



# 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 Eighty - first Annual General Meeting of COLGATE-PALMOLIVE (INDIA) LIMITED will be held on **Thursday, July 28, 2022 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, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Surender Sharma (DIN : 02731373), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. S R B C & Co LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 324982E/E300003), be and is hereby appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive years, from the conclusion of the 81st Annual General Meeting till the conclusion of the 86th Annual General Meeting, at such remuneration as may be approved by the Audit Committee and/or Board of Directors of the Company in addition to applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred by them.”

### SPECIAL BUSINESS:

4. **Payment of Commission to the Non-Executive Independent Directors of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 115(2)(b) of the Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded for payment and distribution of such sum as may be determined by the Board of Directors (‘the Board’) not exceeding 1% per annum of the net profits of the Company in any financial year, calculated in accordance with the provisions of Section 198 of the Act, by way of commission in such amounts or proportion not exceeding ₹ 20 lakhs (Rupees Twenty Lakhs only) per annum, to each Non-Executive Independent Director, commencing from April 1, 2022.

**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.”

5. **Appointment of Managing Director and Chief Executive Officer of the Company.**

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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule V of the Act and Article 133 of the Articles of Association of the Company and subject to such other approvals, as may be required, and in line with the recommendation of the Nomination and Remuneration Committee and the Board of Directors (‘the Board’), consent of the Members of the Company, be and is hereby accorded for the appointment of

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Ms. Prabha Narasimhan (DIN : 08822860), as the Managing Director and Chief Executive Officer of the Company, liable to retire by rotation, for a period of five (5) consecutive years with effect from September 1, 2022, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed to this Notice/in the draft agreement to be entered into between the Company and Ms. Prabha Narasimhan, 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 or duly constituted committee thereof, to alter and vary the terms and conditions thereof in such manner as may be agreed to between the Board and Ms. Prabha Narasimhan, subject to the applicable provisions of the Act, or any amendment thereto or any reenactment thereof.

**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**

**Surender Sharma**

*Whole-time Director - Legal &  
Company Secretary  
(DIN : 02731373)*

Place: Mumbai

Date : May 26, 2022

### NOTES:

1. In view of the recent surge in the COVID cases, 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, Circular No. 02/2021 dated January 13, 2021 followed with Circular No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, followed with Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (“hereinafter collectively referred to as Circulars”), the Annual General Meeting (‘AGM’) of the Company will be held through Video-Conferencing (‘VC’) or Other Audio-Video 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. Pursuant to the provisions of the Companies Act, 2013 (‘the Act’), a Member entitled to attend and vote at the Meeting 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 this Meeting will be held through VC/OAVM, in accordance with the Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be considered for the purpose of reckoning the quorum under Section 103 of the Act.
4. A statement pursuant to Section 102(1) of the Act, relating to the Business to be transacted from Item Nos. 3 to 5 is annexed hereto.
5. 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 this 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.
6. Pursuant to the provisions of Section 108 of the Act 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, (‘the SEBI Listing Regulations’) as amended, and the aforesaid Circulars, the Company is providing a 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 engaged the services of National Securities Depository Limited (‘NSDL’) for



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facilitating voting through electronic means. The facility of casting votes by a Member using a remote e-Voting system as well as e-Voting during the AGM will be provided by NSDL.

7. The Notice of the AGM has been uploaded on the website of the Company at [www.colgatepalmolive.co.in](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
8. Since the AGM will be held only through the VC/OAVM facility, the route map is not annexed to this Notice.
9. The additional details of Directors retiring by rotation /seeking appointment/re-appointment, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India, is annexed as Annexure 1 and forms part of this Notice.
10. In compliance with the Circulars, the Notice of the 81st AGM and the Annual Report for the financial year 2021-22 are being sent only by email to the Members whose email address is registered with the Company/ Depositories.
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 address with the 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 22, 2022 to Thursday, July 28, 2022 (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 this 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 [cpilagam@colpal.com](mailto:cpilagam@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 email at [rnt.helpdesk@linkintime.co.in](mailto: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. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
18. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 stated that all the listed companies shall intimate its securities holders holding in physical mode to comply with the requirements of registration/update of valid PAN, KYC details and Nomination with them/their RTAs for the folios wherein the details are missing and are not registered. As per the Circular any request/complaint from the holder/claimant shall be entertained only after the folio is fully KYC compliant as per the Circular. Further the folios wherein any one of the document/details are not available on or after April 1, 2023, shall be frozen by the RTA. Accordingly, the Company had sent an intimation letter to all the shareholders holding shares in physical form at their registered address requesting them to comply with the provisions of the aforesaid SEBI Circular. The forms for updating the aforesaid details are available on the Company's website <https://www.colgateinvestors.co.in/investor-faqs> and also available on the website of the RTA.
19. Members are requested to ensure that the abovementioned KYC details are updated as and

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when there is a change in order to receive all important shareholder communications and corporate benefits. Members holding shares in electronic mode may update the KYC details with their respective Depository Participants.

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. 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 RTA's website and forward the same alongwith a cancelled cheque leaf to the Company's RTA if the shares are held in physical form and to the applicable Depository Participant if the shares are held in dematerialized form.
22. 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. Pursuant to the above, Tax will be deducted at Source (TDS) by the Company 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.
23. During the financial year 2021-22, the amounts unpaid/unclaimed of interim dividends declared for the financial years 2013-14 and 2014-15 in the amounts of ₹ 78,83,640/-, ₹ 68,96,228/- and ₹ 69,77,716/- have been transferred to the Investor Education and Protection Fund ("IEPF") on May 27, 2021; November 16, 2021 and February 4, 2022 respectively.  
Pursuant to the provisions of Section 124(6) of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 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 Act. 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 2021-22, the Company has transferred shares pertaining to interim dividends which remained unpaid/unclaimed, and declared for the years 2013-14 and 2014-15 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](http://www.iepf.gov.in)

The details of Members whose dividends have remained unpaid/unclaimed 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>

24. The Company has designated an exclusive email address called [investors\\_grievance@colpal.com](mailto: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](mailto:investors_grievance@colpal.com) The Company has nominated Mr. Surender Sharma, Whole-time Director - Legal & Company Secretary, 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.
25. 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 address, mobile number at [cpilagm@colpal.com](mailto:cpilagm@colpal.com) so that the same may be replied to suitably.



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### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI Listing Regulations 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 to be provided by NSDL on all the resolutions set forth in this Notice.

The remote e-Voting period begins on Sunday, July 24, 2022 at 8:00 a.m. IST and ends on Wednesday, July 27, 2022 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 21, 2022, 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.

#### How do I vote electronically using NSDL e-Voting system?

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


##### A) Login method for e-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 address 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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2. If you are not registered for IDeAS e-Services, an option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 the NSDL Depository site wherein you can see the e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download the NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

 **App Store**

 **Google Play**



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-Voting menu. The menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN through a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where e-Voting is in progress.</li> </ol>
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. Upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to the 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 a 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, Password/OTP and a Verification Code as shown on the screen.

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

- 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.



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- b) If you are using the 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 address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email address. 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 address is not registered, please follow steps mentioned below in **Process for those shareholders whose email address is 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.nsd.com](http://www.evoting.nsd.com)
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto: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.

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

#### How to cast your vote electronically and join the 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 the Company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining the virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) with a copy marked to [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.evoting.nsd.com) to reset the password.

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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](http://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](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email address is not registered with the depositories for procuring user ID and password and registration of email address for e-Voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Name, Folio No., share certificate number, PAN, mobile number and email 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](https://linkintime.co.in/emailreg/email_register.html) on the RTA website i.e. [www.linkintime.co.in](http://www.linkintime.co.in) in the Investor Services tab.
2. In case shares are held in demat mode, please provide Name, DP ID - Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), PAN, mobile number and email address at [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) on the RTA website i.e. [www.linkintime.co.in](http://www.linkintime.co.in) in the Investor Services tab.
3. Alternatively, shareholder/members may send an email request to [evoting@nsdl.co.in](mailto: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), self-attested scanned copy of PAN card, self-attested scanned copy of ADHAAR card.
  - ii. In case shares are held in demat mode - DP ID - Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of ADHAAR 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 address 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 the 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 cast 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. Members 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 a link of "VC/OAVM link" placed under "Join General meeting" menu against the Company name. You are requested to click on the VC/OAVM link placed under the Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the 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 use Internet with a good speed to avoid any disturbance during the meeting.





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4. Please note that participants 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 a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid technical 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 address, mobile number at cpilagm@colpal.com
6. Those Members who have pre-registered themselves as a speaker with the Company between Tuesday, July 19, 2022 (8.00 a.m. IST) to Friday, July 22, 2022 (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 81st AGM and holding shares as of the cut-off date i.e. Thursday, July 21, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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 21, 2022 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 24, 2022 at 8.00 a.m. IST and ends on Wednesday, July 27, 2022 at 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, Mr. S. N. Viswanathan, (Membership No. ACS 61599) has been appointed to act as the Scrutinizer for the 81st 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 favor or against, on each resolution, to the Chairman, or to the person authorised by him in that behalf.
- F. The results shall be declared after receiving the 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](http://www.colgatepalmolive.co.in) and on the websites of Stock Exchanges, where the shares of the Company are listed 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 1 TO THE NOTICE

#### Details of Director seeking re-appointment:

Mr. Surender Sharma (DIN : 02731373) is the Whole-time Director-Legal & Company Secretary at Colgate-Palmolive (India) Limited (CPIL). Mr. Sharma leads the Legal and Secretarial function to ensure regulatory compliance and provides legal advice to the Leadership Team of CPIL across functions and on matters relating to Corporate Affairs. Mr. Sharma joined CPIL in October, 2017 as the Associate Director - Legal, where he provided legal support to the Marketing, Customer Development and Supply Chain functions.

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Previously, Mr. Sharma worked with Marico Limited as the Head of Legal and Company Secretary. Prior to joining Marico, Mr. Sharma held several leadership positions with reputed organizations like Heinz India, The Indian Hotels Company Limited, Reckitt Benckiser and Maruti Suzuki, where he spent close to 20 years as in-house counsel and handled litigation management, contract management, corporate governance, and legal compliance.

Mr. Sharma holds a Bachelor of Laws Degree from the University of Delhi and is a fellow member of the Institute of Company Secretaries of India (ICSI Membership No. F8913).

Mr. Surender Sharma was appointed as a Whole-time Director of the Company for a term of five (5) consecutive years effective May 21, 2020 and as a Company Secretary effective February 22, 2022.

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

Considering his rich experience and invaluable contribution to the Board, the Nomination and Remuneration Committee and the Board of Directors have recommended his re-appointment to the Members of the Company.

The following information about Mr. Surender Sharma is provided pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 on General Meetings:

<b>Name of the Director</b>	<b>Mr. Surender Sharma</b>
DIN	02731373
Date of Birth	July 19, 1975
Nationality	Indian
Qualification	Bachelor of Laws Degree from the University of Delhi and is a fellow member of the Institute of Company Secretaries of India (ICSI).
Expertise in specific areas	Legal and Corporate Governance
Date of first appointment	May 21, 2020
Number of shares held in Colgate-Palmolive (India) Limited	Nil
Name of other Companies in which he holds Directorship	Nil
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Nil
Relationships between Directors inter-se	There is no inter-se relationship between Mr. Surender Sharma, 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 Whole-time Director of the Company for a term of five (5) consecutive years effective May 21, 2020, liable to retire by rotation, on terms and conditions as approved by the Members at their AGM held on July 29, 2020. The details of last drawn remuneration is available in the Corporate Governance Report which forms part of the Board's Report.
Number of Board meetings attended	4 (FY 2021-22)

### THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT IS APPENDED HERETO.

#### Item No. 3

The Members of the Company at the 76th Annual General Meeting ('AGM') held on August 3, 2017 approved the appointment of M/s. S R B C & Co LLP, Chartered Accountants, Mumbai (ICAI firm Registration No. 324982E/E300003), (hereinafter referred to as S R B C) as the Statutory Auditors of the Company for a period of five (5) consecutive years, from the conclusion of the 76th AGM till the conclusion of the 81st AGM. S R B C will complete their present term on conclusion of this AGM.

S R B C is eligible for re-appointment for a second term of five (5) years. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of S R B C as the Statutory Auditors of the Company for a second term of five (5) consecutive years from the conclusion of this AGM till the conclusion of the 86th AGM subject to approval of the Members of the Company.

The proposed remuneration to be paid to S R B C for audit services for the financial year ending March 31, 2023, is ₹ 1.05 crore (Rupees One Crore and Five Lakhs) plus applicable taxes and out-of-pocket expenses.

The approval of the Members is also sought to authorize the Committee and/or Board to fix the remuneration payable to the Statutory Auditors for the remaining part of the tenure. The Board, in consultation with the Committee, may alter and



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vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed between the Company and the Statutory Auditors.

Considering the evaluation of the past performance, experience and expertise of S R B C and based on the recommendation of the committee, it is proposed to appoint S R B C as the statutory auditors of the Company for a second term of five (5) consecutive years till the conclusion of the 86th AGM of the Company in terms of the aforesaid provisions.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends passing of Ordinary Resolution at Item No. 3 of this Notice for your approval.

### Item No. 4

The Members of the Company at their Meeting held on August 28, 2019 had approved by way of a Special Resolution, a payment of commission to the Non-Executive Independent Directors (NEIDs) not exceeding 1% of the net profits of the Company in any financial year, subject to a sum not exceeding ₹ 15 lakhs, per annum.

As per section 197 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a Company can pay commission up to 1% of the net profit to the Non-Executive Directors (all of them together). Article 115(2)(b) of the Articles of Association of the Company authorizes the Company to pay commission to the NEIDs by passing a special resolution. The NEIDs on the Board have been providing invaluable services and are of high stature and knowledge. The Company has immensely benefited from their experience, knowledge and guidance from time to time. In view of the increased responsibilities of the NEIDs and based on the industry benchmarking, it is proposed to pay an amount of commission not exceeding ₹ 20 lakhs per annum to each of the NEIDs of the Company commencing from April 1, 2022.

However, as per provisions of section 197 of the Act, the Company will ensure that the overall payment of commission to NEIDs shall not exceed 1% of the net profit of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than the NEIDs is concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of Special Resolution at Item No. 4 of this Notice for your approval.

### Item No. 5

Consequent to the elevation of Mr. Ram Raghavan as President, Enterprise Oral Care, for Colgate Palmolive Company, the parent Company of Colgate-Palmolive (India) Limited, the Board of Directors ('the Board') at their meeting held on April 28, 2022, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Prabha Narasimhan (DIN : 08822860) as the Managing Director and Chief Executive Officer (MD & CEO) of the Company, liable to retire by rotation, for a period of five (5) consecutive years with effect from September 1, 2022 subject to the approval of the Members of the Company and such other approvals as may be required.

Brief Profile of Ms. Prabha Narasimhan is as under:

Ms. Prabha Narasimhan, an IIM Bangalore graduate, has about 25 years of experience and held senior leadership roles across Sales, Marketing, Consumer Insights and Innovation. She comes with a strong exposure to India as well as other emerging markets of South Asia, the Middle East and North Africa across multiple categories of Beauty & Personal Care, Food & Beverages and Home Care.

Ms. Narasimhan was acting as Executive Director-Home Care for Hindustan Unilever Limited. Her key responsibilities included creating and delivering the strategy for Home Care, including top line and bottom-line delivery.

The material terms of the Agreement to be entered into between the Company and Ms. Prabha Narasimhan are given below:

The remuneration payable to Ms. Prabha Narasimhan shall be determined by the Board or a duly constituted Committee thereof 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 ₹ 60,00,000/- (Rupees Sixty 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 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.

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c) Perquisites:

She shall be entitled to furnished/non-furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, medical reimbursement, leave travel concession for self and family, 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 ₹ 2,50,00,000/- (Rupees Two Crores and Fifty 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 her tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

e) In addition to the perquisites referred to above, she will be eligible to the following perquisites which shall not be included in the computation of the ceiling on perquisites:

i) Leave Travel Concession:

For self and family once in a year for any destination in India. In case leave is to be spent in home country, return passage will be allowed for self and family in accordance with the rules specified by the Company.

ii) Reimbursement of expenses incurred on joining duty and coming to home location after completion of tenure:

Actual expenses incurred on travel, temporary living expenses and on packing, forwarding, loading/unloading, as well as freight, insurance, customs duty, clearing expenses, local transportation and installation expenses in connection with the moving of personal effects for self and family for joining duty in Mumbai. After completion of the tenure, such expenses may be reimbursed if she is finally leaving the employment of the Company. In case she joins any other affiliated entity of Colgate-Palmolive Co., such affiliated entity would bear such expenses.

iii) Over and above the aforementioned remuneration, she shall be eligible to receive the stocks options and restricted stock awards of Colgate-Palmolive Company, USA, the Parent Company, as per the Company policy.

f) Annual Leave: Earned/Privilege leave on full pay and allowances as per rules of the Company but not more than six weeks leave for every twelve months of service. Encashment of leave, if any, at the end of tenure will not be included in the computation of the ceiling on perquisites.

g) 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 her.

h) She shall be entitled for the reimbursement of the traveling and entertainment expenses actually and properly incurred by her in or about the business of the Company.

The Board shall have the discretion and authority to modify the foregoing terms of remuneration within the parameters of the applicable provisions of the Act. As MD & CEO, Ms. Prabha Narasimhan will have requisite powers and authorities to enable her to manage the Company on a day-to-day basis. The term of appointment will be for a period of five (5) consecutive years, which may be terminated by either party as per the termination clauses of the said agreement.

Ms. Prabha Narasimhan has furnished to the Company all the necessary disclosures and declarations as required under the Act and the SEBI Listing Regulations. Further, she is also not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Ms. Prabha shall also act as a Key Managerial Personnel in terms of provisions of Section 203 of the Act.

A Notice under Section 160 of the Act has been received from a Member proposing Ms. Prabha Narasimhan 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.



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The following information about Ms. Prabha Narasimhan is provided pursuant to Regulation 36(3) of SEBI Listing Regulations and SS-2 on General Meetings:

<b>Name of the Director</b>	<b>Ms. Prabha Narasimhan</b>
DIN	08822860
Date of Birth	October 25, 1972
Nationality	Indian
Qualification	Post Graduate Diploma In Business Management, Marketing from Indian Institute of Management, Bangalore
Expertise in specific areas	Consumer Marketing Insights, Customer Development and Marketing.
Date of first appointment	September 1, 2022
Number of shares held in Colgate-Palmolive (India) Limited	Nil
Name of other Companies in which she holds Directorship	1
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which she is a Director	Nil
Relationships between Directors inter-se	There is no inter-se relationship between Ms. Prabha Narasimhan, 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.	Appointment as the MD & CEO of the Company for a period of five (5) consecutive years effective September 1, 2022 on terms and conditions as set out in the draft agreement.
Number of Board meetings attended	Not Applicable

None of the Directors or Key Managerial Personnel of the Company or their relative is concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of Ordinary Resolution at Item No. 5 of this Notice for your approval.

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

**Surender Sharma**  
Whole-time Director - Legal &  
Company Secretary  
(DIN : 02731373)

Place: Mumbai

Date : May 26, 2022