



COLGATE-PALMOLIVE (INDIA) LIMITED

Regd. Office :
Colgate Research Centre,
Main Street,
Hiranandani Gardens,
Powai,
Mumbai - 400076.
Tel. : (91 22) 67095050
www.colgatepalmolive.co.in
CIN : L24200MH1937PLC002700

May 21, 2025

The Secretary
BSE Limited
P.J. Towers – 25th Floor
Dalal Street
Mumbai-400001

Scrip Code: 500830

The Manager – Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block – G
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

Symbol: COLPAL
Series: EQ

Dear Sir(s)/Madam,

Sub: Outcome of the Board Meeting

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we would like to inform you that the Board of Directors at its Meeting held earlier today, i.e. May 21, 2025, has, inter alia:

1. Approved the Audited Financial Results for the fourth quarter and financial year ended March 31, 2025. Please find enclosed herewith the following :
 - i) Independent Auditors’ Report,
 - ii) Audited Financial Results for the fourth quarter and financial year ended March 31, 2025; and
 - iii) Company’s statement on the above financial results.

Further, pursuant to Regulation 33(3)(d) of the SEBI Listing Regulations, we hereby declare that the Statutory Auditors of the Company, M/s. S R B C & CO LLP, Chartered Accountants, (Firm Registration No. 324982E/E300003) has issued an Audit Report with unmodified opinion on the Audited Financial Results of the Company for the fourth quarter and financial year ended March 31, 2025.

2. Declaration of Second Interim Dividend of Rs. 27/- (Rupees Twenty Seven Only) per equity share of Re. 1/- each for the Financial Year 2024-25. The said dividend will be paid on and from June 16, 2025 to those shareholders whose names appear in the Register of Members of the Company as on the Record date i.e. May 28, 2025.
3. Approved convening of the 84th Annual General Meeting (AGM) of the Company on Tuesday, July 22, 2025 through Video Conference/Other Audio-Visual Means (VC/OAVM) in compliance with the circulars issued by the Ministry of Corporate Affairs and SEBI in this regard.

The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, July 16, 2025 to Tuesday, July 22, 2025 (both days inclusive) for the purpose of the AGM. Further details on the manner of attending the AGM through VC/OAVM and voting by shareholders will be set out in the Notice of the 84th AGM.

4. Based on the recommendation of the Audit Committee, approved the appointment of M/s. Dholakia & Associates LLP, a firm of Practicing Company Secretaries, (Firm Registration number P2014MH034700) as the Secretarial Auditors of the Company to conduct a Secretarial Audit and issue the Secretarial Audit Report for a term of 5 (five) consecutive years from the Financial Year 2025-26 till 2029-30 subject to approval of shareholders. Brief details about their appointment are provided in the enclosed Annexure.
5. Approved the revision in Policies of the Company for the following :
 - i. Related Party Transactions Policy
 - ii. Insider Trading Code of Conduct
 - iii. Policy on determination of Materiality of Event or Information

The meeting of the Board of Directors commenced at 3.00 p.m. and concluded at 4.30 p.m.

Kindly take the above on record.

Thanking you,
Yours sincerely,
For **Colgate-Palmolive (India) Limited**

Surender Sharma
Whole-time Director- Legal &
Company Secretary
DIN- 02731373
Encl: a/a

Annexure

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023:

Appointment of the Secretarial Auditors of the Company:- M/s. Dholakia & Associates LLP
(Firm Registration number P2014MH034700)

Sl. No.	Particulars	Details
1	Reason for change viz. appointment	Appointment for a period of 5 years
2	Date of appointment & term of appointment	The Board of Directors of the Company at its meeting held today i.e., May 14, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. Dholakia & Associates LLP, a firm of Practicing Company Secretaries, (Firm Registration number P2014MH034700), as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years from the Financial Year 2025-26 till 2029-30, subject to the approval of the shareholders of the Company at the ensuing Annual General Meeting.
3	Brief profile	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.
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Independent Auditor's Report on the Quarterly and Year to Date Audited Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
**The Board of Directors of
Colgate-Palmolive (India) Limited**

Report on the audit of the Financial Results**Opinion**

We have audited the accompanying statement of quarterly and year to date financial results of Colgate-Palmolive (India) Limited (the "Company") for the quarter ended March 31, 2025 and for the year ended March 31, 2025 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net profit and other comprehensive loss and other financial information of the Company for the quarter ended March 31, 2025 and for the year ended March 31, 2025.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Financial Results

The Statement has been prepared on the basis of the annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive loss of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate



Colgate-Palmolive (India) Limited

Page 2 of 3

internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



S R B C & CO LLP

Chartered Accountants

Colgate-Palmolive (India) Limited

Page 3 of 3

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

The Statement includes the results for the quarter ended March 31, 2025 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2025 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003



per Pritesh Maheshwari

Partner

Membership No.: 118746



UDIN: 25118746BMOLDZ4360

Place : Mumbai

Date : May 21, 2025

STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ENDED MARCH 31, 2025

Particulars	(Rs. in Lakhs)				
	Quarter Ended	Quarter Ended	Quarter Ended	Year Ended	Year Ended
	March 31, 2025 (Audited)	December 31, 2024 (Unaudited)	March 31, 2024 (Audited)	March 31, 2025 (Audited)	March 31, 2024 (Audited)
1 Income					
(a) Revenue from operations					
(i) Sales (Refer Note 1)	145,202	145,221	148,066	599,920	564,418
(ii) Other Operating Income	1,049	963	935	4,097	3,625
(b) Other Income (Refer Note 2)	1,906	2,040	2,265	13,884	7,652
Total Income	148,157	148,224	151,266	617,901	575,695
2 Expenses					
(a) Cost of materials consumed	38,647	34,542	38,772	157,911	145,759
(b) Purchases of stock-in-trade	6,531	9,863	5,227	30,986	24,491
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(2,201)	(419)	1,734	(7,070)	2,048
(d) Employee benefits expense	10,727	10,883	9,992	44,678	41,173
(e) Finance Cost	108	111	136	432	500
(f) Depreciation and Amortisation expense	3,837	4,113	4,210	16,274	17,151
(g) Other Expenses					
(i) Advertising	18,057	20,010	16,887	82,246	76,042
(ii) Others	24,689	25,869	23,172	99,460	88,448
Total Expenses	100,395	104,972	100,130	424,917	395,612
3 Profit Before Exceptional Item and Tax (1-2)	47,762	43,252	51,136	192,984	180,083
4 Exceptional Item [Expense] (Refer Note 3)	-	-	-	-	1,950
5 Profit Before Tax (3-4)	47,762	43,252	51,136	192,984	178,133
6 Tax expense					
i) Current Tax	13,233	11,303	15,004	49,654	49,366
ii) Adjustment of tax relating to earlier years	(161)	-	-	(161)	-
iii) Deferred Tax	(810)	(329)	(1,850)	(190)	(3,599)
7 Net Profit for the period (5-6)	35,500	32,278	37,982	143,681	132,366
8 Other Comprehensive Income / (Loss) (net of Tax)					
Items that will not be reclassified to Profit and Loss					
i) Re-measurement of gain / (losses) on defined benefit plans	(511)	-	31	(511)	31
ii) Tax adjustment on above	129	-	(8)	129	(8)
9 Total comprehensive income for the period (7+8)	35,118	32,278	38,005	143,299	132,389
10 Paid-up Equity Share Capital (Face value: Re 1/- per share)	2,720	2,720	2,720	2,720	2,720
11 Reserve excluding Revaluation Reserve	-	-	-	163,727	184,716
12 Basic and Diluted Earnings per share (of Re 1/- each)	13.05	11.87	13.96	52.83	48.67

SIGNED FOR IDENTIFICATION
BY

S R B C & CO LLP
MUMBAI



Notes

1. Sales, net of GST, for the quarter ended March 31, 2025, has decreased by 1.9% in comparison to corresponding period of the previous year and increased by 6.3% for the year ended March 31, 2025.
2. Other income for the quarter and year ended March 31, 2025, includes credit received on account of interest on income tax refunds for earlier periods consequent to receipt of favourable orders by the Company, of Rs. 387 Lakhs and Rs. 6,478 Lakhs, respectively (For quarter and year ended March 31, 2024, of Rs. Nil).
3. There are no Exceptional items for the quarter ended and year ended March 31, 2025. Exceptional item for the quarter ended and year ended March 31, 2024, includes severance and related expenses with respect to certain organisation structure changes of Rs. Nil and Rs. 1,950 Lakhs, respectively.
4. The Company has declared a Second Interim dividend of Rs. 27/- per share aggregating to Rs. 73,436 Lakhs on May 21, 2025 for FY 2024-25 which will be paid on and from June 16, 2025. The Board of Directors at its meeting held on October 24, 2024 had earlier declared the First Interim Dividend of Rs. 24/- per share aggregating to Rs. 65,277 Lakhs for the FY 2024-25 which was paid on and from November 21, 2024.
5. The Company has identified 'Personal Care (including Oral Care)' as its only primary reportable segment in accordance with the requirements of Ind AS 108, 'Operating Segments'. Accordingly, no separate segment information has been provided.
6. The figures of the last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the respective financial year, which were subjected to limited review

The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 21, 2025.

The full text of Colgate releases is available in the Investors section of our website at www.colgatepalmolive.co.in and is also available on www.bseindia.com and www.nseindia.com.

COLGATE-PALMOLIVE (INDIA) LIMITED



Rahul Narasimhan

MANAGING DIRECTOR AND CEO

DIN : 08822860

Mumbai
May 21, 2025



Colgate-Palmolive (India) Limited		
Registered Office : Colgate Research Centre, Main Street, Hiranandani Gardens, Powai, Mumbai 400 076		
CIN : L24200MH1937PLC002700 Tel : +91 (22) 6709 5050		
BALANCE SHEET AS AT MARCH 31, 2025		(Rs. in Lakhs)
Particulars	As at March 31, 2025 (Audited)	As at March 31, 2024 (Audited)
ASSETS		
(1) Non-current Assets		
(a) Property, Plant and Equipment	77,646	79,407
(b) Capital Work-in-progress	3,841	11,028
(c) Financial Assets		
i. Loans	120	97
ii. Other Financial Assets	1,783	1,682
(d) Deferred Tax Assets (Net)	6,795	6,476
(e) Other Non-current Assets	897	793
(f) Current Tax Assets (Net)	34,502	29,789
Total Non-current assets	125,584	129,272
(2) Current assets		
(a) Inventories	37,726	29,641
(b) Financial Assets		
i. Trade Receivables	22,625	16,739
ii. Cash and Cash Equivalents	66,810	88,899
iii. Bank Balances [other than (ii) above]	42,703	48,479
iv. Loans	667	667
v. Other Financial Assets	648	602
(c) Other Current Assets	5,092	5,354
Total Current Assets	176,271	190,381
TOTAL ASSETS	301,855	319,653
EQUITY AND LIABILITIES		
EQUITY		
(a) Equity Share Capital	2,720	2,720
(b) Other Equity	163,727	184,716
TOTAL EQUITY	166,447	187,436
LIABILITIES		
(1) Non-current Liabilities		
(a) Financial Liabilities		
i. Lease Liabilities	4,543	5,955
ii. Other Financial Liabilities	130	130
(b) Provisions	2,991	2,161
(c) Other Non-Current Liabilities	30	36
Total Non-current Liabilities	7,694	8,282
(2) Current Liabilities		
(a) Financial Liabilities		
i. Lease Liabilities	1,541	1,220
ii. Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises	931	704
- Total outstanding dues of creditors other than micro enterprises and small enterprises	91,148	87,487
iii. Other Financial Liabilities	4,693	4,142
(b) Other Current Liabilities	13,550	12,583
(c) Provisions	10,155	9,863
(d) Current Tax Liabilities (Net)	5,696	7,936
Total Current Liabilities	127,714	123,935
TOTAL LIABILITIES	135,408	132,217
TOTAL EQUITY AND LIABILITIES	301,855	319,653



COLGATE-PALMOLIVE (INDIA) LIMITED Registered Office : Colgate Research Centre, Main Street, Hiranandani Gardens, Powai, Mumbai 400 076 CIN : L24200MH1937PLC002700 Tel : +91 (22) 6709 5050		
Statement of Cash Flow for the year ended March 31, 2025		
	(Rs. In Lakhs)	
Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Cash flow from Operating Activities:		
Profit before Tax	1,92,984	1,78,133
Adjustment for:		
Unrealised Foreign Exchange (Gain)/Loss	(215)	2
Depreciation and Amortisation Expenses	16,274	17,151
Lease Rentals received	(266)	(259)
Net (gain)/loss on disposal of property, plant and equipment	(36)	25
Interest Income On Financial Assets at Amortized Cost	(6,693)	(7,130)
Finance Cost	432	500
Bad Debts Written Off/ Provision for Doubtful Debts	305	15
Interest income from Unwinding of discount on security deposits	(249)	(159)
Employee share-based payment expense	1,254	1,204
Operating Profit before Working Capital Changes	2,03,790	1,89,482
Adjustment for Increase/Decrease in Working Capital:		
(Increase)/Decrease in inventories	(8,085)	3,904
Increase in financial assets	(6,625)	(37,580)
Decrease/(Increase) in other assets	235	(1,565)
Increase in financial liabilities	3,733	12,083
Increase in other liabilities and provisions	2,594	435
Cash Generated from Operations	1,95,642	1,66,759
Direct Taxes Paid (Net)	(56,196)	(46,863)
Net Cash Generated from Operating Activities (A)	1,39,446	1,19,896
Cash Flow from Investing Activities:		
Purchase of Property, Plant and Equipment	(7,142)	(7,556)
Proceeds from disposal of Property, Plant and Equipment	3	3
Proceeds from redemption of deposits (net off deposits made)	5,482	8,282
Lease rentals received	266	259
Interest Received	6,988	6,936
Net Cash Generated from Cash flow from Investing Activities (B)	5,597	7,924
Cash Flow from Financing Activities:		
Dividends Paid	(1,62,621)	(1,16,703)
Payment of principal portion of lease liabilities	(1,318)	(1,399)
Payment of interest portion of lease liabilities	(432)	(500)
Employee share-based payments	(2,761)	(925)
Net Cash used in Financing Activities (C)	(1,67,132)	(1,19,527)
Net (decrease)/increase in Cash and Cash Equivalents (A+B+C)	(22,089)	8,293
Cash and Cash Equivalents at April 1	88,899	80,606
Cash and Cash Equivalents at March 31	66,810	88,899
Bank Balances in:		
Current Accounts	4,012	4,792
Deposit Accounts (with less than 3 months original maturity)	62,798	84,107
Cash and Cash Equivalents as at March 31	66,810	88,899





NEWS RELEASE

Announcement of Results for the Quarter and Year Ended March 31, 2025

FY25 Net Sales Growth of 6.3%; Q4 FY25 Net Sales down by 1.9%

- *FY25 Net Sales at Rs. 5,999 Crore with Net Profit growth of 8.5%*
- *Maintained product superiority through the relaunch of Colgate Strong Teeth*
- *4.5 mn consumers benefitted from AI-powered dental screenings under Oral Health Movement*
- *Second Interim Dividend per share of Rs. 27/- with total dividend of Rs. 51/- for FY25*

Mumbai, 21 May 2025: Colgate-Palmolive (India) Limited announced its financial results for the fourth quarter and the financial year ended March 2025.

Net Sales: Colgate-Palmolive (India) Limited reported net sales of Rs. 5,999 Crore for the year ended March 31, 2025, as compared to Rs. 5,644 Crore for the same period last year. FY25 domestic Net Sales growth reported at 5.6%. For the quarter, the Company reported net sales of Rs. 1,452 Crore as compared to Rs. 1,481 Crore for the same period last year.

Profitability: Net profit after tax for the full year grew by 8.5% year-on-year to Rs. 1,437 Crore from Rs. 1,324 Crore in the previous year. Net profit after tax for the quarter stood at Rs. 355 Crore as compared to Rs. 380 Crore for the same period last year.

Ms. Prabha Narasimhan, Managing Director & CEO of Colgate-Palmolive (India) Limited, said,

“In FY25, the Company achieved a 6.3% year-on-year increase in topline revenue, with Toothpaste recording mid-single-digit value growth. The operating environment proved challenging in the second half of the year, primarily due to softening urban demand and intensified competition, which impacted Q4 performance. Despite these headwinds, we remain steadfast in our commitment to our strategic priorities. Our Toothbrush portfolio delivered another year of robust growth. Our margin profile remains healthy and resilient, underpinned by effective execution of our Funding The Growth program. We continue to capitalize on our solid margin position by reinvesting in the business. Looking forward, while we anticipate continued near-term macro headwinds, we expect to see a gradual recovery in market conditions in the latter part of the year.”

During this quarter, the flagship product - **Colgate Strong Teeth Toothpaste** has been relaunched, offering a superior sensory experience in key geographies. It is enriched with



Arginine technology that gives a Calcium boost, and makes teeth 2X stronger. The Company also introduced Colgate Total Plaque Release toothpaste, featuring advanced Amino foam and Zinc technology. This formula goes deep along the gumline to remove 3x more plaque and strengthen gums for better oral health.

In November 2024, the Company launched the nationwide **Oral Health Movement (OHM)**, a significant step towards our commitment to improve oral health in India. The program leverages digital innovation providing free dental screening using an AI-powered tool and has reached 4.5 million people till date; paving the way for a healthy population and healthy nation.

DIVIDEND

The Board declared a Second Interim Dividend of Rs. 27/- per share of Re 1 each (face value). The dividend payout to the shareholders will be Rs. 734 Crore and will be paid on or after June 16, 2025 to those shareholders whose names are on the Register of Members of the Company as on May 28, 2025. The Total Dividend would be Rs. 51/- per share for the year 2024-25.

ABOUT COLGATE-PALMOLIVE (INDIA) LIMITED

Colgate-Palmolive is a caring, innovative growth Company that is reimagining a healthier future for all people, and the planet. Colgate-Palmolive (India) Limited is the market leader in Oral Care in the country, committed to delivering sustainable, profitable growth for its shareholders, while fostering an inclusive workplace for its people. With a primary focus on Oral Care & Personal Care in the Indian market, the Company is recognized for its leadership and innovative efforts in advancing sustainability and community well-being. Among its recent accomplishments, the Company has made significant strides in reducing plastic waste and promoting recyclability, conserving water and energy, not only at its manufacturing facilities, but also in the communities they serve. The Company is also engaging with children to impart good oral health practices through its Colgate Bright Smiles, Bright Futures® program.

For more information about Colgate's global business and how it is building a future to smile about, visit: <https://www.colgateinvestors.co.in/>

RELATED PARTY TRANSACTIONS POLICY

1. Preamble

1.1. The Board (as defined below) of Colgate-Palmolive (India) Limited (the “Company”) has adopted the following Policy and procedures with regard to Related Party Transactions (RPTs) (as defined below).

1.2. This Policy (as defined below) has been formulated to regulate transactions between the Company and its Related Parties (as defined below) based on the laws and regulations applicable to the Company from time to time.

2. Purpose

This Policy on RPTs has been framed pursuant to requirements prescribed under the 2013 Act (as defined below) and the Securities Exchange and Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 (Listing Regulations). This Policy is intended to ensure that transactions between the Company and its Related Parties are approved and reported in accordance with the provisions of the 2013 Act and the Listing Regulations. The RPTs are also subject to the Inter-Company Pricing Policy of Colgate Palmolive Company-USA which applies to all group companies of Colgate Palmolive Company-USA established and operating worldwide. This Policy has been framed to provide a framework to the Company for entering into RPTs which are in the best interest of the Company and its shareholders.

3. Definitions

“**2013 Act**” means the Companies Act, 2013 and includes the rules, orders, circulars, and notifications issued thereunder.

“**Arm’s Length Transaction**” means a transaction between two Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest.

“**Audit Committee**” means the Audit Committee constituted by the Board of the Company in terms of the provisions of the 2013 Act and the Listing Regulations.

“**Board**” means the Board of Directors of the Company.

“**Director**” means a director appointed to the Board of the Company.

“**Key Managerial Personnel or KMP**” means the Key Managerial Personnel of the Company in terms of the 2013 Act.

“**Material Related Party Transaction or MRPT**” means a transaction with a related party, if the transaction(s) to be entered into individually or taken together with previous transactions during

a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Notwithstanding the above, (with effect from July 01, 2019), a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity.

“Policy” means this Related Party Transactions Policy which has been approved by the Audit Committee and the Board of the Company.

“Related Party” means a related party as defined under sub-section (76) of Section 2 of the 2013 Act or under the applicable accounting standards read with Regulation 2 (zb) of the Listing Regulations.

“Related Party Transaction or RPT” means a transaction as defined under Regulation 2(zc) of the Listing Regulations or under other applicable provisions of the Act or the rules thereunder.

“Relative” means a relative as defined under section 2(77) of the 2013 Act and rules prescribed thereunder.

“Transactions in the ordinary course of business” means transactions which are in the ordinary course of business as per judicial precedents in India or as may be prescribed under the applicable laws, regulations and secretarial standards.

Capitalized terms used but not defined herein shall have the same meaning as assigned thereto in the 2013 Act, the Listing Regulations or any other applicable laws or regulations, as the case may be.

4. Declaration of Related Parties and identification of potential RPTs

4.1. Each Director and KMP of the Company is responsible for:

- (i) disclosing to the Company Secretary in the appropriate form, details of all their Relatives, firms / body corporates and their corresponding interests therein, that may fall within the definition of a “Relative” or “Related Party” (vis-à-vis the Company) as prescribed in the 2013 Act and the Listing Regulations. This disclosure shall be made on an annual basis with a corresponding responsibility to provide updates on the same in case of any modification or inclusion to the information thus provided; and
- (ii) providing notice to the Board and the Audit Committee in the appropriate form, of any potential RPT (involving them, or their Relatives, or firms / body corporates in which they

or their Relatives are interested) that the Company may be entering into, along with any additional information about the transaction / the Related Party that the Board and the Audit Committee may reasonably request. The Board and the Audit Committee shall have the final right to determine whether an impugned transaction does, in fact, constitute an RPT and require compliance with this Policy.

4.2. The Company strongly prefers to receive such notice (of any potential RPT) at least 15 days in advance of a Board / Audit Committee meeting, so that the Board and the Audit Committee have adequate time to obtain and review information regarding the same. In an event where the above notice is received by the Company less than 15 days in advance of a meeting, then the Audit Committee and the Board shall have final discretion whether to consider and review such information or not.

4.3. In addition to the above, the Board and the Audit Committee are empowered to undertake an independent assessment of transactions proposed to be executed by the Company in order to ascertain whether the same are proposed to be executed with Related Parties. Special focus shall be given to such transactions that fall beyond the monetary thresholds prescribed for RPTs under section 188 of the 2013 Act and Regulation 23 of the Listing Regulations.

5. Prior Approval of the Audit Committee

5.1. Unless specified otherwise under the 2013 Act and the Listing Regulations, all RPTs shall require prior approval of the Audit Committee, whether at a meeting or by resolution by circulation or through electronic mode. Further, only those Members of the Audit Committee, who are independent directors, shall approve related party transaction(s).

5.2 The Chief Financial Officer of the Company shall prepare and present a report on all RPTs to the Audit Committee for its prior approval. The details of all RPTs shall be placed before the Audit Committee, as specified in clause 8 of this Policy.

5.3. The Audit Committee may grant omnibus approval for RPTs which are regular and repetitive in nature for a maximum period of one year, and fresh approval would be required after the expiry of one year. Before granting such approval, the Audit Committee must be satisfied with the need to grant such approval and that such approval is in the interest of the Company. Such omnibus approval shall specify:

- i) the name(s) of the Related Party;
- ii) nature of transaction that can be entered into;
- iii) period of transaction that can be entered into;
- iv) maximum amount of transaction that can be entered into;
- v) the indicative base price / current contracted price and the formula for variation the price, if any; and
- vi) such other conditions as the Audit Committee may deem fit.

5.4. In case the need for RPTs cannot be foreseen and the aforesaid details are not available, the Audit Committee may grant its omnibus approval for such RPTs with the condition that the value of such transaction shall not exceed INR 1 crore per transaction. On a quarterly basis, the Audit Committee shall review the details of RPTs entered into by the Company pursuant to each of the omnibus approvals given.

5.5. RPTs which require shareholders' approval (as mentioned under Clause 7 below) may not be covered under the omnibus approval by the Audit Committee.

5.6. At each of its meetings, the Audit Committee shall be provided with the details of each new, existing or proposed RPT, including the terms of the transaction, the business purpose of the transaction, and the benefits to the Company and to the relevant Related Party. Any member of the Audit Committee who has a potential interest in any RPT shall recuse himself or herself and abstain from discussion and voting on the approval of such RPT.

6. Board Approval of RPTs

Except the RPTs which are at arm's length and in the ordinary course of business, all other RPTs shall require prior approval of the Board. The Board shall review and approve the RPT by taking into consideration the factors set forth in clause 9 of this Policy and any other factor which may be relevant to such a transaction. Any Director, whether directly or indirectly interested in the RPT shall abstain from participating in the discussions during any meeting in which such a transaction is discussed and approved.

7. Shareholders' approval of RPTs

7.1 Under the Listing Regulations

All MRPTs, even if they are at arm's length and in the ordinary course of business, shall require approval of the shareholders through a resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

7.2 Under the 2013 Act

Except the RPTs which are at arm's length and in the ordinary course of business, all other RPTs which are above the threshold limits specified under the 2013 Act shall require approval of the shareholders by way of a resolution. Any shareholder who is a Related Party in relation to such RPT for which the said resolution is required to be passed, shall not vote to approve such resolution. The explanatory statement to be annexed to the notice of a general meeting convened shall contain the following particulars, namely:

- (i) Name of the Related Party ;
- (ii) Name of the Director or KMP who is related, if any;
- (iii) Nature of relationship;
- (iv) Nature, material terms, monetary value and particulars of the contract or arrangement; and

(v) Any other information relevant or important for the members to take a decision on the proposed resolution.

8. Items to be disclosed in the agenda of the Board meeting and the Audit Committee meeting

The following items shall be disclosed in the agenda of the Board meeting and the Audit Committee meeting at which any resolution pertaining to an RPT is proposed to be considered for their approval:

- (i) Name of the Related Party and nature of the relationship;
- (ii) The nature, duration of the contract and the particulars of the contract;
- (iii) The material terms of the contract including the value;
- (iv) Any advance paid / received for the contract or arrangement;
- (v) The manner of determining the pricing and other commercial term, both included as a part of the contract or not included as a part of the contract;
- (vi) Whether all factors relevant to the contract have been considered;
- (vii) Valuation Report and explanation/validation for ordinary course and arms length for RPT, wherever required; and
- (viii) Any other item as it may deem fit.

9. Factors to be considered in approving RPTs

The Company shall place before the Audit Committee, minimum information as may be required in terms of the provisions of the Listing Regulations and any other regulatory requirements, as may be applicable from time to time.

9.1 In determining whether to approve an RPT, the Board/Audit Committee will consider the following factors, among others, to the extent relevant to the RPT:

- (i) terms of the RPT, where such RPT should be on arm's length basis;
- (ii) whether the RPT is in the ordinary course of business;
- (iii) what are the business reasons for the Company to enter into the RPT and the alternatives available to the Company, if any;
- (iv) whether the RPT would affect the independence of the Directors/KMP;
- (v) possibility of the ratification of the RPT under the 2013 Act and the Listing Regulations, including the reasons for not obtaining prior approval of the Board/Audit Committee, the relevance of business urgency and whether subsequent ratification would be detrimental to the Company;
- (vi) such RPT should not lead to a conflict of interest for any Director or KMP or their Relative(s) or any other Related Party of the Company, and in this regard, the Board and Audit Committee will also consider the value of RPT, the financial position of the Related Party, the interest (direct or otherwise) in the RPT of the Director, KMP, Relative of such Director/KMP or other Related Party; and
- (vii) any other factor that the Board and Audit Committee may consider relevant.

9.2 The Audit Committee and the Board shall have the power to investigate the RPTs including seeking outside legal and professional advice on any RPT.

10. Transactions which do not require approval of the Audit Committee or shareholders

Subject to the requirements set out under the 2013 Act and the Listing Regulations, the following transactions shall not require approval of the Audit Committee or the shareholders:

- (i) any transaction that involves providing reimbursements or advances to a Director or KMP to meet expenditures in the course of his or her duties as such Director or KMP of the Company or any of its subsidiaries or associates; and
- (ii) any transaction in which the interest of Related Party arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.
- (iii) Further, the remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of definition of MRPT as defined above in clause no. 3 of this Policy.

11. Ratification of RPTs

11.1 Ratification of RPTs can be done in line with the provisions of the Companies Act, 2013 and Rules framed thereunder

11.2 Ratification of RPTs covered under the omnibus criterion may be approved by the Audit Committee/the Board in accordance with this Policy subject to the following conditions:

- i. Only the members who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier;
- ii. the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
- iii. the transaction is not material in terms of definition of MRPT as defined above in clause no. 3 of this Policy;
- iv. rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
- v. Timely disclosure to the stock exchanges as may be specified.
- vi. any other condition as specified by the audit committee.

The failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.”

12. RPTs not approved under this Policy

In the event the Company becomes aware of an RPT that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee/ the Board. The Audit Committee/the Board shall consider all the relevant facts and circumstances regarding the RPT, and shall evaluate all options available to the Company, including ratification, revision or termination of the RPT.

13. Disclosure and reporting of RPTs

The Board's report to the shareholders shall contain such details of RPTs as may be statutorily required to be reported. Details of all MRPT shall be disclosed quarterly along with the compliance report on corporate governance, in accordance with the Listing Regulations. The necessary disclosure/reporting of RPTs shall be made to the Regulatory Authorities as required under the 2013 Act and Listing Regulations.

14. Disclosure of the Policy

This Policy shall be disclosed on the website of the Company and a link shall also be provided in the Annual Report.

15. Compliance with the 2013 Act and the Listing Regulations

In the event of any conflict between the provisions of this Policy and the provisions of the 2013 Act / the Listing Regulations / any other statutory enactments, rules, the provisions of the 2013 Act / the Listing Regulations / such other statutory enactments, rules shall prevail over this Policy. Any subsequent amendment in the 2013 Act and Listing Regulations shall automatically apply to this policy.

The policy shall be reviewed by the Board of Directors at least once every three years or as may be prescribed under the law/regulations and updated accordingly.

16. Publication of Charter/Policy:

A copy of this Policy is available at www.colgatepalmolive.co.in

COLGATE-PALMOLIVE (INDIA) LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

INTRODUCTION

Insider trading refers to trading in the securities of a company by its directors, employees or other persons so as to make a profit or avoid any loss, on the basis of unpublished price sensitive information known only to them and not to the general body of shareholders. This kind of profiteering by an insider, taking unfair advantage of unpublished price sensitive information available to him/her by virtue of his/her position or connection with the Company, erodes investors' confidence in the integrity of the management of the Company.

Any trading in the securities of Colgate-Palmolive (India) Limited (the Company) by its Directors / Officers, employees or other persons connected with the Company, based on unpublished price sensitive information, in their possession which can impact the price of the Company's securities, shall constitute insider trading.

In order to deal with insider trading in securities, the Securities and Exchange Board of India (SEBI) has framed the SEBI (Prohibition of Insider Trading) Regulations, 2015.

OBJECTIVE

This document lays down the Company's policy and the Code of Conduct in respect of insider trading in securities of Colgate-Palmolive (India) Limited.

Colgate-Palmolive (India) Limited

1. Insider Trading Code of Conduct CODE

- 1.1** This Code of Conduct for Prevention of Insider Trading Regulations (the Code) has been adopted by the Board and is effective from May 15, 2015. Further, the Code has been revised pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Second Amendment) Regulations, 2024. ("the Regulations")
- 1.2** The Code has been made pursuant to Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Regulations) to regulate, monitor and report trading by the Designated Persons and other Connected Persons of the Company with a view to comply with the provisions of the Regulations.

2. Applicability

The Code will be applicable to designated persons and immediate relatives of designated persons and such other persons as the Regulations may require.

3. Definitions

- a) "Act" means the Securities and Exchange Board of India Act, 1992.
- b) "Board" means the Securities and Exchange Board of India.
- c) "Chinese Wall" means a barrier especially to the passage of information or communication.
- d) "Company" or "the Company" or "CPIL" means Colgate-Palmolive (India) Limited.
- e) "Compliance Officer" means any senior officer designated so and reporting to the Board of Directors of the Company who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the code specified in the Regulations under the overall supervision of the Board of Directors of the Company.
- f) "Connected Person" means, -
 - i. any person who is or has during the six months prior to the concerned act been associated with a Company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship, whether temporary or permanent, with the Company, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access; and

- ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -:
 - a. a relative of connected persons specified in clause (i); or
 - b. the holding, associate or subsidiary company; or
 - c. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d. an investment company, trustee company; asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or a clearing house or corporation; or
 - f. a member of the board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the board of directors or an employee of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - i. a banker of the Company; or
 - j. a concern, firm, trust, Hindu undivided Family, company or association of persons wherein a Director of the Company or his relative or banker of the Company, has more than ten percent of the holding or interest; or
 - k. a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
 - l. a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);
- g) "Designated Person" shall consist of Promoters, Directors, Key Managerial Personnel, Chief Executive Officer (CEO) / Managing Director (MD) and employees up to two levels below CEO/MD, senior management personnel in the Company, any support staff like IT or Secretarial staff and such other persons as identified by the Managing Director in consultation with Compliance Officer of the Company on the basis of their functional role in the Company and access to price sensitive information of the Company as required under the Regulations.
- h) "Director" means a director appointed to the board of the Company.
- i) "generally available information" means information that is accessible to the public on a non-discriminatory basis.
- j) "immediate relative" means spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- k) "Insider" means any person who is
 - i. a Connected Person; or
 - ii. in possession of or having access to unpublished price sensitive information.
- l) "key managerial persons or personnel" means key managerial persons as defined in Section 2 (51) of the Companies Act, 2013.
- m) "Legitimate purposes" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that

such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.”

- n) “promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, [2018] or any modification thereof;

“promoter group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

- o) “relative” shall mean the following:
- i. spouse of the person;
 - ii. parent of the person and parent of its spouse;
 - iii. sibling of the person and sibling of its spouse;
 - iv. child of the person and child of its spouse;
 - v. spouse of the person listed at sub-clause iii; and
 - vi. spouse of the person listed at sub-clause iv
- p) “SEBI” means the Securities and Exchange Board of India.
- q) “securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- r) “Specified” means specified by the Board in writing.
- s) “Takeover regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- t) “trading” means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- u) “trading day” means a day on which the recognized stock exchanges of India are open for trading.
- v) “trading plan” means the plan submitted by an Insider and approved by the Compliance Officer pursuant to which trade in the securities of the Company may be carried out on behalf of the Insider in accordance with such plan.
- w) “Trading Window” means a time during which promoters, Directors, Designated Person and Insiders are permitted to trade in the Company’s securities in accordance with this Code.
- x) “unpublished price sensitive information” means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but is not restricted to, information relating

to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, demergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions; and
- (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- (vi) change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.”

- y) Words and phrases not specifically defined herein but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in therein.

4. Regulation of ‘Information’

- i. The Company will regulate the flow of unpublished price sensitive information within the organization and such information shall be made available and passed onto any person only on a ‘need to know’ basis as specified in this Code.
- ii. Files containing confidential information and/or unpublished price sensitive information shall be kept secure; computer files must have adequate security of login, password etc.
- iii. Unpublished price sensitive information relating to the Company or relating to the securities of the Company shall be made available or communicated by an Insider to any person including other Insiders only in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- iv. An Insider shall not on his own accord reveal any unpublished price sensitive information relating to the Company or to its securities to any person unless such disclosure is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- v. If an Insider commits a breach or accidentally crosses a Chinese Wall in respect of any unpublished price sensitive information, it shall be reported to the Compliance Officer and immediate action shall be initiated by the Compliance Officer to stop such information from being further misused.
- vi. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - a. entail an obligation to make an open offer under the Takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;
 - b. not attract the obligation to make an open offer under the Takeover regulations but where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company and the information that constitutes unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors of the Company may determine to be adequate and fair to cover all relevant and material facts.
- vii. The Board of Directors of the Company shall for the purposes of transactions mentioned in Clause 4(vi) require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties except for the purpose mentioned in 4(vi) and such parties shall not trade in the securities of the Company when in possession of unpublished price sensitive information.
- viii. The Board of Directors shall ensure that a structured digital database is

maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Further, that entry of information, not emanating from within the organisation, in a structured digital database may be done not later than 2 calendar days from the receipt of such information.

The said structured digital database should be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

4A. Institutional Mechanism for Prevention of Insider trading:

- i. The CEO/Managing Director of the Company shall put in place an adequate and effective system of internal controls as specified under the Regulations, to ensure compliance.
- ii. Audit Committee shall at least once in a financial year verify that the systems for internal control are adequate and are operating effectively.
- iii. In case of leak of UPSI or suspected leak of UPSI, the same should be promptly reported to the Compliance Officer of the Company. The Compliance Officer of the Company shall report to the Chairman of the Audit Committee about the leak of UPSI after making necessary inquiry into the reported matter. In case of leak of UPSI, necessary investigation shall be done and an investigation report shall be provided/placed before the Audit Committee for their review and recommendation to the Board of Directors. The Board of Directors of the Company shall decide the further course of action based on the recommendations received from the Audit Committee and in terms of the requirements of the Regulations.

5. Trading Window

- 5.1 Compliance Officer may announce closure of Trading Window for securities of the Company for all the Promoters, Directors, Insiders or a Designated Person or class of Designated Persons who can reasonably be expected to have possession of unpublished price sensitive information in relation to such securities. Immediate relatives of the aforesaid persons shall also not trade in the securities of the Company when the Trading Window is closed.

Designated Person should inform his/ her immediate Relatives and portfolio manager, if any, about the following:

- i. Trading window closure period and dealing in the securities of the Company is strictly prohibited during the trading window closure period.
- ii. Requirement of preclearance before dealing in the securities of the Company as per this code.

The trading window restrictions shall not apply in transactions which are undertaken through such other mechanisms as may be specified by the Board from time to time.

5.2 Trading Window will be closed when any of the events occur in the definition of unpublished price sensitive information except for such not emanating from within the Listed Company, trading window may not be closed.

5.3 The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

Trading restriction period will generally be made applicable from last week before the end of every quarter till 48 hours after the declaration of financial results.

6. Disclosures

All disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions. Disclosures relating to trading shall also include trading in derivatives of the securities provided that trading in derivatives of the securities is permitted by any law for the time being in force. All such disclosures shall be maintained by the Company for a period of 5 years.

6.1 Initial

- a) Every person on appointment as a key managerial personnel or as a Director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities (including derivatives) of the Company as on the date of appointment or becoming a promoter of the Company **within seven days** of such appointment or becoming a promoter; to the Compliance Officer in **Form B**
- b) All designated persons shall be required to disclose such information as prescribed in the Regulations including name and Permanent Account Number (PAN) of immediate relatives and persons with whom such designated person (s) shares a material financial relationship along with PAN and other details like phone number, mobile number(s) which are used by immediate relatives and person with whom such designated person shares material financial relationship, in such form as may be prescribed from time to time, on an annual basis and as and when the information changes or required by the Compliance Officer of the Company. The Compliance Officer shall be empowered to review the disclosure requirements and take appropriate action in this regard.

- c) Designated Persons shall also disclose the following details:
- i. the name of educational institutions from which designated persons have graduated; and
 - ii. name of the past employer(s)

6.2 Continuous

Every promoter and member of the promoter group, Director and Key managerial Personnel of the Company and a Designated Person shall disclose to the Compliance Officer in **Form C** the number of such securities (including derivatives) acquired or disposed of **within two trading days** of such transaction, if the value of the securities (including derivatives) traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 (Ten) Lakh. The Compliance Officer shall notify in such form and such manner as may be specified by the Board from time to time, the particulars of such trading to the stock exchange on which the securities (including derivatives) are listed **within two trading days** of receipt of the disclosure or from becoming aware of such information.

Note: The disclosure of the incremental transactions after any disclosure made as aforesaid shall be made when the transactions effected after the prior disclosure cross the threshold specified in Clause 6.2 (a) above.

6.3 Disclosure by connected persons

Connected Persons identified by the Board of Directors of the Company in consultation with the Compliance Officer will make disclosures of holdings and trading in securities of the company in **Form D** at such frequency as may be determined by the company.

7. Trading Plan

- a) A Designated Person shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plans.
- b) The Compliance Officer, before approving the trading plan shall review the trading plan to see that it is compliant with the Regulations and the Code. The Compliance Officer may seek such undertakings from the Designated Person as he deems fit to enable him to approve and monitor the implementation of the trading plan.
- c) Once a trading plan has been approved by the Compliance Officer, it shall be irrevocable and the Designated Person shall mandatorily implement it either without executing any trade outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.
- d) The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.
- e) The trading plan shall:

- i. not entail commencement of trading on behalf of insider unless one hundred and twenty calendar days have elapsed from the date of public disclosure of such plan;
- ii. not overlap with any other trading plan of the same Designated Person;
- iii. set out following parameters for each trade to be executed:
 - (i) either the value of trade to be effected or the number of securities to be traded;
 - (ii) nature of the trade;
 - (iii) either specific date or time period not exceeding five consecutive trading days;
 - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
- iv. not allow for trading in the securities for market abuse.
- v. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. and
- vi. Trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.
- vii. Further details on pricing parameters and non-implementation of plan can be referred from Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

8. Trading in Company' Securities

8.1 The promoters, Directors and Designated Persons shall:

- i. execute trades subject to compliance with the Code;
- ii. trade only when the **Trading Window** is open; and
- iii. trade in the securities of the Company only after pre-clearance by the compliance officer, if the value of the proposed trades (buy/sell) is above 50 (Fifty) number of Company Securities (or) in excess of Rs. 2,00,000 (Rupees Two lakhs) whichever is lower in one year. An application form for pre-clearance should be in **Form E**.

8.2 Pre-Clearance procedure:

On an application being made in **Form E** for pre-clearance, the Compliance Officer may after:

- i. seeking such information as may be necessary from the applicant;
- ii. seeking a declaration that the applicant is not in possession of unpublished price sensitive information;
- iii. confirming that the request for trade is in accordance with the trading plan submitted by the applicant earlier;
- iv. confirming that the applicant has not done any prior contra trade within the previous period of six months unless such restriction has been relaxed by the Compliance Officer for reasons recorded in writing and where such

relaxation is not in violation of the Regulations;
grant approval in writing the pre-clearance. The pre-clearance shall be valid for a period of 7 trading days. In case of failure to execute trade within the stipulated period, a fresh application for obtaining pre-clearance must be sought.

- i. Pre-clearance shall be required even if the transaction is only in the nature of transfer of beneficiary rights to any of the immediate relatives of the applicant.
- ii. The applicant shall be required to disclose the details of the trade within two trading days of such trade by submitting to the Compliance Officer in **Form C**. In the event the applicant does not trade during the period for which the pre-clearance is valid, the applicant shall report to the Compliance Officer his decision not to trade.
- iii. The applicants shall not execute a contra trade within a period of 6 months within which a trade is permitted.
- iv. The Compliance Officer may grant relaxation to a contra trade for reasons recorded in writing provided that such relaxation does not violate the Code or the Regulations.
- v. In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by it.

No insider shall trade in securities of a Company when in possession of unpublished price sensitive information. Insiders shall report to the Company within two working days of any transaction in the securities of the Company including, the off-market transfer and the Company shall report particulars of such trades to the Stock Exchanges within two trading days from receipt of such disclosure or becoming aware of such information in terms of the requirements of the Regulations.

9. Formats

The formats of various forms / applications referred to in the Code are annexed.

10. Reports

- i. The Compliance Officer shall submit compliance reports to the Chairman of the Audit Committee of the Board at the end of every financial quarter or as required under the Regulation.
- ii. The Compliance Officer shall within seven days of coming to know of any contravention of the Code or the Regulations, immediately bring the same to the notice of the Chairman of the Audit Committee, and take such other necessary action as may be required under the Regulations.

11. Penal Provisions

- 11.1** An employee/Designated Person/Director who trades in the Company's securities or communicates any information for trading in the Company's securities in contravention of the Code shall be penalized and appropriate action may be taken by the Company.

11.2 An employee/Designated Person/Director who violates the provisions of this Code shall be liable for such penal / disciplinary / remedial action as may be considered appropriate by the Company / Compliance Officer including but not limited to wage freeze, suspension, recovery, termination of employment and requiring the employee/Designated Person/Director in breach of this Code to make over to the Company any gain arising out of any transactions or any loss avoided from any transaction effected in breach of this Code.

In addition to the action taken by the Company, the Company shall report/inform the SEBI or stock exchange(s) where the concerned securities are traded, about the violation of Regulations in such form and such manner as may be specified by the Board from time to time.

Any amount collected/disgorged under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

12. Miscellaneous

12.1 The Compliance Officer shall be responsible for intimating any changes in policies to all persons governed by the Code.

12.2 The Board of Directors of the Company has the right to change / amend this Code from time to time at its sole discretion on its own accord, provided the revised Code is in compliance with applicable law including the Regulations, or in pursuance of any amendments made by SEBI to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

12.3 The decision of the Compliance Officer in respect of any matter under this Code shall be final, binding and conclusive.

12.4 In case the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall prevail over this Policy.

12.5 All correspondence with Colgate-Palmolive (India) Limited in regard to the Code shall be sent to the Compliance Officer and marked "CONFIDENTIAL".

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**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

1. The Company shall make a prompt public disclosure of unpublished price sensitive information that would impact the share price no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall ensure a uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Compliance Officer shall be the chief investor relations officer to deal with the dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall promptly disseminate the unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company shall ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company shall develop best practices to make available transcripts or records of proceedings of all meetings with analysts and other investor relations conferences on the Company's official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle all unpublished price sensitive information on a need-to-know basis.
9. The Policy for determination of "Legitimate Purposes" is annexed and forms part of this Code.

File: Insider Trading

Policy for Determination of "Legitimate Purposes"

1. Applicability

This Policy is pursuant to the the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and effective from April 01, 2019 and forms part of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information". This Policy shall be strictly adhered to by all the Insiders of the Company.

2. Purpose

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

3. Definition of Legitimate Purposes

"Legitimate purposes" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations."

4. Sharing of unpublished price sensitive information for Legitimate Purposes

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations.

The Compliance Officer shall give notice to such person to make such person aware of the responsibility of dealing with the UPSI with utmost care, keeping the information confidential and to not trade in shares of the Company either themselves or through any other source, on the basis of such information.

All information shall be handled within the organization on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

When a person who has traded in securities has been in possession of UPSI, his trade(s) would be presumed to have been motivated by the knowledge and awareness of such UPSI in his possession.

COLGATE-PALMOLIVE (INDIA) LIMITED

**Policy on Determination of Materiality of
Event Or Information**

COLGATE-PALMOLIVE (INDIA) LIMITED

Policy on determination of Materiality of Event or Information

I. OBJECTIVE

This Policy is framed pursuant to the requirements of Regulation 30(4) (ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

The objective of the Policy is to determine the materiality of events or information of the Company and to make disclosures of such events or information to Stock Exchanges in a timely manner to ensure good corporate governance.

II. DEFINITIONS

“Act” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

“Board of Directors” means the Board of Directors of Colgate-Palmolive (India) Limited, as constituted from time to time.

“Company” means Colgate-Palmolive (India) Limited.

“Key Managerial Personnel” mean key managerial personnel as defined in sub section (51) of Section 2 of the Act;

“Material Event” or “Material Information” shall mean such event or information as may be determined based on the guidelines provided in the Regulations or as may be determined in terms of Clause IV of this Policy.

“Policy” means this Policy providing guidelines for determining materiality of event or information and as may be amended from time to time.

“the SEBI Listing Regulations” mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, amendments, or re-enactment thereof, to be read with relevant clarifications, circulars and notifications issued in this regard.

Any other term not defined herein shall have the same meaning as defined in the Act, the Regulations or any other applicable law or regulation to the extent applicable to the Company.

III. APPLICABILITY

This Policy is applicable to the following events or information:

- 1) Events specified under Regulation 30 read with Para A of Part A of Schedule III of the SEBI Regulations and as may be amended from time to time, shall be disseminated to the Stock Exchange(s) irrespective of value and without the application of guidelines for materiality;
- 2) Events specified under Regulation 30 read with Para B of Part A of Schedule III of the SEBI Regulations and as may be amended from time to time, shall be disclosed based on application of the guidelines for materiality, as specified therein;
- 3) Any other event or information which is considered as being material in the opinion of the Board of Directors of the Company

IV. GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENT OR INFORMATION

In order to determine the materiality of a particular event/information in the nature of Regulation 30(4) of the SEBI Listing Regulations, the following criteria shall be considered :

(a) Quantitative:

- the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 2% of turnover, as per the last audited consolidated financial statements of the listed entity;
 - 2% of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;"

(b) Qualitative:

- omission of events or information which is likely to :
 - result in a discontinuity or alteration of event or information already available publicly; or
 - result in significant market reaction if the said omission comes to light at a later date

The 'qualitative' test may always be applied to determine materiality, even in circumstances where the 'quantitative' tests thresholds are not met or the 'quantitative' test is otherwise not applicable.

Based on the above, as per Industry Standards Note published in consultation with SEBI, an analysis as to which of the three parameters should be applied for events or information stated in Schedule III, Part A, Para B is suggested for uniform approach by the listed entities.

Apart from the above mentioned criteria, any other event/information which is considered as being material in the opinion of the Board of Directors of the Company and / or any major development which is likely to have an impact on the business of the Company, shall be promptly disclosed to the stock exchange(s).

Without prejudice to the generality of the above, the Company may make disclosures of events/information as specified by the Board of Directors of the Company, from time to time.

V. AUTHORITY TO THE KEY MANAGERIAL PERSONNEL

1. The Managing Director, Chief Financial Officer and the Company Secretary & Compliance Officer ("hereinafter referred to as the Key Managerial Personnel") shall jointly and severally have the authority to determine the materiality of any event or information and ensure disclosure of the same is made to the stock exchange(s).

Any transaction, event or information relating to the Company that might fall within the Scope of this Policy or requires to be intimated in terms of the requirements of the SEBI Listing Regulations, as specified in this policy, is required to be reported immediately by the employees of the Company to the Company Secretary & Compliance Officer of the Company.

Upon receipt of such intimation the Key Managerial Personnel shall jointly or severally determine the applicability of the regulation and necessity of making submission to the stock exchange.

Contact details:

Name	Ms. Prabha Narasimhan	Mr. M. S. Jacob	Mr. Surender Sharma
Title	Managing Director & CEO	Whole-time Director & CFO	Whole-time Director - Legal and Company Secretary & Compliance Officer
Address	Colgate Research Centre, Main Street, Hiranandani Gardens, Powai, Mumbai - 400 076. Phone: +91 022-67095050, Email id - investors_grievance@colpal.com		

VI. TIMELINES FOR INTIMATION TO THE STOCK EXCHANGE

The Company shall then disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

- (i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;

The Company shall disclose in accordance with the timelines in line with SEBI Regulations as amended from time to time.

(ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;

(iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity.

VII. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the SEBI Listing Regulations, or any other Regulations, ; Acts; Rules, or any statutory enactments; ; the provisions of such Acts, Rules or the SEBI Listing Regulations, or any other Regulations or any Statutory enactments, shall prevail over this Policy and the part (s) so repugnant shall be deemed to severed from the policy and the rest of the Policy shall remain in force.

Further, any change in this Policy necessitated due to subsequent changes in the applicable provisions of any law/regulation shall be incorporated to give effect to such changes without any further act by the Board of Directors of the Company and the Company Secretary & Compliance Officer shall have the authority to amend the contents of the policy, whenever necessary, to bring them in line with any change(s) / amendment (s) in the provisions of the regulatory framework.

VIII. REVIEW OF THE POLICY

This Policy shall be subject to review from time to time as may be necessary to comply with the provisions of the SEBI Listing Regulations or as may be necessitated by the Board.

IX. DISPLAY OF THE POLICY

This Policy shall be hosted on the website of the Company and the address of such web link shall be provided in the Annual Report of the Company and / or any other place as may be required in terms of the requirements of applicable law/regulation.