

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Colgate-Palmolive (India) Limited
 Quarter ended on : September 30, 2018

I. Composition of Board of Directors								
Title	Name of Director	PAN ^S & DIN	Category (Chairperson /Executive / Non- Executive/In dependent/ Non- Independent/ Nominee ^{&}	Date of Appt. in the current term / cessation	Tenure* (in Months)	No. of Director- ship in listed entities including 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 Commi- tee held in listed entities includi ng this entity (As per Reg.26(1))
Mr.	M. Deoras	AAGPD1945H 02869422	C-NE-NI	01.09.2018 [%]	N.A.	1	--	--
Mr.	V. Nambiar	AAJPN6324R 07290613	C-NE-NI	01.09.2018 [~]	N.A.	1	--	--
Mr.	R.A. Shah	ABIPS1839C 00009851	I-NE	25.07.2014	50	6	9	5
Mr.	P.K. Ghosh	AABPG9823C 00385098	I-NE	25.07.2014	50	1	2	--
Mr.	V.S. Mehta	AAEPM8138R 00041197	I-NE	25.07.2014	50	6	2	1
Dr. (Ms.)	I. Shahani	AKAPS6585N 00112289	I-NE	25.07.2014	50	4	8	1
Ms.	S. Gopinath	ABLPG5076E 02362921	I-NE	30.07.2015	38	3	5	2
Ms.	S. Kripalu	AAAPK9658A 06994202	I-NE	01.06.2018	4	4	3	--
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.

% Appointed as a Chairman of the Board w.e.f. September 01, 2018.
 ~ Resigned from Board w.e.f. September 01, 2018

II. Composition of Committees

Name of Committee		Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Non-Independent/Nominee) ^{\$}
1	Audit Committee	Mr R.A. Shah Mr P.K. Ghosh Mr V.S. Mehta Dr (Ms) I. Shahani Ms S. Gopinath Ms S. Kripalu	I-NE-C I-NE I-NE I-NE I-NE I-NE
2	Nomination & Remuneration Committee	Mr R.A. Shah Mr V.S. Mehta Mr M. Deoras (^ Mr V. Nambiar^	I-NE-C I-NE NE-NI NE-NI
3	Risk Management Committee	Mr P.K. Ghosh Mr V.S. Mehta Ms S. Gopinath Mr I. Bachaalani Mr M.S. Jacob Mr. Femi Giwa Mr M.K. Ajay	I-NE-C I-NE I-NE E E Senior Management Member Senior Management Member
4	Stakeholders' Relationship Committee [^]	Ms. S. Gopinath [@] Mr P.K. Ghosh Mr I. Bachaalani Mr M. S. Jacob	I-NE-C 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.

^ Resigned as a Member from the Nomination & Remuneration Committee w.e.f. September 01, 2018.

(Appointed as a member of the Nomination & Remuneration Committee w.e.f. September 01, 2018.

@ Appointed as a Chairperson of the Stakeholders' Relationship Committee w.e.f. July 26, 2018.

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
21.05.2018	26.07.2018	65 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	Maximum gap between any two consecutive meetings in number
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		previous Quarter	of days
26.07.2018	Yes	21.05.2018	65 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

<i>Subject</i>	<i>Compliance Status (Yes/No/NA)</i>
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

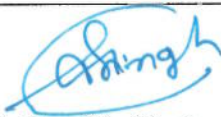
Note:

- 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 : K. Randhir Singh
Designation: Company Secretary & Compliance Officer
Date : 11.10.2018

Annexure III

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.

Affirmations		
Broad heading	Regulation Number	Compliance status(Yes/No/NA) ^{refer note} below
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>Note:</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>Name & Designation: K. Randhir Singh Company Secretary and Compliance Officer</p>		