

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **Colgate-Palmolive (India) Limited**
 Quarter ended on : **March 31, 2019**

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 | AAGPD1945H 02869422 | C- NI-NE | 01.09.2018 | N.A. | 1 | -- | -- |
| Mr. | R.A. Shah | ABIPS1839C 00009851 | I-NE | 25.07.2014 | 56 | 7 | 8 | 4 |
| Mr. | P.K. Ghosh | AABPG9823C 00385098 | I-NE | 25.07.2014 | 56 | 1 | 2 | -- |
| Mr. | V.S. Mehta | AAEPM8138R 00041197 | I-NE | 25.07.2014 | 56 | 6 | 1 | -- |
| Dr. (Ms.) | I. Shahani | AKAPS6585N 00112289 | I-NE | 25.07.2014 | 56 | 4 | 8 | 1 |
| Ms. | S. Gopinath | ABLPG5076E 02362921 | I-NE | 30.07.2015 | 44 | 4 | 5 | 2 |
| Ms. | S. Kripalu | AAAPK9658A 06994202 | I-NE | 01.06.2018 | 10 | 5 | 4 | -- |
| 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.



| II. Composition of Committees | | | |
|--------------------------------------|--------------------------------------|--|--|
| Name of Committee | | Name of Committee Members | Category (Chairperson/Executive/Non-Executive/Independent/Non-Independent/Nominee) ^s |
| 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 Mr Surender Sharma [#] | 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 |

^s 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.

[#] Appointed as member of the Risk Management Committee w.e.f. January 24, 2019.

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 |
|--|--|--|
| 29.10.2018 | 24.01.2019 | 86 days* |
| | 29.03.2019 | 63* |

* 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 |
|--|-----------------------------------|---|--|
| 24.01.2019 | Yes | 29.10.2018 | 86 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 | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

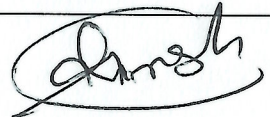
Note:

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 : 12-04-2019



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | |
|---|---|---|
| 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 | | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | NA | |
| 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 | NA | |
| New name and the old name of the listed entity | NA | |
| II. Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes |
| <i>Board composition</i> | 17(1) | Yes |
| <i>Meeting of Board of directors</i> | 17(2) | Yes |
| <i>Review of Compliance Reports</i> | 17(3) | Yes |
| <i>Plans for orderly succession for appointments</i> | 17(4) | Yes |
| <i>Code of Conduct</i> | 17(5) | Yes |
| <i>Fees/compensation</i> | 17(6) | Yes |
| <i>Minimum Information</i> | 17(7) | Yes |
| <i>Compliance Certificate</i> | 17(8) | Yes |
| <i>Risk Assessment & Management</i> | 17(9) | Yes |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes |
| <i>Composition of Audit Committee</i> | 18(1) | Yes |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes |
| <i>Composition of nomination & remuneration committee</i> | 19(1) & (2) | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1) & (2) | Yes |
| <i>Composition and role of risk management committee</i> | 21(1), (2), (3), (4) | Yes |
| <i>Vigil Mechanism</i> | 22 | Yes |
| <i>Policy for related party Transaction</i> | 23(1), (5), (6), (7) & (8) | Yes |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i> | 23(2), (3) | Yes |
| <i>Approval for material related party transactions</i> | 23(4) | NA |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | NA |

| | | |
|--|-------------------------|-----|
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5) & (6) | NA |
| <i>Maximum Directorship & Tenure</i> | 25(1) & (2) | Yes |
| <i>Meeting of independent directors</i> | 25(3) & (4) | Yes |
| <i>Familiarization of independent directors</i> | 25(7) | Yes |
| <i>Memberships in Committees</i> | 26(1) | Yes |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3) | Yes |
| <i>Disclosure of Shareholding by Non-Executive Directors</i> | 26(4) | Yes |
| <i>Policy with respect to Obligations of directors and senior management</i> | 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.



Name : K. Randhir Singh
 Designation: Company Secretary & Compliance Officer
 Date : 12-04-2019

