

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **Colgate-Palmolive (India) Limited**
Quarter ended on : **December 31, 2015**

I. Composition of Board of Directors								
Title	Name of Director	PAN & DIN ^s	Category (Chairperson/Executive / Non-Executive/Independent/ Non-Independent/Nominee ^{&})	Date of Appt. in the current term / cessation	Tenure*	No. of Directorship in listed entities I-ing 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#	32 Yrs.	7	8	3
Mr.	PK Ghosh	AABPG9823C 00385098	I-NE	25.07.2014#	27 Yrs.	1	2	--
Mr.	JK Setna	AABPS5096H 00007433	I-NE	25.07.2014#	37 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.	5	2	1
Ms.	S Gopinath	ABLPG5076E 02362921	I-NE	30.07.2015 [^]	05 months	3	3	2
Mr.	I Bachaalani	CAWPB0797D 06975320	E	01.10.2014	--	1	1	--



Mr.	G Nthunzi	ASVPN2553N 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.

Appointed by shareholders in Annual General Meeting held on 25.07.2014 for five consecutive years w.e.f. 25.07.2014.

^ Appointed by shareholders in 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 Ms I Shahani Ms S Gopinath	C-I-NE I-NE I-NE I-NE I-NE I-NE
2	Nomination & Remuneration	Mr RA Shah Mr VS Mehta Mr V Nambiar	C-I-NE I-NE NE-NI
3	Risk Management	Mr PK Ghosh Mr VS Mehta Mr I Bachaalani Mr N Ghate Mr G Nthunzi Mr MK Ajay	C-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	C-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
30.07.2015 28.09.2015	29.10.2015 27.11.2015	30 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 Audit Committee*	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous Quarter	Maximum gap between any two consecutive meetings in number of days
29.10.2015	Yes (5 Memb.Present out of 6)	30.07.2015	90 Days

*This information has to be mandatorily be 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

- 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.	The report submitted in the previous quarter was placed before the Board at its meeting held on October 29, 2015. This report is approved by the Board through Circular resolution and will also be placed at the ensuing Board meeting.

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

Name & Designation: Nilesh Ghate,

 Whole-time Director & Company Secretary



