

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **Colgate-Palmolive (India) Limited**
 Quarter ended on : **December 31, 2018**

| I. Composition of Board of Directors | | | | | | | | |
|---|------------------|------------------------|--|---|------------------------|--|---|---|
| Title | Name of Director | PAN ^s & DIN | Category (Chairperson /Executive / Non-Executive/Independent/ Non-Independent/ Nominee ^{&}) | Date of Appt. in the current term / cessation | Tenure* (in Months) | No. of Directorship in listed entities including this listed entity (As per Reg.25 (1) of Listing Regulations) | No. of Memberships in Audit / Stakeholder Committee including this entity (As per Reg.26(1) of Listing Regulations) | No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this entity (As per Reg.26(1) of Listing Regulations) |
| Mr. | M. Deoras | AAGPD1945H02869422 | C- NI-NE | 01.09.2018 | N.A | 1 | -- | -- |
| Mr. | R.A. Shah | ABIPS1839C00009851 | I-NE | 25.07.2014 | 53 | 6 | 8 | 4 |
| Mr. | P.K. Ghosh | AABPG9823C00385098 | I-NE | 25.07.2014 | 53 | 1 | 2 | -- |
| Mr. | V.S. Mehta | AAEPM8138R00041197 | I-NE | 25.07.2014 | 53 | 5 | 1 | 0 |
| Dr. (Ms.) | I. Shahani | AKAPS6585N00112289 | I-NE | 25.07.2014 | 53 | 4 | 8 | 1 |
| Ms. | S. Gopinath | ABLPG5076E02362921 | I-NE | 30.07.2015 | 41 | 3 | 5 | 2 |
| Ms. | S. Kripalu | AAAPK9658A06994202 | I-NE | 01.06.2018 | 7 | 5 | 4 | -- |
| Mr. | I. Bachaalani | CAWPB0797D06975320 | E | 01.10.2014 | N.A. | 1 | 1 | -- |
| Mr. | M. S. Jacob | AAFPM0268D07645510 | E | 28.10.2016 | N.A. | 1 | 1 | -- |
| Mr. | M. Chandrasekar | ADDPC5713C07667965 | E | 02.01.2017 | N.A. | 1 | -- | -- |

^s 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.

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 | I-NE-C I-NE 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 M.K. Ajay | I-NE-C I-NE I-NE E E 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.

III. Meeting of Board of Directors

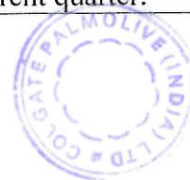
| Dates of Meeting in the previous Quarter | Dates of Meeting in the relevant Quarter | Maximum gap between any two consecutive meetings in number of days |
|--|--|--|
| 26.07.2018 | 29.10.2018 | 94 days* |

* 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 |
|--|-----------------------------------|---|--|
| 29.10.2018 | Yes | 26.07.2018 | 94 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 |

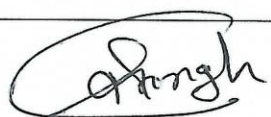
Note:

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



Name : K. Randhir Singh
Designation: Company Secretary & Compliance Officer
Date : 09-01-2019

