

# 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](mailto:investors_grievance@colpal.com)  
 Website : <https://www.colgatepalmolive.co.in/>  
 Tel. No. : 022 6709 5050  
 Fax No. : 022 2570 5088

**NOTICE** is hereby given that the Eighty-Second (82<sup>nd</sup>) Annual General Meeting of COLGATE-PALMOLIVE (INDIA) LIMITED will be held on **Thursday, July 27, 2023 at 11.00 a.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, 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jacob Sebastian Madukkakuzy (DIN: 07645510), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **To re-appoint Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director of the Company.**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Sukanya Kripalu (DIN: 06994202), who was appointed as an Additional Director designated as Non-Executive Independent Director with effect from

June 1, 2023, and who is eligible for re-appointment and meets the criteria for independence as provided under Section 149 (6) of the Act along with the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from June 1, 2023 to May 31, 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution, without being required to seek any further consent or approval of the Members of the Company.

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 12, 2023

### NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 8, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and various other circulars issued by the Ministry of Corporate Affairs and SEBI and in reference to the recent Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (‘hereinafter collectively referred to as Circulars’), the Annual General Meeting (‘AGM/ Meeting’) 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 MCA 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 Special Business to be transacted is annexed hereto.
5. Members can join AGM in the VC/OAVM mode 15 minutes before 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 1,000 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 Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors, etc. who are allowed to attend the AGM without any 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 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 <https://www.colgatepalmolive.co.in/>. The Notice can also be accessed from the websites of the Stock Exchanges where the shares of the Company are Listed 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 Director retiring by rotation and seeking 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 I** and forms part of this Notice.
10. In compliance with the Circulars, the Notice of the 82<sup>nd</sup> AGM and the Annual Report for the Financial Year 2022-23 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 under General Guidelines for shareholders 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 21, 2023 to Thursday, July 27, 2023 (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 [cpilagm@colpal.com](mailto: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 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 SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 stated that all the listed companies shall intimate its securities holders holding in physical mode to comply with the requirements of registration/updation 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 October 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 RTA's website <https://www.linkintime.co.in> and also available on the website of the Company. You are kindly requested to update your KYC details by writing and submitting the necessary documents with the Company on [investors\\_grievance@colpal.com](mailto:investors_grievance@colpal.com) or to RTA at the email address [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
19. Members are also requested to ensure that the above mentioned KYC details are kept upto date as and when there is a change in order to receive all important shareholder communications and corporate benefits in a timely manner. 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 the Company 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 2022-23, the amounts unpaid/unclaimed of interim dividends declared for the Financial Years 2014-15 and 2015-16 in the amounts of ₹ 71,39,528/-, ₹ 75,33,000/- and ₹ 62,94,685/- have been transferred to the Investor Education and Protection Fund ('IEPF') on May 24, 2022, December 21, 2022 and January 23, 2023 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 2022-23, the Company has transferred shares pertaining to interim dividends which remained unpaid/unclaimed, and declared for the Financial Years 2014-15 and 2015-16 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 coordination 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.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING 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 23, 2023 at 8:00 a.m. IST and ends on Wednesday, July 26, 2023 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 20, 2023, 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 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"> <li>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 redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>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></li> <li>Visit the e-Voting website of NSDL. Open 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 <b>“Login”</b> 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 &amp; voting during the meeting.</li> <li>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.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.</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 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 022 - 4886 7000 and 022 - 2499 7000.
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 toll free no. 1800 22 55 33.

## 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, 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.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using 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 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](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.

**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 the “VC/OAVM” link placed under “Join Meeting”.

- 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 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). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Prajakta Pawle) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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) by email to [cpilagm@colpal.com](mailto:cpilagm@colpal.com).

2. In case shares are held in demat mode, please provide 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) to [cpilagm@colpal.com](mailto:cpilagm@colpal.com). If you are an Individual shareholder 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.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
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 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 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. 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” placed under the “Join meeting” menu against the Company name. You are requested to click on the VC/



OAVM link placed under the Join 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 allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
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 Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [cpilagm@colpal.com](mailto:cpilagm@colpal.com). The same will be replied by the Company suitably.
6. Those Members who have pre-registered themselves as a speaker with the Company between Tuesday, July 18, 2023 (8.00 a.m. IST) to Friday, July 21, 2023 (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.

### 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.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids 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 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](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-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](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 e-mail 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), 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 - DP ID + CL ID (16 digit DP ID + CL ID 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 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.
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](mailto:cpilagm@colpal.com)
6. Those Members who have pre-registered themselves as a speaker with the Company between Tuesday, July 18, 2023 (8.00 a.m. IST) to Friday, July 21, 2023 (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.

#### 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 allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
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 stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- A. Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company after sending the Notice of 82<sup>nd</sup> AGM and holding shares as of the cut-off date i.e. Thursday, July 20, 2023, 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 4430. 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 20, 2023 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 23, 2023 at 8:00 a.m. IST and ends on Wednesday, July 26, 2023 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: 61955) has been appointed to act as the Scrutinizer for the 82<sup>nd</sup> 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 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 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).

**THE EXPLANATORY STATEMENT SETTING OUT ALL MATERIAL FACTS CONCERNING EACH OF THE BUSINESS(ES) TO BE TRANSACTED AT THE 82ND ANNUAL GENERAL MEETING AS STATED IN THE NOTICE DATED MAY 12, 2023: [Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 ]**

#### Item No. 2: Ordinary Resolution

Mr. Jacob Sebastian Madukkakuzy joined Colgate-Palmolive (India) Limited in 1995 in the Continuous Improvement Group. During his tenure of over 28 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.

Mr. Jacob Sebastian Madukkakuzy was re-appointed as the Whole-time Director & CFO of the Company for a term of 5 (five) consecutive years commencing from October 28, 2021.

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.

Brief details of Mr. Jacob Sebastian Madukkakuzy pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 are as provided in **Annexure I**.

#### Item No. 3: Special Resolution

In terms of the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Rules framed thereunder ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ("the SEBI Listing Regulations"), the Members of the Company, at the Seventy-Seventh Annual General Meeting held on July 26, 2018 appointed Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director of the Company for a period of 5 (five) consecutive years effective June 1, 2018 upto May 31, 2023.

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee and considering the expertise, experience and contribution made by Ms. Sukanya Kripalu during her first term and based on her positive performance evaluation, approved her appointment as an Additional Director designated as Non-Executive Independent Director for a second term of 5 (five) consecutive years effective June 1, 2023 till May 31, 2028, subject to the approval of the Members of the Company.

Ms. Kripalu has granted the consent for her re-appointment as an Independent Director. Further, the Company has received declarations from her confirming that she continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Act, Rules framed thereunder read with Schedule IV of the Act and the SEBI Listing Regulations. Also, she is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

The Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing the candidature of Ms. Kripalu for the office of a Director. In the opinion of the Nomination and Remuneration Committee and the Board, Ms. Kripalu is independent of the Management.

A brief profile of Ms. Sukanya Kripalu is set-out below:

Ms. Sukanya Kripalu is a graduate of St. Xavier's College and an alumni of the Indian Institute of Management, Kolkata. She is a Consultant in the fields of marketing, strategy,

advertising, and market research. She has a rich and varied work experience with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg's India. She was also the Chief Executive Officer of Quadra Advisory, a WPP group Company. She was appointed as a Director on the Board of the Company in June 2018.

Ms. Kripalu is the Member of the Audit, Stakeholders' Relationship and Nomination and Remuneration Committees of the Board of the Company.

The additional details of Ms. Kripalu as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India are set out in the **Annexure I** forming part of this Notice. Ms. Kripalu does not hold any shares in the Company.

The letter of re-appointment of Ms. Kripalu containing terms of her re-appointment, is available for inspection by Members on the website of the Company at [www.colgatepalmolive.co.in](http://www.colgatepalmolive.co.in).

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Ms. Sukanya Kripalu, is concerned or interested, financially or otherwise, in the resolution at item No. 3 of this Notice.

The Board considers that Ms. Kripalu's continued association would immensely benefit the Company and recommends the Resolution at item No. 3 for the approval of Members as a Special Resolution.

**Annexure I**

<b>Name of the Director</b>	<b>Mr. Jacob Sebastian Madukkakuzy</b>	<b>Ms. Sukanya Kripalu</b>
DIN	07645510	06994202
Date of Birth	June 17, 1969	October 30, 1960
Nationality	Indian	Indian
Qualification	Commerce graduate from Bombay University and Chartered Accountant from the Institute of Chartered Accountants of India.	Ms. Sukanya Kripalu is a graduate from St. Xavier's College and the Indian Institute of Management, Calcutta.
Expertise in specific areas	Mr. Jacob Sebastian Madukkakuzy has experience of more than 28 years and has served through leadership roles in Finance at Colgate-Palmolive Company's subsidiaries.	Ms. Sukanya Kripalu is a consultant in the fields of marketing, strategy, advertising and market research. Her experience includes working with leading corporations like Nestle India Limited, Cadbury India Limited and Kellogg's India. She was also the CEO of Quadra Advisory, a WPP group Company.
Date of first appointment	October 28, 2016	June 1, 2018
Number of shares held in Colgate-Palmolive (India) Limited	Nil	Nil
Name of other companies in which he/she holds Directorship	Nil	<ol style="list-style-type: none"> <li>1. Aditya Birla Fashion &amp; Retail Limited</li> <li>2. Ultratech Cement Limited</li> <li>3. Aditya Birla Health Insurance Co. Limited</li> <li>4. Entertainment Network (India) Limited</li> <li>5. Indivinity Clothing Retail Private Limited</li> <li>6. Avanti Finance Private Limited</li> </ol>
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	Nil	Aditya Birla Fashion & Retail Limited - Nomination and Remuneration Committee (Chairperson), Audit Committee (Member), Stakeholders' Relationship Committee (Member)  Ultratech Cement Limited - Stakeholders' Relationship Committee (Member), Corporate Social Responsibility Committee (Member)  Aditya Birla Health Insurance Co. Limited -Nomination and Remuneration Committee (Chairperson), Audit Committee (Member)  Indivinity Clothing Retail Private Limited- Nomination and Remuneration Committee (Chairperson), Audit Committee (Member)  Entertainment Network (India) Limited - Nomination and Remuneration Committee (Member), Audit Committee (Member)

Name of the Director	Mr. Jacob Sebastian Madukkakuzy	Ms. Sukanya Kripalu
Relationship 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.	There is no inter-se relationship between Ms. Sukanya Kripalu, other Members of the Board and Key Managerial Personnel of the Company.
Terms of Appointment 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 5 (five) consecutive years effective October 28, 2016 liable to retire by rotation, on terms and conditions as approved by the Members at their 76 <sup>th</sup> AGM held on August 3, 2017, and further re-appointment in the 80 <sup>th</sup> AGM for a term of 5 (five) consecutive years effective October 28, 2021. The details of last drawn remuneration is available in the Corporate Governance Report which forms part of Board's Report. As per the provisions of Section 152 of the Companies Act, 2013, he retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	Second term of 5 (five) consecutive years i.e. June 1, 2023 to May 31, 2028.  Independent directors are entitled to sitting fees for attending meetings of the Board & Committees thereof and also commission as provided under the Act.
Number of Board meetings attended	6 (FY 2022-23)	6 (FY 2022-23)

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 12, 2023