

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Colgate-Palmolive (India) Limited  
 Quarter ended on : March 31, 2017

I. Composition of Board of Directors								
Title	Name of Director	PAN <sup>s</sup> & DIN	Cate-gory (Chairper- son/Exec utive / Non- Executive /Independ ent/ Non- Independ ent/Nomi nee <sup>&amp;</sup>	Date of Appt. in the current term / cessati on	Tenure*	No. of Director- ship in listed entities includ- ing this listed entity (As per Reg.25 (1).	No. of Mem- berships in Audit / Stake- holder Committee including this entity (As per Reg.26(1)	No. of post of Chair- person in Audit / Stake- holder Comm- ittee held in listed entities includi ng this entity (As per Reg.26 (1)
Mr.	V Nambiar	AAJPN6324R 07290613	C-NE-NI	28.09. 2015	N.A.	1	--	--
Mr.	RA Shah	ABIPS1839C 00009851	I-NE	25.07. 2014#	34 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.	6	2	--
Dr. (Ms.)	I Shahani	AKAPS6585N 00112289	I-NE	25.07. 2014#	05 Yrs	4	8	1
Ms.	S Gopinath	ABLPG5076E 02362921	I-NE	30.07. 2015^	02 Yrs	3	4	1
Mr.	I Bachaalani	CAWPB0797D 06975320	E	01.10. 2014	N.A.	1	1	--
Mr.	M.S Jacob	AAFPM0268D 07645510	E	28.10. 2016	N.A.	1	1	--
Mr.	M. Chandrasekar	ADDPC5713C 07667965	E	02.01. 2017	N.A.	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)*
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 M.S Jacob (Effective Oct 28,2016) Mr. Femi Giwa Mr MK Ajay	I-NE I-NE I-NE E E Senior Management Member Senior Management Member
4	Stakeholders Relationship	Mr JK Setna Mr PK Ghosh Mr I Bachaalani Mr M.S Jacob (Effective Jan 27,2017)	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
06.10.2016 28.10.2016 05.12.2016	27.01.2017 27.03.2017	52 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
27.01.2017	Yes	28.10.2016	90 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**

Subject	Compliance Status (Yes/No/NA)
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:

- 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.
- If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- The composition of the following committees is in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders Relationship Committee
  - Risk Management Committee
- The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 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
- 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

Name & Designation:   
Associate Director- Legal & Company Secretary

**COLGATE-PALMOLIVE (INDIA) LIMITED**

Annexure II

YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE  
FINANCIAL YEAR 2016-17:

<b>I. Disclosure on website in terms of Listing Regulations</b>	
Item	Compliance status (Yes/No/NA)refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.
<b>II Annual Affirmations</b>	



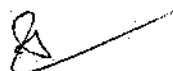
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes

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Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.



**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: N.A

**Name & Designation:** Makarand Karnatki   
Company Secretary & Compliance Officer / Managing Director / CEO