was The Economic Times Brand Equity rating the Colgate Vedshakti media campaign #6 in their list of 'India's Top 100 Campaigns of 2020' across all advertised categories. The flagship naturals brand strengthened its position as the Ayurvedic Oral Care expert with two new launches - Vedshakti Mouth Protect Spray & Vedshakti Oil Pulling. Colgate Vedshakti Mouth Protect Spray is a breakthrough innovation. When we are out of our homes, it's not easy to keep the constantly growing mouth-germs in check. Colgate Vedshakti Mouth Protect Spray provides instant germ-killing action in the mouth. Oil Pulling is an ancient oral 'kriya' recommended in Ayurvedic scriptures as an essential part of daily morning health rituals or 'dinacharya'. Combining this centuries-old practice of Oil Pulling with Colgate's oral care expertise, we created an antioxidant rich blend of 5 oils known to deep clean & detoxify the mouth every morning, giving benefits in oral health and beyond. Incorporating Oil Pulling to your existing oral regimen helps remove impurities and promote Oral Health, keeping Oral diseases at bay. With the two new launches, Colgate Vedshakti became an Ayurveda Platform. A new, premium visual identity has been developed which unifies all the brands in the portfolio and gives a distinct signature of Ayurvedic expertise to Brand 'Vedshakti'.

The investments needed to support growth are developed through continuous, Company-wide initiatives to improve

realizations, lower costs and increase effective asset utilization. Through these initiatives, termed as the Company's revenue growth management and funding-the-growth initiatives, your Company seeks to become even more effective and efficient throughout its businesses. These initiatives are designed to drive sustainable revenue growth for your Company and better value products for the shoppers. Through these initiatives your Company also focuses on reducing costs associated with direct materials, indirect expenses, distribution and logistics, and advertising and promotional materials, among other things, and encompass a wide range of projects, examples of which include raw material substitution, reduction of packaging materials, consolidating suppliers to leverage volumes and increasing manufacturing efficiency through SKU reductions and formulation simplification.

Against a challenging backdrop of COVID-19 outbreak, your Company took adequate and pre-emptive measures to strengthen and nurture its relationship with stakeholders. Your Company launched an array of hygiene products for consumers, including hand sanitizers, toothbrush with antibacterial bristles, and innovative mouth spray. In order to ensure health and safety of employees and their families, your Company took appropriate measures including restrictions on travel and enhancing the hygiene & sanitation protocols across all offices and plants. Your Company was first amongst the FMCG players to allow work from home to its employees. Your Company worked with various regulatory authorities & industry groups to facilitate a more regular and consistent supply of your Company's products to consumers across the country. In the true spirit of partnership, your Company sponsored the health insurance benefit and supplied personal hygiene kits to the employees of its distributors. Through local initiatives like 'Safety bhi Dhandha Bhi' and 'Namma Green Stockists', your Company provided support to partner distributors for regular sanitation of their premises. Along with supporting the 'Suraksha Store' initiative of the Central Government, your Company launched a Digital platform for ordering for retail stores to ensure contact less and safe order process, while adding a lot of convenience and flexibility. To preempt any further disruptions caused by ongoing pandemic challenges, the Company continues to build on analytics capabilities to respond in an agile and seamless manner. Following a cautious assessment of the ongoing situation and putting in place response mechanisms on the basis of key learnings from last year, your Company finds itself prepared to mitigate these risks.

Going forward, your Company expects the challenging market conditions and unfavourable macroeconomic conditions to continue. Your Company believes that it is well prepared to meet the challenges ahead due to its strong financial condition, experience of operating in challenging environments and continued focus on its key priorities. These priorities include: growing sales through

greater engagement with consumers, delivering world-class innovation and working with its distributors and retail partners; driving efficiency on every line of the income statement to increase margins; generating strong cash flow performance and utilizing that cash effectively to enhance total shareholder returns, and leading to win by staying true to the organization's culture and focusing on its stakeholders. Your Company's commitment to these priorities, together with the strength of its brands, its best-in-class distribution network and its cost-saving initiatives,

should position your Company well to increase stakeholder value over the long term.

Your Company believes that it has adequate internal control systems in place. The discussion on the Company's financial performance, is covered in the Directors' Report. There were no material developments on human resources during the Financial Year 2020-21 and industrial relations continue to be positive. The number of people employed by the Company as on March 31, 2021 was 2,392.

Details of changes in key financial ratios as compared to immediately previous financial year:

Particulars	2019-20	2020-21
Debtors Turnover [#]	26.22	38.54
Inventory Turnover [~]	5.77	4.90
Interest Coverage Ratio [*]	0	0
Current Ratio [§]	1.16	0.85
Debt Equity Ratio [*]	0	0
Operating Profit Margin (%)	22	27
Net Profit Margin (%) (after tax)	18	22

The Company's key financial ratios continue to be very healthy.

The Return on Net Worth in the financial year 2020-21 has increased to 75% from 54% in the immediately previous financial year due to increase in profit for the year and (lower equity) higher declaration of dividend in the current year compared to previous year.

[#] Improvement in debtors turnover ratio is driven by better collection.

[~] Inventory turnover is lower due to additional contingency planning measures adopted.

[§] Current ratio is lower due to Second interim dividend payable as on March 31, 2021 (declared on March 22, 2021) which was paid on and from April 16, 2021 and higher payables.

^{*} Debt and Interest expense appearing in the Financial Statements for the current year wholly relate to the lease liability as per Ind AS 116.

Annual CSR Report

Annexure 2

1. Brief outline on CSR Policy of the Company:

Founded in 1937, Colgate-Palmolive (India) Limited ('Colgate') has always focused on 'Building a Future to Smile About'. Colgate continues to make great strides towards this long-standing commitment, through various programs and partnerships that bring our brands and values to life, across the nation.

Colgate's success is linked to the Company's core values of Caring, Global Teamwork and Continuous Improvement.

Colgate ensures that all its stakeholders, including customers, shareholders, employees, business partners and the national community, are cared for. We work towards protecting the environment, as well as continually improving and enhancing the quality of life of individuals and communities through a multitude of partnerships and associations.

The Colgate family is committed to working together across the country not only to achieve sustained profitable growth but also to bring about a positive impact in the lives of many underserved communities.

At Colgate, our priority and objective is to remain focused on delivering innovations, enhancing effectiveness and efficiency and giving back to the communities where we live and work, in line with our core values.

An overview of the Company's CSR programs / projects is available on the Company's website at <http://www.colgateinvestors.co.in/policies> and appended hereto.

2. Composition of CSR Committee:

Sl. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Dr. (Ms.) I. Shahani	Chairperson - Independent Director	2	2
2.	Mr. S. Natarajan*	Member- Independent Director	2	1
3.	Mr. R. Raghavan	Member- Executive Director	2	2
4.	Mr. M. Chandrasekar	Member- Executive Director	2	2

*Appointed as Independent Director w.e.f. May 21, 2020

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

<https://www.colgateinvestors.co.in/policies>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable

Sl. No	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹)
-	-	-	-

6. Average net profit of the company as per section 135(5) : ₹ 1049.99 Crore.

7. (a) Two percent of average net profit of the company as per section 135(5) : ₹ 21 Crore

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. : Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c):. ₹ 21 Crore.

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
21.53 Crore	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)		
Sl. No	Name of the Project	Item from the list of activities in schedule VII to the Act	*Local area (Yes/No)	Location of the project		Project Duration*	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation – Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District		Crore	Crore			Name	CSR Registration No.
1	Water Access & Augmentation for livelihoods & Women Empowerment	Conservation of Natural Resources (iv)	Yes	Maharashtra, Rajasthan	Amravati, Udaipur	-	2.53	2.53	-	No	Water For People Seva Mandir	NA
2	Education Program	Promoting Education (ii)	Yes	Maharashtra, Uttar Pradesh, Bihar, West Bengal, Himachal Pradesh & Andhra Pradesh	Mumbai, Baddi & Sricity	-	4.95	4.95	-	No	Shikshadaan Action Aid Pratham NTP+ SEEDS	NA
3	Oral Health Elevation (BSBF)	Preventive Healthcare (i)	Yes	Maharashtra, Delhi, Andhra Pradesh, Bihar, Chhattisgarh, Goa, Gujarat, Hyderabad, Jharkhand, Haryana, Karnataka, Kerala, Madhya Pradesh, Rajasthan, Orissa, Punjab, Telangana, Tamil Nadu, Uttar Pradesh, Uttarakhand, West Bengal	Multiple locations	-	2.48	2.48	-	Yes	Direct	NA
Total							9.96	9.96				

*These are 'ongoing projects' as defined in the CSR Amendment Rules, 2021. Upto the financial year 2020-21, the budget for the programs were allocated and approved on an annual basis.

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)		
Sl. No	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of Implementation – Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District	Crore		Name	CSR Registration No.
1	COVID 19 Support	Disaster Management (xii)	Yes	Himachal Pradesh, Gujarat, Andhra Pradesh, Goa, Maharashtra, West Bengal, Delhi, Rajasthan, Uttar Pradesh, Assam, Odisha, Madhya Pradesh, Chattisgarh, Jharkhand, Tamil Nadu, Karnataka, Telangana, Haryana, Kerala, Bihar	Multiple locations	11.57	Yes	Multiple NGO Partners*	NA
Total						11.57			

*COVID-19 Support efforts were implemented by the Company directly as well with the help of multiple NGO partners in various geographies including our operational areas.

- (d) Amount spent in Administrative Overheads : Nil
- (e) Amount spent on Impact Assessment, if applicable : Not Applicable
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 21.53 Crore
- (g) Excess amount for set off, if any

Sl. No	Particulars	Amount (₹ in Crore)
i	Two percent of average net profit of the company as per section 135(5)	21
ii	Total amount spent for the Financial Year	21.53
iii	Excess amount spent for the financial year [(ii)-(i)]	0.53
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.53*

*The Company has spent in excess of the mandatory requirement under the Companies Act, 2013 but has decided the same is not to be set-off.

- 9 (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

Sl. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
-	-	-	-	-	-	-	-

- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed /Ongoing.
-	-	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year - Not Applicable

Asset-wise details:

- (a) Date of creation or acquisition of the capital asset(s) - Not Applicable
- (b) Amount of CSR spent for creation or acquisition of capital asset - Not Applicable
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc - Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) - Not Applicable
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) - Not Applicable

Place : Mumbai
Date : May 17, 2021

R. Raghavan
Managing Director
(DIN: 08511606)

I. Shahani
Chairperson - CSR Committee
(DIN: 00112289)

1. Colgate Bright Smiles, Bright Futures™ Program:

At Colgate, we understand that oral health plays a significant role in people's overall health. Thus we recognize the importance of a healthy smile and following continued good oral health care practices. Importantly, developing good habits at an early age helps children get a good start towards a lifetime of oral health.

As India's leader in oral care, Colgate is committed to improving children's oral health and considers it as the Company's responsibility to bring healthy, bright smiles to the children of India through oral health awareness and education.

One of the most impactful oral health initiatives by Colgate is Bright Smiles, Bright Futures™ (BSBF). A flagship initiative by the Company, it was created with an aim to spread awareness among children about the correct oral health habits, basic hygiene and diet and reduce the prevalence of dental caries. Since the inception of the program in 1976, the Company has been delivering oral health education to children by reaching out to influencers - like school teachers and the anganwadi workers in the community to promote preventive oral care education.

Children between the age group of 6 to 14 years studying in primary schools are taught good oral hygiene habits, the right techniques of brushing with the use of a tooth model and a toothbrush, and the importance of brushing at night through an interactive module, where the importance of a good mouth cleaning regimen is strongly instilled in them. At the end of the program, each child is given a 'Dental Health Pack' consisting of a toothpaste and a toothbrush, along with attractive charts depicting valuable oral care information in order to encourage these children to brush twice a day and take care of their oral care hygiene. A chart containing oral care information is left in each classroom as a reminder to the children, and for the teachers to reiterate the oral care message. School teachers are trained and provided with a 'Teacher's Guide' to help them instill good oral care habits on an on-going basis. The Teacher's Guide helps teachers advocate the importance of healthy teeth. As a pilot in the year 2019-20, along with the preventive Oral Health awareness for children, dental checkups were added in the ongoing BSBF program in two cities, predominantly in the government municipal schools. This pilot program was successfully implemented for approximately 2 million children.

BSBF has, so far, touched the lives of 170 million plus children between the ages of 6 and 14 years in schools across India since inception of the program.

In the financial year 2019-20 alone, the BSBF program reached 7.34 million children across the country with Oral Health Awareness and Education.

The year 2020 was a challenging year due to COVID-19 and schools were not open for most of the period. Teams worked with agility and worked on piloting an effective e-bsbf program in a digitally safe environment reaching out to the children and their parents in the comfort of their home. The pilot was done across 2 cities and based on its success, it was quickly scaled up to reach 1.2 MM children across cities. It required the teams to consistently work with the school authorities in a timely manner to engage with the child and parents at the apt time to reinforce the importance of developing good oral care & hygiene habits, which is much more critical during these times. The e-bsbf program also provided the children with an e-brushing calendar to track their brushing habits. The learnings of e-bsbf program will be helpful to plan for the future. Since its inception the program has reached 178 million children so far.

2. Positive Step Program with Network In Thane by People Living with HIV (NTP+):

At Colgate, we recognize the seriousness of HIV/AIDS and its overall impact on the workplace and on society. Our HR policy focuses on non-discrimination and confidentiality, prevention, access to treatment, partnerships with third parties and providing proactive organizational support. We work to limit the impact of HIV/AIDS and maintain an environment at Colgate that is open and conducive to acceptance.

Colgate initiated 'A Positive Step', a program in collaboration with 'Network In Thane By People Living With HIV' (NTP+), a non-governmental organization promoting education for HIV infected and affected children.

The program supports education, nutrition and the overall personality grooming of the infected and affected children with the help of NGO partners. The program that had started with a handful of children has grown to support approximately 80+ children.

Our Knowledge Garden initiative (creative library) has encouraged and helped children develop a desire to learn through creative ways. Colgate employee volunteers spend their time engaging with these children through creative and fun based learning sessions which has helped these children sharpen their skills and given them the confidence to face challenges bravely and more positively. In the financial year 2019-20, we kept the Mentorship Program for the students of 12th Standard and above as the primary focus for all round development of the children.

COVID-19 period had its challenges and due to health and safety reasons, meetings in person were reduced but teams at NGO adapted to the change and continued to support the program children through E connects, Telephonic and Video Conversations. Support for Nutrition and Education has continued taking all safety measures. Colgate employee mentors made every effort during these times to reach out to their mentees, continuing with Mentor Mentee meetings and learning sessions virtually. Currently 21 Young adults of the program are pursuing higher studies/college education, out of this population, 11 are covered under mentorship program and 9 of them are currently employed in part time/full time capacity. Over the years the program has strengthened the abilities of the children and helped them gain confidence.

Every year, Colgate also organizes a special event on 'World AIDS Day to salute the spirits of these children', wherein all children of the program are invited to spend a day at the Colgate office and interact with their sponsors, volunteers, and with the entire Colgate family. This occasion is also a platform for the children to showcase their talents and for Colgate People to salute their spirit. For the first time we had a virtual World AIDS Day Celebration. Children's wishes were granted through a virtual wish tree, and all their wishes in the form of gifts desired, including a happiness hamper were sent to each child. It was an effort to engage children, help uplift their morale and stay connected during this tough period.

More information about the NGO is available on www.ntpplus.org

3. Programs with Seva Mandir:

Seva Mandir is a non-profit organization, working in and around Udaipur, in Rajasthan. It works in the fields of education, health, empowerment of women and youth, village institutions and towards natural resource development. Colgate's association with Seva Mandir has supported programs in various domains like education for children, Water augmentation to support livelihoods and women empowerment program for less privileged communities in the Tribal & Rural villages of Udaipur, Rajasthan.

In the financial year 2017-18, Colgate partnered with Seva Mandir for feasibility study to assess socio-economic needs, especially of women in 9 tribal villages. Through this assessment, challenges on low income of the families, underrepresentation of women in economic earnings and decision making process, low yield crops, poultry, loans of higher interest were clearly visible. Lack of water availability throughout the year was one of the most critical issues and

impacted not only livelihood opportunities but also led women and girls to spend a lot of time fetching water. Stakeholder responses surfaced issues of women but also helped learning their aspiration for a better life for self and family. With these insights and assessing potential opportunities, a comprehensive program was developed to support Livelihoods and Women Empowerment with background support of Water availability/ accessibility through various water augmentation interventions.

The program focuses on the Economic and Social Empowerment of communities, specifically women from 9 tribal villages in Udaipur, Rajasthan. The Program focuses on multiple dimensions like formation and strengthening of women self-help groups, training these self-help groups on resolving day to day issues, creating habits of savings, exposure trips and technical training for livelihood options like backyard poultry, floriculture and agriculture enhancement. Field teams of Seva Mandir made efforts on consistent engagements of stakeholders to support the SHGs, village level collaborations and institutionalization of processes helping create ownership. The program was formally launched in Year 2018, in one of the tribal villages of Alsigarh block, Udaipur, Rajasthan.

The program framework also defined long term impact goals and milestone impact outcomes. In a small time frame, the program has helped replenish more than 3,00,00,000 Litres of water and helped enhance income levels to 22% than the baseline. Today, the program supports more than 9000 villagers benefiting through enhanced agricultural livelihood, 800+ women beneficiaries directly through livelihoods. So far, Water Augmentation work has helped restore 08 anicuts and 18 wells, which has further helped 83 wells recharged. By this financial year about 57% villagers have started cultivating 2-3 crops rather than single crop, which has helped increase their income levels. Most of the months have witnessed water availability throughout the year through recharged wells. Through self-help groups, women have repaid more than 80% of the loans. A few women started their small entrepreneurship like opening a small kirana shop, or starting a tent business at a small scale in addition to enhancing floriculture & backyard poultry activities. Due to water availability and better accessibility, there is a considerable reduction in drudgery and women are using this time for livelihoods as well as for other households or with the family. Success stories have inspired other women to come forward and join self-help groups. During COVID-19 period, some women beneficiaries themselves came out and suggested multi cropping, which was helpful for inhouse consumptions as well as within the villages. The agility,

courage which led them to take this decision was one of the important positive impact of the program and efforts.

Since program beneficiary women started earning and it was important to save and use money judiciously, an assessment was done to understand the level of financial & digital awareness through focussed group discussions and interactions in self-help groups. Based on need, a program on Digital & Financial literacy program was designed, which will enable the women to learn financial management, not get trapped in frauds and help them make informed financial and entrepreneurial choices and enable them a better future for their families and children confidently. On the occasion of International Women's Day, March 8, 2021, a Financial and Digital literacy Program was launched in one of the villages. As a first step in the program, 100 Digital Smile Sakhis will be trained, who will further train women in self-help groups. This initiative aims to train 10,000 women in FY 2021-22 and 50,000 women in next 5 years from tribal, rural, urban areas & from less privileged backgrounds.

We have also been partnering with Seva mandir through 'Colgate Seva Mandir Education Scholarship Program' since financial year 2017-18 for children from tribal and rural areas of Rajasthan. The children enrolled in this program are primarily girls from less privileged families, who did not have an opportunity to continue their education while staying in their villages. Through a defined process, Seva Mandir selected the most deserving children having aspirations to study further. Colgate supports the entire education program including costs of school fees, hostel stay, study material, uniforms, travel, special coaching, remedial classes and sports. Children study in Vidya Bhawan School in Udaipur, which focuses on an all-round development of children through academics, cultural sensitization, sports and also by building in them a strong value system, through various engaging activities and initiatives. With a focus on all round development, focus on sports and fitness, few girls in the program have also qualified for District and State level Hockey tournaments.

Colgate has also supported Seva Mandir and Vidya Bhawan to build a better infrastructure and facilities for the children in the form of well-lit classrooms, uniforms, residential and storage spaces, availability of safe drinking water, renovation of toilets and washing facilities, availability of computers/laptops and infrastructure for libraries, creation of a Volleyball court and common areas in its two hostels. The aim of the program is to support the accessibility to quality education, sports and build an overall, enriching experience for the children and to enable them to aspire for a brighter future ahead. During FY

2020-21, schools were closed for a couple of months, but during their stay back in villages, field social workers made efforts to stay connected with parents as well as these children, mobile technology was used to share learnings and once the schools started, complete focus was given to bring the children up to speed and also ensuring hygiene and safety protocols being followed by the children. In the internal assessments done for Class 10-12th, the assessment scores were good than the baseline, more importantly children in spite of challenges are inspired to continue studies and more than 60% students scored above 50% marks.

Colgate employees volunteer and partner with Seva Mandir to support these causes through various volunteering initiatives. More information about the NGO is available on www.sevamandir.org

4. Read India with Pratham:

Colgate has been associated with Pratham, an NGO working towards providing quality education to the underprivileged children in India. 'Every child in school and learning well' has been Pratham's endeavor since its modest beginnings in Mumbai in 1994. Pratham tries to supplement the Government initiatives of primary education.

Colgate has partnered with Pratham under their initiative "Read India". Under this initiative Colgate extends its support to educate 10 communities in Mumbai. Employee volunteers engage with the children in these communities through learning camps and help them learn language, skills, etc. More information about the NGO is available on www.pratham.org

5. 'Saksham' Program with SEEDS:

Realizing the need to make the future generation more employable and self-reliant, Colgate launched 'Saksham', a pragmatic initiative for the social and economic empowerment of the youth from less privileged backgrounds, through an employability linked skill development program. Colgate launched this program in 2016 in partnership with NGO SEEDS and its implementation partner Learnnet Skills.

Through an extensive mobilization process, candidates from rural and urban clusters are enrolled for the program. The focus is on enrolling candidates who have the potential and willingness to learn, but may be lacking the financial resources, exposure and guidance. The curriculum is imparted through multimedia enabled content, by trained faculty Members. Efforts are made to arrange opportunities for experiential learning through interactions, engaging sessions

and visits from Colgate teams and other people from different walks of life, including business partners, etc. This helps to build the confidence of the candidates.

The program was launched with an objective to empower 1000 young people through employability linked skilling certifications and employment opportunities facilitated by NGO/IP's collaborations. The 'Saksham' journey started in the year 2016 with an enrolment of 25 candidates at Lucknow, Uttar Pradesh and then expanded subsequently to Kanpur, Varanasi, Allahabad, Moradabad in Uttar Pradesh, Patna in Bihar and Kolkata in West Bengal. The program has certified 1300+ candidates, more than the targeted number and more than 900 candidates have been facilitated with employment opportunities through the NGO and its implementation partner. During 2020-21, COVID challenges adversely impacted some of these candidates, which resulted in loss of jobs. As a remedial measure, the program enrolled such candidates for reskilling on English language and social grooming which could help regain their confidence and prepare for employment opportunities. This course will be of 2 months duration post which candidates will be given interview opportunities. We started a new batch with 100 candidates in March 2021. Placement process and tie ups have been lined up for the first batch.

More information about the NGO is available on www.seedsimpact.org

6. Water with Water for People, India Trust:

Water is one of the key pillars of Colgate's sustainability initiatives. To build a culture of Save Water many initiatives have been carried out within Colgate's manufacturing facilities and offices across India, which has helped not only in the recycling, reuse and zero discharge of water but also in water conservation and sensitization towards the cause of Save Water.

To strengthen our commitment towards water and to support communities, Colgate has expanded its partnership with Water for People, India Trust (an NGO) and launched a Water program for rural and tribal villages in the Amravati district in Maharashtra. Water for People India Trust focuses on a comprehensive water management approach. In Amravati district, an in-depth feasibility assessment was conducted to shortlist the villages which have multiple challenges with respect to water. The level of water in the local water source starts depleting from the month of February, due to which women and girls of the local communities have to fetch water from distant water sources. Additionally, other challenges like water

quality and accessibility needed redressal too. A comprehensive roadmap and implementation plan is made to address these challenges in select villages based on need prioritization, etc.

The program aims to support projected cumulative coverage to 36 villages by 2022. The key components of this program are water availability, accessibility, quality of water, rain water harvesting and support in sanitation (in schools/communities area as per plan), education on hygiene and conservation of water through the WASH program based on prioritization, sustainability, partnership of local communities and stakeholders and building capacities. Lot of emphasis is given to positively impact social behavior change in order to understand importance of saving water and to ensure ownership through Water user committees, safety and security plans with local Panchayats, Enterprise promotion and work with village level institutions. The approach has helped sustainability of the program and meeting Sustainable Development Goals (SDGs) guidelines in alignment with JalShakti and Jal Jeevan Mission.

COVID related challenges have impacted the pace of some infrastructural activities, hence restructuring of goals and milestones was done with the NGO partners keeping in mind the situation & safety of implementation teams. The program will resort to original speed once things are better. So far 22 villages are reached with community water availability (16) and water supply schemes (06), including schools, anganwadis and ashramshalas. The program has been able to replenish 4,93,40,800 Litres of water since the inception. Travel drudgery to fetch water is reduced by 2 hours every day impacting lives of women and girls positively. More information about the NGO is available on <https://www.waterforpeople.org>

7. Education Program with Action Aid:

This program aims to impact the lives of the children from low income group families by empowering them with computer-literacy, communication skills and personality grooming. Efforts are made to encourage enrollment of girl children in the program.

As per assessment, it was found that in spite of an interest and the potential to learn, children from villages and less privileged families are not well versed with computers and lack communication skills. The program started in 09 Government schools & a Community centre in and around Baddi, Himachal Pradesh. We have seen positive differences in learning and confidence building, acknowledged by the parents as

well as community stakeholders. Employee volunteers from factories engage with children and help them in exposure trips, celebrations and appreciations. In the FY 2019-20, the program was expanded to 03 government schools in Sricity, Andhra Pradesh. Based on initial assessment, elements of building drinking water, water availability for sanitation was added as part of the program. There is equal participation and collaboration of teachers and parents, which is necessary for ownership and sustenance of the program. Volunteers from Sricity factory engage with children in spreading Oral Health Awareness, various competitions and participate in other initiatives. Due to COVID the FY 2020-21 was difficult for all as schools were shut. But the ground teams made every effort to connect with children and their families through phone and Whatsapp. Learning materials continued to be shared through Whatsapp to continue learning and engagement. However teams are working to find better solutions to improvise learnings until schools reopen. The program has enrolled more than 1200 children so far and with focus on interventions to bring more girl children to mainstream, strength of girl children has increased to 60%.

More information about the NGO is available on www.actionaidindia.org

8. Keep India Smiling Foundational Scholarship & Mentorship Program:

In 2019, Colgate India under the aegis of Keep India Smiling Mission launched the Keep India Smiling Foundational Scholarship program. The program is run in partnership with the ShikshaDaan Foundation and Technology supported by Buddy4Study. The program offers financial support to deserving candidates across Urban and Rural India, who are meritorious but due to financial constraints lose the opportunity to enhance education or future employability aspects. The scholarships are provided in the areas of Education, Sports and for Community betterment.

Along with the financial support, a LMS based Mentorship program support is also designed as part of the program, which will enable candidates to have more exposure to their personality grooming, improve language skills and understand various career opportunities available. While LMS based mentorship is available to 100% of the scholars, one on one mentorship by panel members and their representatives is done for about 20% of scholars. Candidates apply on Keep India Smiling website <https://www.colgatecares.co.in/keepindiasmiling/> for a particular category, which has set criteria mentioned

on the application form. Efforts are made to reach the last mile through Village Level Entrepreneurs (VLEs), NGO networks and other social or print media measures. An expert panel of professionals excelling in their field is constituted, including World Boxing Champion and renowned Boxer Ms. Mary Kom. Panel will review the shortlist and with their experience and expertise, finalize the list. Panel members will also play a role in the mentorship process.

An extensive AI based first shortlist is prepared on a basic criteria and merit, followed by a round of interviews and verification of documents to prepare the shortlist for the panel's review. Community help is a unique category of scholarship which has a multiplier impact. Each community scholar further empowers group of children or individuals. In FY 2020-21, in spite of the COVID challenges, all the scholars were supported with 100% digital payments. One on one mentorship sessions were kicked off for the scholars in the education category. So far 662 Scholars have been selected from 138 districts across 22 states. 83% of scholars come from families having an income of less than ₹ 1 lakh per annum. Two of the sports scholars have won National level championships in this year.

More information about the partners is available on <https://www.shikshadaan.com/> and <https://www.buddy4study.com/>

9. COVID-19 Pandemic relief efforts

Colgate India has a long standing history and commitment to deeply care and support the people and communities where we operate, in line with our Core Values. Colgate India, being a responsible corporate citizen, has always come forward to help people and communities whenever the Country has faced any natural calamity. The year 2020 was a challenging year for everyone. The COVID-19 Pandemic has created havoc and an unprecedented challenge for the entire country and the world at large. We deeply acknowledge the efforts of Government authorities and all medical professionals and other personnel who are tirelessly working to combat this unprecedented challenge.

While Colgate has globally tied up with the World Health Organization for donation of hygiene products, we at Colgate India took a multi-fold approach to support the communities which were adversely impacted and we appreciate efforts of the on the ground teams of NGO partners, support extended by Government bodies and local administration of the areas and communities we operate through the following initiatives:

We partnered with NGO Action Aid to extend support on meals / food ration kits and hygiene kits for adversely impacted families including migrant workers, daily wage earners, COVID impacted people in about 174 locations in and around our all manufacturing locations and in Mumbai. Given the local on the ground reach capabilities of NGO, it helped them reach more than 16000 families with 2.4 MN meals at multiple locations. Being an Oral care & hygiene company, we feel responsible to extend every possible support with our hygiene products to the communities, who cannot buy them in this hour of need. We partnered with Goonj to

reach these communities in urban and rural locations across multiple states in India through their meaningful Rahat COVID-19 initiative. In addition to this, few other communities were reached through various NGO partners making it to 5 MN products reaching the deserving people. Additionally, based on rapid need assessment, we partnered with NGO CARE to make 1.2 MN hand sanitizations reach Frontline Health Care workers, COVID Warriors, Sanitation workers in Government Hospitals, Municipal Corporations in more than 11 states. On the ground teams of NGO partners have shown exemplary commitment in reaching the right people at the time when it was needed the most.

Annexure 3

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014.

A) Conservation of Energy and Water:

Your Company continues its endeavor to improve energy & water conservation and utilization. Some of the steps taken by the Company for conservation of energy & water at its manufacturing plants during the financial year 2020-21 are outlined below:

Sanand Plant

- Conservation of Energy:
 - At regular intervals Plant conducts a workshop viz. 'Energy Treasure Hunt' to encourage ideas on energy conservation from its employees. The ideas generated for energy conservation are being implemented, which has generated savings of 10.89% on per MT of production, quantified to 2,389,012 kWh of energy saving in 2020. Further, during the financial year 2020-21 the plant has invested 37 Lakhs on identified projects which will save additional 349,398 kWh of energy on an annual basis.
- Conservation of Water:
 - Last year Plant had harvested about 59,921 Cubic Meters (Cu M) of rain water, based on 2020 rainfall data. Further, Plant reuses waste water after treating it in the Effluent Treatment Plant for gardening. Last year, the plant had used 32,271 Cu M of treated water. In total the Plant had saved 92,192 Cu M of water which is more than the water consumed by the site (67,441 Cu M) from GIDC.
 - Further, through different projects 9.47% non-product water was less consumed per MT of production, quantified to 6,546 Cu M water saving in 2020.

Goa Plant

- Conservation of Energy:
 - Goa Site converted Boiler Fuel from High Speed Diesel to Natural Gas. NG a low fuel price 30% to 50% cheaper than a liter of diesel. Natural gas creates far less nitrogen oxides (NOx) and particulate matter (PM) when combusted. It emits lower CO2 emissions, about 30% less CO2 than the burning with diesel. CNG is sustainable fuel. CO2 Emission 55.06 Kgs/ MMBTU.

- Installed split air conditioners with new HFC or low global warming potential refrigerant & Energy 5 Star grade to reduce carbon footprint.
- Energy management software (PME) is upgraded for additional capabilities of new Power Event Analysis, including smart alarm management and timeline analysis, Energy Analysis Dashboards, Consumption Ranking, IEEE519-2014 Harmonics Compliance Report, KPI report, Energy Billing Module & Power Quality Performance Module.
- Due to lack of finely controlled reactive power compensation and harmonic mitigation, the THD for current THDi measured for APFC is 10.6%. Installed Hybrid Filter panel (PCS+Active filters and 14% detuned APFC panel) to get THDi of 1%, a demand reduction of 40~50KVA.
- Converted the conventional type belt driven AHU blowers with Low power and high efficiency Axial Fans. Nine nos. of blowers are converted. This enabled energy savings of 45~50%, on the units consumed by these units and thus reduced the fixed load.
- Conservation of Water:
 - Plant carried out groundwater exploration for delineating potential bore well locations for recharge and extraction within the premises. This involved carrying out a geophysical investigation survey to delineate the aquifer zones and suggest best locations suitable to construct bore well recharge structure. Two new bore structures installed with approved filtration systems, which have charged rainwater of approximate 600 m3 in the last monsoon. Estimated rain water recharge for this year is 4800 m3.
 - Extended WWTP - Treated water to flush the contractor toilets which will reduce impact of raw water consumption of 10KL/Month.

Baddi Plant

- Conservation of Energy:
 - Converted CFL to LED lights. Approx saving 53 KW/day.
 - Installed a small air compressor for the purging in storage tanks. Approx saving of 1300 KWH/Day.
 - EC blow installation on some of the AHU. Approx --- 790KW/day.
 - PF improvements by replacing existing capacitor banks. Approx saving 600 KWH/day.

- Conservation of Water
 - Making systems steam condensate recovery. Approx saving 3KL/day.
 - Optimized Domestic water consumption by replacing with auto taps. Approx saving 1KL/Day.
 - Usage of RO reject water in flushes. Approx saving 5 KL/ day.
 - Steam condensate recovery of pre heat tanks of SWT plant by installing a SOPT. Approx saving 1 KL/Day.

Sri City Plant

- Conservation of Energy :
 - The Company has taken many initiatives in the Plant, majorly by investing in Solar Power plant for captive consumption to ensure commitment towards green power, sustainability, and saving initiatives. Last year we have used 29.2% green energy out of total power consumption.
 - Sri City achieved Energy Star Award from USGPA for reduction of 11% energy for Period 2018-19.
 - 300 No's of LED lights with 70 Watts capacity are replaced with 36 Watts and resulted into saving of 85 MWh.
 - Phase-2 Warehouse ventilation system provided with VFD and power consumption has been reduced from 40 KW to 32 KW and achieved savings of 29 MWh.
 - Rain water tank 11 KW pump has been replaced with 5.5 KW with the same flow rate. It resulted in savings of 2.2 MWh.
- Conservation of Water:
 - Usage of RO Plant-2 Reject water in Domestic flushing a savings of 250 KL has been achieved.
 - Water efficient Aerators fixed for taps in the Wash rooms & Kitchen resulted in a savings of 300 KL.
 - 9611 KL of Rainwater collected in 2020-21 from Roof and resulted into savings of purchased Water from Sri City.

B) Technology Absorption:

The Company continues its efforts on various Research & Development (R&D) activities using technology received from Colgate-Palmolive Company, U.S.A., for development and manufacture of oral care and Personal care products. The technology received by the Company is being absorbed and adapted to the demands of the local market.

The following are some R&D and technology absorption efforts made by the Company during the year:

1. Adapted technology for products using both local and / or imported raw materials and flavours.
2. Prepared laboratory and pilot plant batches and set tentative product specifications.
3. Completed product stability tests, microbiological tests, analytical tests and method validation.
4. Optimized various manufacturing processes and filling trials.
5. Tested new product or formula among sensory expert panel Members and consumers.
6. Finalized product formulations, process and product quality specifications.
7. Identified alternate local raw material vendors.
8. Reviewed and approved product claims and provided clinical documentation support.
9. Worked in partnership with the Early Research and Product Development partners in the U.S. to bring new actives/ ingredients into the toothpaste.
10. Worked with the cross category research team in the U.S. on highly advanced instrumentation techniques to generate scientific data support to the products.

New technologies imported, allowed the Company to have a strong presence in key benefit segments of the Oral Care market viz., Cavity Protection, Gum Health, Tooth Pain Relief, Anti-Sensitivity, Natural Protection and Freshness and Personal care market i.e. Shampoos, Shower Gels and Liquid Hand Soap.

The details of technology imported by the Company during last three years are as follows:

Technology Imported	Year of Import	Has the technology been fully absorbed?	If not fully absorbed, areas where absorption has not taken place, and reasons thereof
Toothpaste for Diabetics	2020-21	Yes	Not applicable
Colgate Vedshakti Spray	2020-21	Yes	Not applicable
Visible White Instant Toothpaste	2020-21	Yes	Not applicable
Ajax Wipes	2020-21	Yes	Not Applicable
Palmolive Mint and Charcoal Shower Gel	2020-21	Yes	Not applicable
Halo Shampoo Relaunch	2020-21	No	Product not yet commercialized
Colgate Kids Toothpaste (Strawberry and Bubble Fruit flavor)	2019-20	Yes	Not applicable
Colgate Kids premium Toothpaste (3 variants)	2019-20	Yes	Not applicable
Colgate Charcoal Clean Toothpaste	2019-20	Yes	Not applicable
Halo shampoo (5 mL sachet)	2019-20	Yes	Not applicable
Palmolive Luminous oil - Shower Gel (2 variants)	2019-20	Yes	Not applicable
Palmolive Luminous oil - Liquid Hand Soap (2 variants)	2019-20	Yes	Not applicable
Palmolive Luminous oil - Shampoo (2 variants)	2019-20	Yes	Not applicable
Colgate Dental Cream relaunch with Amino Shakti Technology	2019-20	Yes	Not applicable
Colgate Cibaca Vedshakti relaunch	2018-19	Yes	Not applicable
Technology for Colgate Cibaca toothpaste	2018-19	Yes	Not applicable
Colgate Total DZA Advanced Health and Colgate Total DZA Charcoal toothpaste	2018-19	Yes	Not applicable
Palmolive Skin Therapy Facial Bar (3 variants)	2018-19	Yes	Not applicable
Plax Mouthwash Relaunch with Freezestorm technology (All variants)	2018-19	Yes	Not applicable
Technology for next generation anticavity toothpaste technology	2018-19	Yes	Not applicable

Details of expenditure on R&D are given below:

Expenditure on R&D	₹ In Lakhs
	Financial year 2020-21
Capital	700.88
Recurring	914.17
Total	1615.05

C) Foreign Exchange Earnings and Outgo:

Foreign Exchange Earnings and Outgo: During the year, the Company was able to generate export earnings of ₹ 18,052.80 Lakhs and the Foreign exchange outgo was ₹ 69,971.13 Lakhs.

On behalf of the Board

Place : Mumbai
Date : May 17, 2021

R. Raghavan
Managing Director
(DIN : 08511606)

M.S. Jacob
Whole-time Director & CFO
(DIN : 07645510)

Disclosure pursuant to Section 197 (12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- 1. The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year is as follows:**

Sr. No.	Name of the Executive Director	Ratio
1.	Mr. Ram Raghavan	60:1
2.	Mr. M. S. Jacob	25:1
3.	Mr. M. Chandrasekar	29:1
4.	Mr. Surender Sharma*	12:1

*Associated as Executive Director for a part of the financial year 2020-21, and remuneration data reflects the payment made during this period.

Employees for the above purpose include all employees excluding Associates at the manufacturing locations of the Company.

Non-executive Directors:

The Non-executive Independent Directors of the Company are paid only 'Sitting fees' for attending the Meetings of the Board, the Committees including meetings of Independent Directors. They are also paid a fixed Commission as per the shareholders approval. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The Non-executive Non-Independent Director of the Company does not receive any remuneration from the Company.

- 2. The percentage increase in remuneration of each Executive Director and Key Managerial Personnel in the financial year is as follows :**

Sr. No.	Name of the Executive Director	Approx. increase in percentage in the financial year 2020-21 as compared to the financial year 2019-20 (without earnings from exercise of ESOPs)
1.	Mr. Ram Raghavan* (Managing Director)	N.A.
2.	Mr. M. S. Jacob (Whole-time Director & CFO)	31.5%
3.	Mr. M. Chandrasekar (Whole-time Director)	28.7%
4.	Mr. Surender Sharma** (Whole-time Director)	N.A.
5.	Mr. K. Randhir Singh (Company Secretary & Compliance Officer)	17.7%

* Being associated as Managing Director of the Company only for part of the financial year 2019-20, hence figures are not comparable across the two financial years.

** Being appointed as a Whole-time Director in financial year 2020-21, hence figures are not comparable across the two financial years.

- 3. The percentage increase in the median remuneration of employees in the financial year:**

The percentage change in the median remuneration of all the Salaried & Clerical (S&C) employees in the financial year 2020-21 was 20.4% as compared to the financial year 2019-20.

- 4. The number of permanent employees on the rolls of the Company:**

The number of permanent employees on the rolls of the Company as on March 31, 2021 is 2,392.

- 5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

In the financial year 2020-21 there is an average increase of 9.8% in the fixed remuneration of all the employees (other than the managerial personnel) as compared to increase of 7.4% in the fixed remuneration of all the Executive Directors.

- 6. Affirmation:**

Remuneration paid by the Company to its Executive Directors, Key Managerial Personnel and Senior Management employees is as per the Nomination & Remuneration Policy and other relevant policies of the Company.

On behalf of the Board

R. Raghavan

Managing Director

(DIN : 08511606)

M.S. Jacob

Whole-time Director & CFO

(DIN : 07645510)

Place : Mumbai

Date : May 17, 2021

Annexure 5

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Colgate-Palmolive (India) Limited
CIN: L24200MH1937PLC002700
Colgate Research Centre, Main Street,
Hiranandani Gardens, Powai,
Mumbai – 400076.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Colgate-Palmolive (India) Limited** (hereinafter called 'the Company') for the financial year ended 31st March 2021. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the **Financial year ended 31st March 2021.**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March 2021** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – **Not applicable to the extent of Overseas Direct Investment and External Commercial Borrowings as there was no reportable event during the financial year under review.**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable as the Company has not issued any shares during the year under review;**
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **Not Applicable as the Company has not granted any shares/ options under the said guidelines / regulations during the financial year under review;**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as the Company has not issued and/or listed any debt securities during the financial year under review;**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not applicable as the Company has not delisted/ has proposed to delist its equity shares from any stock exchange during the financial year under review;**
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable as the Company has not bought back / has proposed to buy-back any of its securities during the financial year under review.**

- vi. The Company has identified and confirmed the following laws as being specifically applicable to the Company:
1. The Hazardous Wastes (Management and Handling) Rules 1989;
 2. Factories Act, 1948;
 3. The Drugs and Cosmetics Act, 1940;
 4. The Legal Metrology Act, 2009;
 5. The Legal Metrology (Packaged Commodities) Rules, 2011;
 6. Plastic Waste Management Rules, 2016;
 7. The Legal Metrology (Packaged Commodities) Amendment Rules, 2017
 8. Local laws as applicable to various offices and plants.

We have also examined compliance with the applicable Clauses. / Regulations of the following:

- (i) Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited.

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

We further report that:-

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

- Adequate notice is given to all Directors to schedule Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except where consent of directors was received for circulation of the notice, Agenda and notes on Agenda at a shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions of the Board and Committees thereof were carried through with requisite majority.

We further report that based on the review of the compliance mechanism established by the Company and on the basis of Compliance Certificate(s) issued by Director – Legal, Secretarial and Corporate Affairs and taken on record by the Board of Directors at their meeting(s), we are of the opinion that management has adequate systems and processes placed in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

- As informed, the Company has responded to notices for demands, claims, penalties etc., levied by various statutory /regulatory authorities and initiated actions for corrective measures, wherever found necessary.

We further report that during the audit period, no events/ actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. have taken place.

This report is to be read with our letter of even date which is annexed as **Annexure "A"** and forms an integral part of this report.

For **S. N. Ananthasubramanian & Co.**
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert No.: 606/2019

S. N. Ananthasubramanian
Partner

Place : Thane
Date: May 13, 2021

FCS: 4206 | COP No.: 1774
ICSI UDIN: F004206C000293101

Annexure A

To,
The Members,
Colgate-Palmolive (India) Limited
CIN: L24200MH1937PLC002700
Colgate Research Centre, Main Street,
Hiranandani Gardens, Powai,
Mumbai - 400076.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. Due to the pandemic caused by COVID - 19 and prevailing lockdowns / restrictions on movement of people imposed by the Government, for the purpose of issuing this report, we have conducted our audit remotely based on the records and information made available to us by the Company electronically.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For **S. N. Ananthasubramanian & Co.**
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert No.: 606/2019

S. N. Ananthasubramanian
Partner

Place: Thane
Date: May 13, 2021

FCS: 4206 I COP No.: 1774
ICSI UDIN: F004206C000293101

Business Responsibility Report

Annexure 6

Colgate-Palmolive (India) Limited ('Colgate' / 'Company') maintains the highest ethical standards in every aspect of its business practices. Maintaining the Company's reputation and nurturing the trust that our consumers and trade partners place in us is of utmost importance. Every year, Colgate invests a considerable amount of time and resources in training employees on the Code of Conduct, Ethics and Compliance and Sustainability, in order to uphold our values. While this is the responsibility of Colgate's employees, it is also strictly applicable to Colgate's suppliers, distributors, clearing and forwarding agents, vendors and other third party associates, as a pre-condition to doing business with Colgate.

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company	L24200MH1937PLC002700
2. Name of the Company	Colgate-Palmolive (India) Limited
3. Registered address	Colgate Research Centre, Main Street, Hiranandani Gardens, Powai, Mumbai - 400 076, Maharashtra, India
4. Website	www.colgatepalmolive.co.in
5. E-mail ID	investors_grievance@colpal.com
6. Financial Year reported	April 1, 2020 - March 31, 2021
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	The Company's business segment is "Personal Care" (including Oral Care).
8. List three key products/services that the Company manufactures/provides (as in the Balance Sheet):	i. Toothpaste ii. Toothbrush iii. Mouthwash
9. Total number of locations where business activity is undertaken by the Company (i) Number of International Locations (ii) Number of National Locations	- None - 8 (Factories, Head Office & Branches)
10. Markets served by the Company - Local / State / National / International	All

Section B: Financial Details of the Company

(₹ In Lakhs)

1. Paid up Capital (₹)	27,20
2. Total Turnover (₹)	481,048
3. Total profit after taxes (₹)	103,539
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2%
5. List of activities in which expenditure in 4 above has been incurred	Kindly refer the Annual CSR Report under Annexure 2 to the Report of the Directors

Section C: Other Details

1. Does the Company have any Subsidiary Company/Companies?
 - The Company does not have any Subsidiary.
2. Do the Subsidiary Company / Companies participate in the BR Initiatives of the Parent Company? If Yes, then indicate the number of such Subsidiary Company(s).
 - Not applicable.
3. Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company? If Yes, then indicate the percentage of such entity / entities? [Less than 30%, 30-60%, More than 60%]
 - Yes, the Company shares its ethical business practices, Third Party Code of Conduct and Global Anti-Bribery Policy with its contract manufacturers, warehouse agents, suppliers and other third parties associated with the Company.

Section D: BR Information

1. Details of Director/Directors responsible for Business Responsibility

- a) Details of the Director/ BR Head responsible for implementation of the BR policy/policies

Sr. No.	Particulars	Details
1.	Name	Mr. Ram Raghavan
2.	DIN Number (if applicable)	08511606
3.	Designation	Managing Director
4.	Telephone number	022 - 6709 5050
5.	e-mail ID	investors_grievance@colpal.com

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

- Principle 1:** Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
- Principle 2:** Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
- Principle 3:** Businesses should promote the well-being of all employees.
- Principle 4:** Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
- Principle 5:** Businesses should respect and promote human rights.
- Principle 6:** Businesses should respect, protect and make efforts to restore the environment.
- Principle 7:** Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
- Principle 8:** Businesses should support inclusive growth and equitable development.
- Principle 9:** Businesses should engage with and provide value to their customers and consumers in a responsible manner.

Sr. No. Questions	Business Ethics	Sustainability	Employees' Well-being	Stakeholders' Welfare	Human Rights	Environment	Regulatory Policy	Equitable Development	Customer Responsibility
	P1	P2	P3	P4	P5	P6	P7	P8	P9
	1. Do you have policy/policies for....	Y	Y	Y	Y	Y	Y	Y	Y
2. Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Does the policy conform to any national / international standards? If yes, specify? (50 words) #	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Has the policy being approved by the Board? If yes, has it been signed by MD / owner / CEO / appropriate Board Director? *	Y	Y	Y	Y	Y	Y	Y	Y	Y
5. Does the Company have a specified committee of the Board / Director /Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6. Indicate the link for the policy to be viewed online?	#	#	#	#	#	#	#	#	#
7. Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8. Does the Company have in-house structure to implement the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9. Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10. Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	Y	N	N	N	N	N	Y	N	Y

<https://www.colgatepalmolive.com/en-us/core-values/code-of-conduct>

* Colgate has a globally applicable Code of Conduct Policy.

2a. If answer to S. No. 1 against any principle, is 'No', please explain why:

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

3. Governance related to BR

- **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO meets to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:**
 - The Board/Committee reviews the BR performance at least once in a year. Also the Audit Committee of the Company assesses the BR performance on a quarterly basis.
- **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**
 - The Company publishes the 'information on sustainability' in the Board's Report which forms a part of the Annual Report of the Company. The hyperlink to view the Annual Report is as below: <http://www.colgateinvestors.co.in/annual-report>

Section E: Principle-wise performance

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

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

Yes, Colgate is committed to dealing legally and ethically in all aspects of business dealings. Colgate's goal is to ensure that Colgate People and the third parties with whom we work reflect the same high ethical standards and demonstrate a commitment to compliance with all applicable laws. Colgate's reputation depends on the conduct of its employees as well as the conduct of its third parties.

Colgate has a stringent Anti-Bribery Policy viz. Global Anti-Bribery Policy that recognizes the local anti-bribery laws of the country in which we do business as well as the US Foreign Corrupt Practices Act which has extra-territorial jurisdiction. The Company rigorously follows the Policy in true letter and spirit without any deviation and expects all of its third party partners to comply with the Global Anti-Bribery Policy as a strict mandate.

Colgate People as well as all third party partners acting on behalf of Colgate or in connection with Colgate business are strictly required to follow the Colgate Global Anti-Bribery Policy in letter and spirit without any deviation. For this purpose, Colgate employees are provided online training on the Policy, its expectations and reporting mechanism on an annual basis. They are also informed on the importance of monitoring its

third party/ies engaged on behalf of Colgate from time to time.

In addition to prohibiting bribery of government officials, Colgate also recognizes the importance of sensitizing its employees and third parties against commercial bribery and strictly prohibits from engaging in bribery of private parties.

Colgate has a robust Anti-Bribery Due Diligence process for its Vendors, Suppliers and other stakeholders dealing with the Government or statutory authorities on behalf of the Company, in accordance with its Global Anti-Bribery Policy. Colgate has a zero tolerance for any breach of its Policy.

2. How many stakeholder complaints have been received in the past Financial Year and what percentage was satisfactorily resolved by the management?

The Company received 10 (ten) code of conduct complaints during the Financial Year 2020-21 out of which 8 (eight) were duly investigated and appropriate action was taken and 2 (two) were under investigation. The numbers of complaints under POSH Act and before the Consumer Dispute Redressal Forums are provided in further sections of this report.

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

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.

Colgate is committed to improving the sustainability profile of its packaging, through regular evaluation of materials and processes. For example, cartons that have lower thickness contribute to improved biodegradability and recyclability.

Most of the toothpaste cartons of the Company are made of recycled paper board which can be further recycled. Additionally, all shippers are made from recycled paper and can be further recycled.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

i. Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain?

We ensure sourcing raw material and packaging material from the suppliers who are located close to our manufacturing facilities. In most of the cases, we source packaging material locally. The secondary and

tertiary packaging material has the potential of being reused and recycled.

ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Our manufacturing plants all across India continue to work on Save Water by engaging teams to identify, quantify and implement pragmatic ideas and most importantly inculcate the culture of saving water, all the efforts have resulted in considerable savings of water in our manufacturing locations.

At Colgate, we understand the importance of availability of water for human development. Since 2013, Colgate has partnered with Water For People and reached out to communities in West Bengal and Bihar with a water program. Key objective of the program is to focus on availability, accessibility and quality of water. This goes aligned to the objectives of Jal Shakti Abhiyan and Jal Jeevan Mission, which adds to the SDG objective of universal and equitable access to safe and affordable drinking water for all.

A collaborative and engaging approach to this objective has been successfully executed to ensure ownership and sustainability. At the community level, Water For People India established Water User Committees (WUCs) at each of the water points that were constructed or rehabilitated. So far, 1639 WUC members have been trained by Water for People and their supporting partners or members, to effectively operate and manage their communities' water systems. WUCs are empowered to ensure water point functionality by strengthening its tie up with Jalabandhus and Nirmal Bandhus - the network of private, mobile mechanics who are skilled to operate and maintain water points and are also linked with local Governments through WUCs or NGO resources on the ground. So far, 196 Jalbandhus and Nirmal Bandhus are skilled which have about 50% of women representation. A strong Water, Sanitation and Hygiene (WASH) Program is running, which is creating awareness and sensitization amongst the younger generations for saving water, ensuring no leakages and maintaining proper hygiene/ sanitation in the schools. WASH program is supported by relevant ICE material and through pictorial presentations. The Water program in these locations have been able to replenish 79,18,53,929.27 Litres of water for the communities.

Keeping our commitment for Water, under our CSR Program for India, in 2018, Colgate India expanded its partnership to the tribal villages of Amravati district in Maharashtra with Water For People India Trust. The program aims to support projected cumulative coverage to 36 villages. Work is in progress, due to COVID-19 pandemic in 2020, reworking on the plan is done and we aim to complete planned work by

FY 2022. The work gets executed by NGO partners in collaborations and engagement with local communities, local and district level government authorities and stakeholders. Innovative solution to water testing is executed through water quality testing toolkits which are handy to test bacterial contamination. Local youth and women are trained to carry out these tests. So far the program has been able to replenish 4,93,40,800 Litres of water. On a daily basis travel hour drudgery is reduced by 2 hours to fetch water. The villages reached so far, have water safety and security plans duly ratified by Gram Panchayats. Details of Maharashtra program can be found in Annual CSR Report - Annexure 2.

Continuing the efforts and focus to support communities with water, Colgate India expanded its efforts on Water Availability in partnership with NGO Seva Mandir in tribal villages of Udaipur, Rajasthan. Through a feasibility study, it was observed that Water distress in these villages was forcing villagers to migrate as it was limiting their opportunity for agriculture and other livelihood opportunities. Apart from farming / agriculture and livestock livelihood opportunities, there are not many sources of income generation in these villages hence migration. Women and girls in the households have to travel to fetch drinking water and water for cattle. To support these communities with livelihood opportunities and availability of water, the program was launched in 09 tribal villages of Udaipur, Rajasthan. In a small time frame, the program has helped replenish more than 3,00,00,000 Litres of water. In the beginning of the program 50% farmers were doing single crop farming and due to water availability and relevant interventions, 57% of farmers started cultivating 2-3 crops, which helped to raise their income by 22%.

During COVID pandemic, water augmentation program could also engage a few migrant villagers in anicut restoration activities thereby restoring their livelihood and villagers especially women showed agility & took vegetable cropping for their own consumption. Details of Udaipur program can be found in Annual CSR Report - Annexure 2.

On this World Water Day, March 22, 2021, Colgate India, launched “#EveryCupCounts”— a Save Water campaign to remind everyone to “turn off the tap” while brushing teeth and aims to create awareness about the importance of water conservation. #EveryCupCounts urges people to take a pledge by clicking the link in the bio on Colgate India's Instagram/Facebook pages and choose a cup of water over a flowing tap while brushing your teeth in the morning and evening. The aim is to save close to 200 million litres of water by 2022 by encouraging people to make this small habit change. All manufacturing facilities across country facilitated save water ideas through various initiatives like water treat hunt, engaging employees

& families for bringing inspiring save water stories & ideas and also save water idea generation through various projects

In the year 2013, Colgate began to include a Save Water message on packages around the world, supported by a website Colgate-Palmolive that gives water-saving tips and reminders for toothbrushing, handwashing, dishwashing, and showering, and is available in ten languages. In 2016, Colgate launched the Save Water campaign globally with messaging around World Water Day. Colgate's Save Water campaign reached over four billion people in 2018 with the "Turn Off the Faucet" message.

In the past, Colgate India had launched a Save Water Cause Campaign in partnership with leading organized wholesaler Metro Cash & Carry across their stores in India in the year 2018 & 2019. The objective of the cause campaign was to collaborate with business partners and sensitize consumers for saving water through various social or print media platforms and also to support the communities with sustainable water solutions through the cause campaign funds. We were able to provide piped water connections. As a result of this campaign we were able to install piped water connections, community water points, provision for drinking water in school and water for sanitation, positively impacting 140 children from Anganwadi schools, 05 villages, 223 household beneficiaries from one entire village, 530 lives have been positively impacted. A collaborative & sustainable solution on water has positively impacted lives of women and girls specially.

One of the important Sustainability goals for our 2020-2025 strategy for our manufacturing plants is to Reduce Net Zero Water at manufacturing sites. Together the plants have so far successfully replenished 97% of the water being used, bringing us very close to the desired outcome.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

Most of our plants are situated close to the suppliers of raw material and packaging material suppliers, thereby reducing transportation and carbon emission.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Colgate's 'Enhance Supplier Management' program helps suppliers to improve their quality, efficiencies, productiveness and waste reduction through regular audits, recommendations and an inspection process.

5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so

Yes, all four manufacturing sites are TRUE Zero waste Rating system from GBCI (Green Business Certification Inc.) at the highest certification status of "Platinum"; status was conferred in early 2019. The Company continues to maintain the said certification as our Diversion Rating at more than 90%. As per the requirements on a year to year basis US-GBCI verifies the data to confirm that the diversion rates are being maintained at more than 90%. Further, more than 90% of the waste generated during the manufacturing process at the Company's plants is being diverted to recycling or co-processing. The Company has also contracted with waste management Service Providers responsible for collection, sorting, processing, and recycling of an uncontaminated multi layered packaging waste from the market. This is a part of the Extended Producers Responsibility (EPR) under Plastic Waste Management. This helps in diverting the post consumer packaging waste towards recycling and co-processing of the waste to avoid landfills.

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

Colgate's commitment to caring for people is manifested in the workplace through a variety of programs designed to promote and reward individual and team achievement and specifically in matters of employment:

- It is the policy, practice and aim of Colgate to provide employment opportunities to all qualified persons on an equal basis. The Company does not discriminate against any employee or applicant for employment on the basis of race, religion, disability, ethnicity, marital status or any other characteristic protected by law.
- The Company does not employ / engage child labour.
- It provides training, education and promotion opportunities that permit development and career advancement to the Company's workforce.
- It prohibits sexual harassment by any person in the workplace or while conducting Company's business.
- It provides wellness programs for the employees.
- Free health check-ups are arranged for the employees.

1. Please indicate the Total number of employees:

Total number of employees: 2,392

2. Please indicate the Total number of employees hired on temporary / contractual / casual basis:

The total number of employees hired on temporary / contractual / casual basis: 1457

3. Please indicate the Number of permanent women employees:

Number of permanent women employees: 243

4. Please indicate the Number of permanent employees with disabilities:

Number of permanent employees with disabilities: 3

5. Do you have an employee association that is recognized by management?

There is one union/employee association recognized by the management at Goa Factory.

6. What percentage of your permanent employees is Members of this recognized employee association?

There are 2,392 permanent employees as of March 31, 2021. Of these, about 451 employees are a part of the majority union at Goa Factory. Approximately 18.87% of the permanent employees are Members of this union.

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last Financial Year and pending, as at the end of the Financial Year.

The Company has not received any complaint relating to child labour, involuntary labour and on discriminatory employment during the Financial Year 2020-21. Further, during the Year, five complaints under sexual harassment were received and investigated and all the five complaints were resolved by the Internal Complaints Committee.

8. What percentage of your under mentioned employees were given safety & skill up- gradation training in the last year?

- Permanent Employees : 100%
- Permanent Women Employees : 100%
- Contractual Manpower : 100%
- Employees with Disabilities : 100%

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1. Has the Company mapped its internal and external stakeholders?

Yes, the Company has mapped its internal and external stakeholders.

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?

Yes, the Company has identified the disadvantaged, vulnerable and marginalized stakeholders.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.

The company has partnered with various Not For Profits Organisations through its initiatives to support people/children from less privileged, marginalized sections of communities. Some of these initiatives include Keep India Smiling Foundational Scholarships and mentorship program for the youth coming from low income group families across India both from rural and urban geographies, employability-linked Skill Development program for youth, education program for children from tribal communities and HIV infected/ affected children. Company has also partnered with NGOs to support communities with access to water and enhancing livelihoods and Women Empowerment through water augmentation program in water stressed regions of the country. A detailed note on each program is given in the Annual CSR Report - Annexure 2.

Company worked with various NGO partners to extend support to the communities adversely hit due to COVID-19 Pandemic in various geographies in India including locations around our manufacturing facilities. Since March 2020, the relief support efforts on Ration Kits, Hygiene products for migrant labor, daily wagers, and people from marginalized communities. Additionally based on rapid need assessment, a massive drive to make hand sanitization reach Front line Health Care workers, COVID Warriors in Government Hospitals, Municipal Corporations and in Community was carried in many locations in various states & UT.

Company has come forward during Natural calamities and disasters and reached out to support people who were adversely hit in a few locations. In the year 2019, Floods brought devastation in various parts of the country. Odisha Cyclone support was extended largely on availability of drinking water, providing communities with basic household support, provision of solar lamps and few shelter repair work. Based on rapid need assessment, support is extended in the form of immediate relief material, hygiene kits, dry ration kits etc. Subsequent floods and devastation in the states of Maharashtra, Karnataka, Bihar and Madhya Pradesh were supported by the Company in partnership with the Action Aid association. The support was assessed on quick assessment and was in the form of relief materials like Dry Ration Kits, Hygiene kits, Nutrition Kits for lactating mothers, Sanitary napkins and other Household Goods for most affected families in these locations. Rehabilitation support was also extended to 626 families for shelter repair, helping with education material for the children and livelihood support of tricycles. Along with this, local business teams have extended their support on availability of oral care products through various local networks.

In the past, relief work in Tamil Nadu (2015) supported women with disabilities through immediate support and skill training. In 2018, rehabilitation interventions for vulnerable communities were supported during the Kerala Flood disaster in wards of Chengannur Block, Alleppey district.

Principle 5: Businesses should respect and promote human rights.

1. Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The policy for human rights forms part of the Third Party Code of Conduct of the Company. The Third Party Code of Conduct extends to the contract manufacturers, suppliers and other third parties associated with the Company.

Colgate strongly opposes the use of child labour, forced or bonded labour, human exploitation, and all other forms of unacceptable treatment of workers.

2. How many stakeholder complaints have been received in the past Financial Year and what percent was satisfactorily resolved by the management?

We have not received any complaints regarding human rights in the past Financial Year.

Principle 6: Business should respect, protect and make efforts to restore the environment.

1. Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others?

The policy extends to the major third parties associated with the Company through the Third Party Code of Conduct.

2. Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If Yes, please give hyperlink for webpage etc

Yes, the Company does have strategies/ initiatives to address global environmental issues. The hyperlink for the same is <https://www.colgatepalmolive.co.in/core-values/sustainability>

3. Does the Company identify and assess potential environmental risks? Y/N

Yes, the Company identifies and assesses potential environmental risks through the Risk Management Committee of the Company's Board of Directors.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

At present, the Company does not have a project related to Clean Development Mechanism.

5. Has the Company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc. Y / N. If Yes, please give hyperlink for web page etc.

For details kindly refer the Annexure 3 of the Board's Report for Financial Year 2020-21 i.e. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo.

6. Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB / SPCB for the Financial Year being reported?

Yes, the Emissions / Waste generated by all the manufacturing sites of the Company are within the permissible limits given by the Central Pollution Control Board / State Pollution Control Board for the Financial Year 2020-21.

7. Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

We have not received any show cause notice to any of the sites from CPCB / SPCB in the Financial Year 2020-21.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

The Company is associated / is a member of the following Associations:

- a) The Advertising Standards Council of India – ASCI
- b) Indian Beauty & Hygiene Association - IBHA
- c) The Associated Chambers of Commerce and Industry of India - ASSOCHAM
- d) American Chamber of Commerce in India – AMCHAM
- e) Confederation of Indian Industry – CII WESTERN REGION
- f) Federation of Indian Chambers of Commerce and Industry – FICCI
- g) Bombay Chamber of Commerce and Industry – BCCI
- h) Ayurvedic Drug Manufacturer’s Association – ADMA

2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes / No; if Yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others).

Through the membership of trade and industry associations, the Company has represented for development of regulations for better governance and economic reforms.

Principle 8: Businesses should support inclusive growth and equitable development.

1. Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If Yes, details thereof

Yes, the Company has programmes / initiatives / projects in pursuit of the policy related to Principle 8.

Please refer to Annual CSR Report in Annexure 2 to the Annual Report for Financial Year 2020-21.

2. Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?

The Company has dedicated function & team which engages with various registered non-profit Organizations/ Trusts / Societies that support the aforesaid programs and also engages social enterprises to support building capabilities such as NGO - Water for People India Trust, which works towards water availability, accessibility, quality of water, education on hygiene and conservation of water through WASH and Sustainability aspects. The Program with NGO NTP+ supports the education, nutrition and overall personality grooming of the children infected/affected with HIV. NGO SEEDS with their implementation partner helps in empowerment of the less privileged and marginalized youth through employability linked skill development program.

Our association with NGO Seva Mandir has supported programs in various domains like education for children, Water augmentation for Livelihoods and women empowerment in the tribal and rural areas. Colgate supports NGO Pratham for their initiative “Read India” to support the cause of education. Our Program with NGO Action Aid aims to bring a positive impact in the lives of the children, by empowering them with computer literacy and communication skills. In line with our philosophy of everyone deserves a future to smile about, in 2019, Colgate India launched a Pan India Scholarship Program, ‘Keep India Smiling Foundational Scholarship and Mentorship’ program, which provides financial support and mentorship to deserving and aspiring candidates coming from less privileged families / low income group families. The program has been launched in partnership with NGO Shikshadaan and tech implementation support from Buddy4Study. The Company through an agency and its direct resources implements Bright Smiles, Bright Futures™ to help preventive oral health & hygiene awareness and right brushing techniques for children predominantly in rural and municipality schools in various parts of the country. In 2020 due to COVID pandemic, company resources worked with agility and developed an effective e-BSBF program to reach to children and also engage with parents to reinforce right oral health techniques.

3. Have you done any impact assessment of your initiative?

We conduct impact evaluation along with NGOs/Trusts based impact metrics and goals. There is a process of monitoring mechanisms and reviewing impact indicators w.r.t. each program and initiative.

4. What is your Company's direct contribution to community development projects - Amount in ` and the details of the projects undertaken?

The details of the community development programs/ projects and CSR expenditure are available in the Annual CSR Report under Annexure 2 to the Board's Report for Financial Year 2020-21.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The program design for any new program is based on need assessment from various stakeholders and engaging them for voicing their opinions. Overall programs are designed with contextualization of geographical and socio cultural understanding. Various collaborations at local level, inclusions and behavior change communications are adapted in the program. For the large programs, efforts are made on capacity building for institutionalization of the program, at the same time addressing systemic challenges, if any.

The monitoring continues to get reduced as the community starts taking ownership of the program, which helps a sustainable solution approach for longer run and helps scaling the program in additional villages or for additional communities. More details about each program is available in the Annual CSR Report under Annexure 2 to the Board's Report for financial year 2020-21.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

Since the Company's business is consumer products, our success depends upon consumer satisfaction, trust and goodwill through continuous supply of quality products to them. When a consumer expresses dissatisfaction, we address the problem promptly, courteously and fairly, and make every responsible effort to sustain or regain the consumers' goodwill and brand loyalty. The Company believes that the consumer opinions, concerns and inquiries communicated to the Company regarding its products are important sources of information. To further strengthen its customer care system, the Company has set up a call centre at Mumbai by partnering with Tele performance Global Services Pvt Limited, which acts as a contact centre for our consumers, providing inbound and outbound customer care support. The Company understands consumer needs

and delivers world-class products that cater to the evolving needs of consumers. The Company has fair, equitable and transparent terms for all its customers and consumers.

1. What percentage of customer complaints / consumer cases is pending as on the end of Financial Year:

As on March 31, 2021, a total of 7 consumer cases were pending before various consumer courts. All these cases are sub-judice.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information).

Yes, the Company displays product information on the product label, over and above what is mandated as per local laws. A few examples are the efficacy of the product, the technology used in the product and the consumer benefits attributed to the product.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on end of Financial Year? If so, provide details thereof, in about 50 words or so.

Apart from the routine consumer cases mentioned above, there are no pending cases against the Company regarding unfair trade practices or anti-competitive behaviour. The Company had received in the normal course, some complaints with respect to its online/TVC commercials through the Advertising Standards Council of India (ASCI). All these routine complaints have been resolved satisfactorily.

4. Did your Company carry out any consumer survey / consumer satisfaction trends?

Yes, the Company regularly conducts consumer surveys and monitors consumer satisfaction trends.

On behalf of the Board.

R. Raghavan **M.S. Jacob**
Managing Director *Whole-time Director*
& CFO

Place: Mumbai

Date: May 17, 2021

(DIN : 08511606)

(DIN : 07645510)