

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Colgate-Palmolive (India) Limited

Quarter ended on : March 31, 2020

I. Composition of Board of Directors												
Title	Name of Director	PAN ^s & DIN	Category (Chairperson/Executive / Non-Executive/Independent/ Non-Independent/Nominee ^s)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. of directorship in listed entities including this listed entity (in reference to Regulation 17A (1))	No. of Independent directorship in listed entities including this listed entity (in reference to Regulation 17A (1))	No. of Memberships in Audit / Stake-holder Committee including this entity (As per Reg.26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stake-holder 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.	--	--	20.05.1963	1	0	0	0
Mr.	R.A. Shah	ABIPS1839C00009851	I-NE	23.05.1983	25.07.2019	31.03.2020	68	07.07.1931	7	5	5	3
Mr.	P.K. Ghosh	AABPG9823C00385098	I-NE	01.07.1988	25.07.2019	31.03.2020	68	21.12.1934	1	1	2	0
Mr.	V.S. Mehta	AAEPM8138R00041197	I-NE	25.10.2001	25.07.2019	--	68	30.10.1952	6	6	4	1
Dr. (Ms.)	I. Shahani	AKAPS6585N00112289	I-NE	23.01.2012	25.07.2019	--	68	17.07.1951	4	4	8	1
Ms.	S. Gopinath	ABLPG5076E02362921	I-NE	19.05.2015	30.07.2015	--	56	20.06.1949	4	4	6	4
Ms.	S. Kripalu	AAAPK9658A06994202	I-NE	01.06.2018	01.06.2018	--	22	30.10.1960	5	5	5	1
Mr.	Ram Raghavan	ABNPR5196G08511606	E	01.08.2019	N.A.	--	--	14.08.1973	1	0	1	0
Mr.	M. S. Jacob	AAFPM0268D07645510	E	28.10.2016	N.A.	--	--	17.06.1969	1	0	1	0
Mr.	M. Chandrasekar	ADDPC5713C07667965	E	02.01.2017	N.A.	--	--	22.04.1966	1	0	0	0
Whether regular Chairperson appointed				: Yes								

Whether Chairperson is related to Managing Director or CEO : No					
^s PAN of any director would not be displayed on the website of Stock Exchange [∗] Category of Directors means executive/non-executive/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	Whether regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee) ^s	Date of Appointment	Date of Cessation
Audit Committee	Yes	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	28.04.2000 28.04.2000 24.01.2006 23.01.2012 19.05.2015 01.06.2018	31.03.2020 31.03.2020 - - - -
Nomination & Remuneration Committee	Yes	Mr R.A. Shah Mr V.S. Mehta Mr M. Deoras	I-NE-C I-NE NE-NI	21.01.2014 21.01.2014 01.09.2018	31.03.2020 - -
Risk Management Committee	Yes	Mr P.K. Ghosh Mr V.S. Mehta Ms S. Gopinath Mr Ram Raghavan 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	23.05.2014 25.07.2014 28.03.2016 01.08.2019 28.10.2016 01.06.2015 24.01.2019	31.03.2020 - - - - - -
Stakeholders' Relationship Committee	Yes	Ms. S. Gopinath Mr P.K. Ghosh Mr Ram Raghavan Mr M. S. Jacob	I-NE-C I-NE E E	26.07.2018 28.04.2000 01.08.2019 27.01.2017	- 31.03.2020 - -
Corporate Social Responsibility Committee	Yes	Dr (Ms) I. Shahani Mr Ram Raghavan Mr M. Chandrasekar	I-NE-C E E	28.05.2013 01.08.2019 27.01.2017	- - -
[§] Category of Directors means executive/non-executive/independent/nominee, if a director fits into more than one category write all categories separating them with hyphen.					
III. Meeting of Board of Directors					
Date(s) of Meeting in the previous Quarter	Date(s) of Meeting in the relevant Quarter	Whether requirement of Quorum met [*]	Number of Directors present [*]	Number of Independent Directors present [*]	Maximum gap between any two consecutive meetings in number of days
24.10.2019	30.01.2020	Yes	10	6	97
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees					

Date(s) of Meeting of the committee in the relevant Quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous Quarter	Maximum gap between any two consecutive meetings in number of days*
30.01.2020	Yes	6	6	24.10.2019	97

*to be filled in only for the current quarter meetings
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:

- 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:

Sd/-

Name : K. Randhir Singh
Designation: Company Secretary & Compliance Officer
Date : 29.04.2020

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	
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i> ^{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	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Email address for grievance redressal and other relevant details	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
New name and the old name of the listed entity	NA
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
As per other regulations of the LODR:	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
It is certified that these contents on the website of the listed entity are correct	
II. Annual Affirmations	

Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
<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), 17(1A), 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	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>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	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>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20(3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A), (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)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<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>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes

<i>Familiarization of independent directors</i>	<i>25(7)</i>	<i>Yes</i>
<i>Declaration from Independent Director</i>	<i>25(8) & (9)</i>	<i>Yes</i>
<i>Directors and Officers insurance</i>	<i>25(10)</i>	<i>Yes</i>
<i>Memberships in Committees</i>	<i>26(1)</i>	<i>Yes</i>
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	<i>Yes</i>
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	<i>Yes</i>
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) & 26(5)</i>	<i>Yes</i>

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.

Sd/-

Name : K. Randhir Singh

Designation: Company Secretary & Compliance Officer

Date : 29.04.2020