

# Notice

## COLGATE-PALMOLIVE (INDIA) LIMITED

Registered Office :

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

CIN : L24200MH1937PLC00270

Email : [investors\\_grievance@colpal.com](mailto:investors_grievance@colpal.com)

Website : <https://www.colgatepalmolive.co.in>

Tel. No. : 022-6709 5050

**NOTICE** is hereby given that the Eighty-Fourth (84<sup>th</sup>) Annual General Meeting of COLGATE-PALMOLIVE (INDIA) LIMITED will be held on **Tuesday, July 22, 2025 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, 2025 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 approve the appointment of M/s. Dholakia & Associates LLP, as the Secretarial Auditors of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and as per the recommendation of the Audit Committee and the Board of Directors, M/s. Dholakia & Associates LLP, a firm of Practicing Company Secretaries, (Firm Registration number P2014MH034700), be and is hereby appointed as the Secretarial Auditors of the Company to conduct a Secretarial Audit and issue the Secretarial Audit Report for a term of five (5) consecutive Financial Years, i.e from

the Financial Year 2025-26 till the Financial Year 2029-30, at a remuneration as may be approved by the Audit Committee and/or Board of Directors of the Company from time to time, in addition to applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred by them.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

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

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

**"RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard, 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 not exceeding 1% per annum of the net profit of the Company in any Financial Year, calculated in accordance with the provisions of Section 198 of the Act, by way of commission of ₹ 35,00,000 (Rupees Thirty Five Lakhs Only) per annum, to each Non-Executive, Independent Director of the Company, for a period of three (3) Financial Years, commencing from April 1, 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

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

**Surender Sharma**

Whole-time Director - Legal &  
Company Secretary  
(FCS No: 8913/DIN: 02731373)

Place: Mumbai  
Date : May 21, 2025

**NOTES:**

1. Pursuant to the Ministry of Corporate Affairs ('MCA') General 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 MCA and SEBI and in reference to the recent MCA General Circular No. 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ('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') and accordingly 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. 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 on General Meeting ('SS-2') issued by the Institute of Company Secretaries of India, is annexed as **Annexure I** and forms part of this Notice.
6. Members can join AGM in the VC/OAVM mode 30 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 of the Company, etc. who are allowed to attend the AGM without any restriction on account of first-come-first-served basis.
7. 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.
8. 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).
9. Since the AGM is being held only through the VC/OAVM facility, the route map is not annexed to this Notice.
10. In compliance with the Circulars, the Notice of the 84<sup>th</sup> AGM and the Annual & ESG Report for the Financial Year 2024-25 are being sent only by email to the Members whose email address is registered with the Registrar & Share Transfer Agent ('RTA')/ Company/ Depositories/ Depository Participants. A letter indicating the weblinks of the Annual & ESG Report and the Notice of the AGM is being sent to the Members whose email ids are not available with the RTA/ Company/ Depositories/ Depository Participants.
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 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, all the Members may register their email address with the RTA as per the process given 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 Wednesday, July 16, 2025 to Tuesday, July 22, 2025 (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. 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 the shares held by them in physical form.
  16. In line with the SEBI Circular SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 7, 2024 and Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, all the Members whose PAN and KYC details are not registered/updated with the Company are requested to do so by submitting the necessary documents and forms which are available on MUFG Intime India Private Limited's ('RTA') website at <https://web.in.mpms.mufg.com/KYC-downloads.html> and also available on the website of the Company at <https://www.colgateinvestors.co.in/investor-faqs> or can be obtained by writing to the Company or to the RTA at the email address [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) or by logging in at **SWAYAM Portal** <https://swayam.in.mpms.mufg.com>.
- Further, in case of any queries/complaints, please write to us at [investors\\_grievance@colpal.com](mailto:investors_grievance@colpal.com).
17. Members are requested to notify immediately any change in the above KYC details to the RTA of the Company if shares are held in physical form and to the respective Depository Participants, if shares are held in electronic mode in order to receive all important Shareholder communications and corporate benefits in a timely manner.
  18. 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.
  19. As per SEBI Circular dated SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 read with Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, payment of dividends/interest etc, will be made only in electronic mode to the Physical Shareholders who

have updated their PAN, Contact Details, Bank Account Details and Specimen Signature with the Company or the RTA. Further, Shareholders holding shares in demat mode are requested to update their PAN, Contact Details, Bank Account Details and Specimen Signature with their respective Depository Participants in order to receive dividends electronically.

20. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
21. 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.
22. Pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund 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 Investor Education and Protection Fund ('IEPF') Authority, a Fund constituted by the Government of India under Section 125 of the Act. During the Financial Year, the following dividends have been transferred to IEPF in terms of the requirements of the law, which were unpaid/ unclaimed were as below:

Sr. No.	Particulars	Amount (in ₹)	Date of transfer to IEPF
1.	3 <sup>rd</sup> Interim 2016-17	69,38,202	May 15, 2024
2.	1 <sup>st</sup> Interim 2017-18	83,42,684	December 14, 2024
3.	2 <sup>nd</sup> Interim 2017-18	78,91,884	February 6, 2025

The Company had sent communication individually to the concerned Members to claim their unpaid/ unclaimed dividend amount(s) and that failure to claim the same would lead to their dividend/equity shares being transferred to the IEPF Authority without any further notice.

The details of Members whose dividends have remained unpaid/unclaimed for seven consecutive years have been placed on the website of the Company at <https://www.colgateinvestors.co.in/shareholder-information/unclaimed-dividends>. The said dividend / equity shares can be claimed by following the process given at [www.iepf.gov.in](http://www.iepf.gov.in).

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 are available on Company's website.

23. Members desirous of obtaining any information/ clarification(s), intending to raise any query concerning the Financial Statements/Annual & ESG 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.
24. All relevant documents referred to in this AGM Notice are available for inspection on the Company's website at [www.colgatepalmolive.co.in](http://www.colgatepalmolive.co.in).

## 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 SEBI Listing 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 Friday, July 18, 2025 at 8:00 a.m. IST and ends on Monday, July 21, 2025 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. Tuesday, July 15, 2025, 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. Also, 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 eVoting system in the AGM.

### How do I vote electronically using the 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 No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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> </ol>

## Type of Shareholders

Individual Shareholders holding securities in demat mode with NSDL.

## Login Method

- If you are not registered for IDeAS e-Services, an option to register is available at <https://eservices.nsdl.com>. Select '**Register Online for IDeAS Portal**' or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- Visit the e-Voting website of NSDL. Open 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 (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 **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.
- Shareholders/Members can also download the NSDL Mobile App '**NSDL Speede**' facility by scanning the QR code mentioned below for seamless voting experience.

### NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

- 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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.
- After successful login the East/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 the Company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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.
- If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.

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.com">evoting@nsdl.com</a> or call at 022 - 4886 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. 1800-21-09911.

## 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 the NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.
3. 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 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 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.com](mailto:evoting@nsdl.com) 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 the 'VC/OAVM' link placed under 'Join 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.com](mailto:evoting@nsdl.com). 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 or send a request to (Ms. Prajakta Pawle) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

## 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 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 during the course of the AGM and 30 minutes after the close of 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 are required to follow the same process as given in point no 3 under general guidelines for Shareholders.

## 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. Please note that Participants using Mobile Hotspot to connect to the Meeting may experience Audio/Video loss due to fluctuation in their network. It is therefore recommended to use a Laptop with stable Wi-Fi or LAN Connection to mitigate any kind of glitches and better experience. Members can login and join at least 30 minutes before the time scheduled for the AGM.
3. 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.

4. Shareholders who wish to express their views/ask questions at the AGM may register themselves as Speaker Shareholders by writing to the Company at [cpilagm@colpal.com](mailto:cpilagm@colpal.com) between Saturday, July 12, 2025 (8.00 a.m. IST) to Thursday, July 17, 2025 (5.00 p.m. IST) (both dates inclusive).
5. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

### 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 for procuring notice and 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 (up to 1 MB) at [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html).
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. 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 for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.

## 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 84<sup>th</sup> AGM and holding shares as of the cut-off date i.e. Tuesday, July 15, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 022 - 4886 7000. 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. Tuesday, July 15, 2025 may follow steps mentioned in the Notice of the AGM under 'Access to NSDL e-Voting system'.



- B. The e-Voting period commences on Friday, July 18, 2025 at 8:00 a.m. IST and ends on Monday, July 21, 2025 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 prescribed 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, Practising 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 84<sup>th</sup> AGM. The scrutinizer will ensure that the e-Voting process is conducted in a fair and transparent manner.
- E. 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 at [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 National Securities Depository Limited.
- F. 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).

#### NOTE ON DIRECTOR(S) BEING REAPPOINTED

##### 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 30 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. M. S. Jacob has been acting as a Whole-time Director of the Company for a term of five (5) consecutive years effective October 28, 2016, liable to retire by rotation, on terms and conditions as approved by the Members from time to time.

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. M. S. Jacob pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 are as provided in **Annexure I**.

The remuneration paid to Mr. Jacob during the Financial Year 2024-25 is provided in the [Annual and ESG Report -2023-24](#) on page no 150.

Except Mr. M. S. Jacob, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in passing of the resolution set out in Item No. 2 of this Notice. Further, the relatives of Mr. M. S. Jacob are also deemed to be interested in this resolution, to the extent of their shareholding in the Company, if any.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors considers the appointment of Mr. M S Jacob in the interest of the Company and recommends the Ordinary Resolution set out at Item No. 2 of this Notice for approval of the Members.

#### THE EXPLANATORY STATEMENT SETTING OUT ALL MATERIAL FACTS CONCERNING EACH OF THE BUSINESS TO BE TRANSACTED AT THE 84<sup>th</sup> ANNUAL GENERAL MEETING AS STATED IN THE NOTICE DATED MAY 21, 2025:

[Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2]

##### Item No. 3: Ordinary Resolution

The Members are hereby informed that as per the recent amendments in Regulation 24A of the SEBI Listing Regulations, the Company is required to appoint the Secretarial Auditors for a period of five (5) years instead of on a year-on-year basis. The said firm is required to be a Peer Reviewed Company Secretary.

M/s. Dholakia & Associates LLP, a Practicing Company Secretaries, Mumbai (Firm Registration number P2014MH034700) have been acting as the Secretarial Auditors of the Company since the Financial Year 2023-24.

M/s. Dholakia & Associates LLP is a Practicing Company Secretaries Firm established in the year 1983 under the leadership of Late Mr. Bhumitra Dholakia based in Mumbai. The Firm has 42 years of rich experience of handling various Corporate Law matters including but not limited to Secretarial Audit, Bank Diligence Audit, SEBI Audit, etc, for Listed and

Unlisted Companies across industries and size. The Firm is Peer Reviewed and Quality reviewed as per the ICSI Guidelines. They have handled Secretarial Audit of Companies like Indian Oil, BPCL, HPCL, P&G Group, ICICI Lombard GIC, i-Process India (subsidiary of ICICI Bank). They have also been appointed as Secretarial Auditor by Tata Industries Limited, a TATA Group Company.

The performance of M/s. Dholakia & Associates has been satisfactory in the last two years and accordingly, it is proposed to appoint them for a period of five (5) consecutive years in line with the aforesaid requirements. The firm has been Peer Reviewed and is not disqualified in terms of the requirements of SEBI.

M/s. Dholakia & Associates LLP, meets the eligibility criteria as enumerated under Regulation 24A(1A) of the Listing Regulations. M/s. Dholakia & Associates LLP have given their consent and eligibility certificate to act as the Secretarial Auditor of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the Act, SEBI Listing Regulations and guidelines issued by the Institute of Company Secretaries of India.

As per the recommendation of the Audit Committee, the Board of Directors of the Company at its Board Meeting held on May 21, 2025 approved the appointment of M/s. Dholakia & Associates LLP, (Firm Registration number P2014MH034700), hereinafter called as the Secretarial Auditors of the Company for a period of five (5) consecutive Financial Years, commencing from the Financial Year 2025-26 till the Financial Year 2029-30.

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

Further, the remuneration payable for the Secretarial Audit for the Financial Year 2025-26 is ₹ 2,00,000 (Rupees Two Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board of Directors.

Considering the evaluation of the past performance, experience and expertise of M/s. Dholakia & Associates LLP and based on the recommendation of the Audit committee and approval of the Board of Directors, it is proposed to appoint M/s. Dholakia & Associates LLP as the Secretarial

Auditors of the Company for a period of five (5) consecutive Financial Years till the Financial Year 2029-2030 in terms of the aforesaid provisions.

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

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 3 of this Notice for approval of the members.

#### Item No. 4 : Special Resolution

The Members of the Company at their Meeting held on July 28, 2022 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 ₹ 20,00,000 (Rupees Twenty Lakhs Only), 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 of ₹ 35,00,000 (Rupees Thirty Five Lakhs Only) per annum to each of the NEIDs of the Company for a period of three (3) years commencing from April 1, 2025.

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. Further, the relatives of NEIDs are also deemed to be interested in this resolution, to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 4 of this Notice for the approval of the Members.

## Annexure I

## DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 84<sup>th</sup> ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

<b>Name of the Director</b>	<b>Mr. Jacob Sebastian Madukkakuzy</b>
DIN	07645510
Date of Birth/Age	June 17, 1969
Nationality	Indian
Qualification	Commerce graduate from Bombay University and Chartered Accountant from the Institute of Chartered Accountants of India
Expertise in specific areas	Expertise in the functional areas of finance including Investor Relations matters. Mr. Jacob Sebastian Madukkakuzy has experience of more than 30 years and has served through leadership roles in Finance at Colgate-Palmolive Company's subsidiaries. Further he also has expertise in Business Strategy, Financial Control and Risk Management.
Date of first appointment on the Board	October 28, 2016
Number of shares held in Colgate-Palmolive (India) Limited including beneficial interest	Nil
Name of other companies in which he holds Directorship (along with listed entities from which the person has resigned in the past three years)	None
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	None
Relationship between Directors and Key Managerial Personnel inter-se	There is no inter-se relationship between Mr. Jacob Sebastian Madukkakuzy, other Members of the Board and Key Managerial Personnel of the Company.
Terms of Appointment along with details of remuneration sought to be paid and remuneration last drawn by such a person, if applicable	Appointed as Whole-time Director of the Company for a term of five (5) 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-appointed in the 80 <sup>th</sup> AGM for a term of five (5) consecutive years effective October 28, 2021. 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.

Name of the Director	<b>Mr. Jacob Sebastian Madukkakuzy</b>
	<p>The remuneration payable for Financial Year 2025-26 shall be in line with the requirement of the Companies Act, 2013 and within the limits as approved by the Members.</p> <p>The remuneration paid to Mr. Jacob during the Financial Year 2024-25 is provided in the <a href="#">Annual and ESG Report -2023-24</a> on page 150.</p>
Number of Board meetings attended during Financial Year 2024-25	5 (100% Attendance)

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

**Surender Sharma**

Whole-time Director - Legal &  
Company Secretary  
(FCS No: 8913/DIN: 02731373)

Place: Mumbai  
Date: May 21, 2025