

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

**Name of the Company** : **Colgate-Palmolive (India) Limited**  
**Quarter ended on** : **September 30, 2016**

<b>I. Composition of Board of Directors</b>								
Title	Name of Director	PAN <sup>s</sup> & DIN	Category (Chairperson/Executive / Non-Executive/Independent/ Non-Independent/Nominee <sup>&amp;</sup> )	Date of Appt. in the current term / cessation	Tenure*	No. of Director-ship in listed entities including this listed entity (As per Reg.25 (1))	No. of Memberships in Audit / Stakeholder Committee including this entity (As per Reg.26(1))	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this entity (As per Reg.26(1))
Mr.	V Nambiar	AAJPN6324R 07290613	C-NE-NI	28.09. 2015	--	1	--	--
Mr.	RA Shah	ABIPS1839C 00009851	I-NE	25.07. 2014#	33 Yrs	7	8	4
Mr.	PK Ghosh	AABPG9823C 00385098	I-NE	25.07. 2014#	28 Yrs	1	2	--
Mr.	JK Setna	AABPS5096H 00007433	I-NE	25.07. 2014#	38 Yrs	1	2	1
Mr.	VS Mehta	AAEPM8138R 00041197	I-NE	25.07. 2014#	15 Yrs.	5	1	--
Dr. (Ms.)	I Shahani	AKAPS6585N 00112289	I-NE	25.07. 2014#	04 Yrs	4	7	1
Ms.	S Gopinath	ABLPG5076E 02362921	I-NE	30.07. 2015^	1 Yr	3	4	2
Mr.	I Bachaalani	CAWPB0797D 06975320	E	01.10. 2014	--	1	1	--
Mr.	G Nthunzi	ASVPM2553N 06450693	E	01.01. 2013	--	1	--	--
Mr.	N Ghate	AAEPG5277B 00001925	E	01.10. 2011	--	1	1	--

§ PAN Number of any director would not be displayed on the website of Stock Exchange

& Category of Directors means executive/non-executive/independent/non-independent/nominee. If a Director fits into more than one category write all categories separating them with hyphen.

\* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling-off period.

# Appointment by the shareholders in the Annual General Meeting held on 25.07.2014 for five consecutive

years w.e.f. 25.07.2014

^ Appointment by the shareholders in the Annual General Meeting held on 30.07.2015 for five consecutive years w.e.f. 30.07.2015

## II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Non-Independent/Nominee) <sup>§</sup>	
1	Audit Committee	Mr RA Shah Mr PK Ghosh Mr JK Setna Mr VS Mehta Dr (Ms) I Shahani Ms S Gopinath	I-NE I-NE I-NE I-NE I-NE I-NE
2	Nomination & Remuneration	Mr RA Shah Mr VS Mehta Mr V Nambiar	I-NE I-NE NI-NE
3	Risk Management	Mr PK Ghosh Mr VS Mehta Ms S Gopinath Mr I Bachaalani Mr N Ghate Mr G Nthunzi Mr MK Ajay	I-NE I-NE I-NE E E E Senior Management Member
4	Stakeholders Relationship	Mr JK Setna Mr PK Ghosh Mr I Bachaalani Mr N Ghate	I-NE I-NE E E

§ Category of Directors means executive/non-executive/independent/non-independent/nominee, if a director fits into more than one category write all categories separating them with hyphen.

## III. Meeting of Board of Directors

Dates of Meeting in the previous Quarter	Dates of Meeting in the relevant Quarter	Maximum gap between any two consecutive meetings in number of days
24.05.2016	08.08.2016	75 Days*

\* Maximum gap between the 2 (two) consecutive meetings held in previous and current quarter.

## IV. Meeting of Committees

Dates of Meeting in the relevant Quarter	Whether requirement of Quorum met	Date(s) of meeting of the Committee in the previous Quarter	Maximum gap between any two consecutive meetings in number of days
08.08.2016	Yes	24.05.2016	75 Days*



\* Maximum gap between 2 (two) consecutive meetings held in previous and current quarter.  
 # This information has to be mandatorily given for audit committee, for rest of the committees, giving this information is optional.

**V. Related Party Transactions**

<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note:

1. In The Column "Compliance Status", Compliance Or Non-Compliance may be indicated by Yes/No/N.A. For Example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Any comments/observations/advice of Board of Directors may be mentioned here: Nil

*Niket*

Name & Designation: Niket Ghate  
 Whole-time Director & Company Secretary



**Format to be submitted by the listed entity at the end of 6 months after end of Financial year along with second quarter report of next financial year.**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status( Yes/No/NA) <small>refer note below</small></b>
Copy of the annual report including balance sheet, profit and loss account, directors Report, corporate governance report, business responsibility report displayed on website.	46 (2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18 (1) (d)	Yes
Presence of Chairperson of nomination and Remuneration Committee at the annual general meeting.	19 (3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note:</b></p> <p>1) In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the listed entity has no related party transactions the words "N.A." may be indicated.</p> <p>2) If status is "No" details of non-compliance may be given here.</p> <p>3) If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><i>Niket</i></p> <p>Niket Ghatge Whole-time Director &amp; Company Secretary</p>		

