

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company** : **Colgate-Palmolive (India) Limited**  
**Quarter ended on** : **September 30, 2019**

<b>I. Composition of Board of Directors</b>								
Title	Name of Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive / Non-Executive/Independent/ Non-Independent/ Nominee <sup>&amp;</sup> )	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	25.07.2019 <sup>@</sup>	62	7	5	3
Mr.	P.K. Ghosh	AABPG9823C 00385098	I-NE	25.07.2019 <sup>@</sup>	62	1	2	--
Mr.	V.S. Mehta	AAEPM8138R 00041197	I-NE	25.07.2019 <sup>@</sup>	62	6	4	1
Dr. (Ms.)	I. Shahani	AKAPS6585N 00112289	I-NE	25.07.2019 <sup>@</sup>	62	4	8	1
Ms.	S. Gopinath	ABLPG5076E 02362921	I-NE	30.07.2015	50	4	7	4
Ms.	S. Kripalu	AAAPK9658A 06994202	I-NE	01.06.2018	16	5	5	1
Mr.	Ram Raghavan	ABNPR5196G 08511606	E	01.08.2019 <sup>^</sup>	N.A.	1	1	--
Mr.	I. Bachaalani	CAWPB0797D 06975320	E	01.08.2019 <sup>#</sup>	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	--	--

<sup>§</sup> PAN Number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup> 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.

- @ Re-appointed as Independent Director for a second term w.e.f the mentioned date  
 ^ Appointed as a Managing Director w.e.f. the mentioned date  
 # Resigned as a Managing Director w.e.f. the mentioned date

## II. Composition of Committees

Name of Committee		Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Non-Independent/Nominee) <sup>§</sup>
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 Ram Raghavan# Mr M.S. Jacob Mr M.K. Ajay Mr Surender Sharma	I-NE-C I-NE I-NE E E E Senior Management Member Senior Management Member
4	Stakeholders' Relationship Committee	Ms. S. Gopinath Mr P.K. Ghosh Mr I. Bachaalani* Mr Ram Raghavan# Mr M. S. Jacob	I-NE-C I-NE E 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 Director w.e.f. August 01, 2019

# Appointed as Director and Member of the Committee w.e.f. August 01, 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
27.05.2019	18.07.2019	51 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
--	-----------------------------------	---	--



18.07.2019	Yes	27.05.2019	51 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*	Yes
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.

\*Approval for payment of Royalty to Colgate-Palmolive Company, USA, Promoter Company.

**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 : 14.10.2019

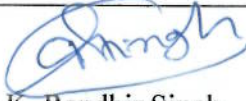
**Annexure III**

**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.**

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status( Yes/No/NA) <sup>refer note</sup> below</b>
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
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20 (3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.



Name : K. Randhir Singh  
 Designation : Company Secretary and Compliance Officer  
 Date : 14.10.2019