

Corporate Governance Report

Annexure 1

Your Company has a strong foundation that reflects Colgate's values and established standards governing our ethical behaviour. Your Company continues to lay great emphasis on the principles of Corporate Governance. Our pursuit towards achieving good governance is an on-going process. The Board of Directors, our management and all Colgate people believes that good corporate governance accompanies and greatly aids our long-term business success. The Company fully complies with the requirements under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

I. Company's philosophy on Code of Governance

Over the years, your Company has consistently strengthened, promoted and demonstrated a good Corporate Governance culture. Your Company believes that good Corporate Governance is essential for achieving long-term corporate goals and enhancing stakeholder value. At the core of your Company's philosophy on Corporate Governance is a strong emphasis on transparency, accountability and integrity. Your Company has set high standards of ethical behaviour driving sustainable business practices. The Company has consistently been at the forefront of good Corporate Governance. Reflecting its commitment to continuous improvement, the Board reviews its governance practices on an ongoing basis. All directors and employees are bound by a Code of Conduct that sets forth the Company's policies on important issues, including its relationship with Customers, Suppliers, Contract Manufacturers, Shareholders and Government.

II. Board of Directors

- The Board of Directors of the Company ('Board') has an optimum combination of Executive, Non-executive & Independent Directors including Women Directors. As on March 31, 2021, the Board comprises four Executive Directors (Managing Director and three Whole-time Directors) and seven Non-executive Directors including the Chairman of the Board. Six of the seven Non-executive Directors are Independent Directors. The composition of the Board is in conformity with the SEBI Listing Regulations.

All the Executive Directors are liable to retire by rotation. Chairman and Independent Directors of the Company are not liable to retire by rotation.

During the financial year 2020-21, five (5) Board Meetings were held on the following dates:

Sr. No.	Dates
1.	May 21, 2020
2.	July 29, 2020
3.	October 21, 2020
4.	January 28, 2021
5.	March 22, 2021

The table below contains the information on the Board of Directors:

- Board Meetings and Annual General Meeting attendance;
- Composition of the Board and Directorships/Committee positions in other Companies; and
- Other relevant details

Name of Director	Category	No. of Board Meetings during the financial year 2020-21		Attendance at Last AGM	No. of other Directorships excluding Private Limited Companies, Foreign Body Corporates and Section 8 Companies	No. of Memberships of other Board Committees#	No. of other Board Committees of which the Director is a Chairperson
		Held	Attended				
Mr. M. Deoras	Non-executive & Non-Independent	5	5	Yes	0	0	0
Mr. V. S. Mehta	Non-executive & Independent	5	5	Yes	6	4	1
Dr. (Ms.) I. Shahani	Non-executive & Independent	5	5	Yes	4	7	1
Ms. S. Gopinath	Non-executive & Independent	5	5	Yes	6	4	3
Ms. S. Kripalu	Non-executive & Independent	5	5	Yes	4	4	0
Mr. S. Natarajan*	Non-executive & Independent	5	5	Yes	3	4	4
Ms. G. Pant*	Non-executive & Independent	5	5	Yes	2	3	0
Mr. R. Raghavan	Executive	5	5	Yes	0	0	0



Name of Director	Category	No. of Board Meetings during the financial year 2020-21		Attendance at Last AGM	No. of other Directorships excluding Private Limited Companies, Foreign Body Corporates and Section 8 Companies	No. of Memberships of other Board Committees#	No. of other Board Committees of which the Director is a Chairperson
		Held	Attended				
Mr. M. S. Jacob	Executive	5	5	Yes	0	0	0
Mr. M. Chandrasekar	Executive	5	5	Yes	0	0	0
Mr. S. Sharma**	Executive	5	5	Yes	0	0	0

Membership of the Audit Committee and Stakeholders' Relationship Committee are taken into consideration.

Committee Membership(s) includes Chairmanship(s).

* Appointed as Independent Directors w.e.f. May 21, 2020

** Appointed as Whole-time Director w.e.f. May 21, 2020

As on March 31, 2021, the Directors of the Company have following directorships in other listed companies:

1. Mr. V. S. Mehta: Mahindra & Mahindra Limited (Independent Director), Larsen & Toubro Limited (Independent Director), Apollo Tyres Limited (Independent Director), HT Media Limited (Independent Director) and Jubilant FoodWorks Limited (Independent Director).
2. Dr. (Ms.) I. Shahani: Bajaj Electricals Limited (Independent Director), Clariant Chemicals (India) Limited (Independent Director) and United Spirits Limited (Independent Director).
3. Ms. S. Gopinath: Tata Elxsi Limited (Independent Director), BASF India Limited (Independent Director) and CRISIL Limited (Independent Director).
4. Ms. S. Kripalu: Ultratech Cement Limited (Independent Director), Entertainment Network (India) Limited (Independent Director) and Aditya Birla Fashion and Retail Limited (Independent Director).
5. Mr. S. Natarajan: Bayer Cropscience Limited (Independent Director), Accelya Solutions India Limited (Independent Director) and Ingersoll-Rand (India) Limited (Independent Director).

- b. In terms of requirements of the SEBI Listing Regulations, the Board of Directors have, based on the recommendations of the Nomination & Remuneration Committee, identified the following core skills / expertise / competencies of Directors as required in the context of the Company's business and sector(s) for it to function effectively:

- Knowledge of the industry in which the Company operates;
- Knowledge on Company's businesses & major risks;
- Behavioural skills - attributes & competencies to use their knowledge and skills to contribute effectively to the growth of the Company;
- Understanding of socio-political, economic and Legal & Regulatory environment;
- Corporate Social Responsibility;
- Business Strategy, Sales & Marketing;
- Corporate Governance, Administration; and
- Financial Control, Risk Management.

The table below highlights the core skills / expertise / competencies available with each Director:

SKILLS/EXPERTISE/COMPETENCIES IDENTIFIED BY THE BOARD	M. Deoras	V.S. Mehta	I. Shahani	S. Gopinath	S. Kripalu	S. Natarajan	G. Pant	R. Raghavan	M.S. Jacob	M. Chandrasekar	S. Sharma	SKILLS/EXPERTISE/COMPETENCIES AVAILABLE
Knowledge of the industry in which the Company operates	Y	Y	Y	Y	Y	-	Y	Y	Y	Y	Y	Y
Knowledge on Company's businesses & major risks	Y	Y	Y	Y	Y	-	Y	Y	Y	Y	Y	Y
Behavioural skills - attributes & competencies to use their knowledge and skills to contribute effectively to the growth of the Company	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y

SKILLS/EXPERTISE/ COMPETENCIES IDENTIFIED BY THE BOARD	M. Deoras	V.S. Mehta	I. Shahani	S. Gopinath	S. Kripalu	S. Natarajan	G. Pant	R. Raghavan	M.S. Jacob	M. Chandrasekar	S. Sharma	SKILLS/ EXPERTISE/ COMPETENCIES AVAILABLE
Understanding of socio-political, economic and Legal & Regulatory environment	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Corporate Social Responsibility	-	Y	Y	-	Y	-	Y	-	-	Y	-	Y
Business Strategy, Sales & Marketing	Y	Y	Y	Y	Y	Y	-	Y	Y	Y	-	Y
Corporate Governance, Administration	Y	Y	Y	Y	-	Y	Y	Y	Y	Y	Y	Y
Financial Control, Risk Management	Y	Y	Y	Y	-	Y	-	Y	Y	-	Y	Y
Multiple Expertise	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y

c. The Independent Directors of your Company fulfil the conditions as specified in the SEBI Listing Regulations and the Companies Act, 2013 and are independent of the management. None of the Directors of your Company are related to each other. None of the Directors of your Company hold any share in the Company, except Mr. M. Chandrasekar, who holds 200 equity shares of the Company as on March 31, 2021.

d. The Company conducts familiarization programs for Independent Directors with regard to their roles, rights, responsibilities towards the Company, the business operations of the Company etc. Details of the familiarization programs extended to the Independent Directors during the year are disclosed on the Company website from time to time at <http://www.colgateinvestors.co.in/policies>

In line with the amended SEBI Listing Regulations, the Company has obtained a certificate from Mr. S.N. Ananthasubramanian, Partner M/s. S. N. Ananthasubramanian & Co, Practising Company Secretaries, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI /Ministry of Corporate Affairs or any such statutory authority. The said Certificate is attached as **Annexure CG-A** to this Report.

Further, based on the confirmations / disclosures received from the Independent Directors and a certificate from Mr. S.N. Ananthasubramanian, Partner M/s. S. N. Ananthasubramanian & Co, Practising Company Secretaries in terms of Regulation 25(9) of the SEBI Listing Regulations, the Board is of the opinion that the Independent Directors fulfil the criteria or conditions specified under the Act and under the SEBI Listing Regulations and are independent from the management.

III. Committees of the Board

i) Audit Committee

The Audit Committee (AC) consists of six Members, all the members are Independent Directors of the Company. The Members of the Committee are well versed in finance matters, accounts, company law and general business practices.

During the financial year 2020-21, five (5) AC Meetings were held on the following dates:

Sr. No.	Dates
1.	May 21, 2020
2.	July 29, 2020
3.	October 21, 2020
4.	January 28, 2021
5.	March 22, 2021

The constitution and attendance details of the AC as on March 31, 2021 are as under:

Name of Director	Status	No. of AC Meetings attended out of 5 held during financial year 2020-21
Ms. S. Gopinath	Chairperson	5
Mr. V. S. Mehta	Member	5
Dr.(Ms.) I. Shahani	Member	5
Ms. S. Kripalu	Member	5
Mr. S. Natarajan*	Member	4
Ms. G. Pant*	Member	4

* Appointed as Members of the Committee w.e.f. May 21, 2020

The Chairman of the Board, Managing Director, Whole-time Directors & Chief Financial Officer, Legal Director, Internal Auditor and the Statutory Auditors are regular invitees to the Committee Meetings.

Mr. K. Randhir Singh, Company Secretary & Compliance Officer acts as the Secretary to the Committee.



The Role/Charter of the Audit Committee is as under which is in line with the regulatory requirements:

- a) To review any change in accounting policies and practices;
- b) To confirm whether major accounting entries are based on exercise of judgments by management;
- c) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- d) To recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- e) To check whether there are any qualifications made in the draft Auditors' Report;
- f) To review whether there are any significant adjustments arising out of audit;
- g) To confirm whether the accounts are prepared on going concern basis;
- h) To confirm whether the accounts are prepared by applying applicable accounting standards;
- i) To review whether the financial statements comply with the Stock Exchange and Legal requirements;
- j) To check whether there are any related party transactions which may have potential conflict with the interests of the Company;
- k) To discuss with the auditors whether they have any post audit concerns;
- l) To check whether there are any defaults in payment to creditors and shareholders;
- m) To evaluate internal financial controls and risk management systems of the Company;
- n) To review the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and to report the matter to the Board;
- o) To approve the appointment of the CFO (i.e. the Whole-time Finance Director or any other person heading the Finance function or discharging that function) after assessing the qualifications, experience, background, etc. of the candidate; and
- p) Such other matters as may be required under the Companies Act, 2013 and the SEBI Listing Regulations.

ii) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee (SRC) consists of four Members, of which two Members are Independent Directors.

The SRC met twice during the financial year on October 21, 2020 and March 22, 2021.

The constitution and attendance details of the SRC as on March 31, 2021 are as under:

Name of Director	Status	No. of SRC Meetings attended out of 2 held during financial year 2020-21
Ms. S. Gopinath	Chairperson	2
Mr. R. Raghavan	Member	2
Mr. M. S. Jacob	Member	2
Ms. S. Kripalu*	Member	2

*Appointed as Member of the Committee w.e.f. May 21, 2020

The Chairperson of the Committee was present at the last Annual General Meeting of the Company held on July 29, 2020.

The Share Transfer Committee constituted by the SRC, meets at regular intervals to approve the transfer of shares and related activities and updates the SRC from time to time.

Mr. K. Randhir Singh is the Company Secretary & Compliance officer of the Company.

During the previous financial year 2020-21, complaints were received from Members / Investors, the details of which are as under:

Nature of complaints	Number of complaints received	Number of complaints redressed
Non-receipt of dividends / Interest / Redemption Warrant	38	38
Non Receipt of Share Certificate(s) - Transfer / Exchange / Bonus	49	48
Others	25	19
Total	112	105

As on the date of this report, all the above pending complaints have been redressed. Further, the disputed cases and sub-judice matters, will get resolved upon final disposal by the Courts or by authorities before whom they are pending.

The Role/Charter of Stakeholders' Relationship Committee is as under which is in line with the regulatory requirements:

- a) To note the minutes of the Share Transfer Committee Meetings;
- b) To note the synopsis of the complaints received and redressed;

- c) To approve allotment of shares, if any;
- d) To consider and resolve the grievances of the security holders;
- e) Review of measures taken for effective exercise of voting rights by shareholders;
- f) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- g) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company;
- h) To address other important issues related to shareholders; and
- i) Any other matter as may be assigned by the Board of Directors from time to time.

iii) Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee consists of four Members of which two are Independent Directors.

The CSR Committee met twice during the financial year on May 20, 2020 and January 28, 2021.

The constitution and attendance details of the CSR Committee as on March 31, 2021 are as under:

Name of Director	Status	No. of CSR Committee Meetings attended out of 2 held during financial year 2020-21
Dr. (Ms.) I. Shahani	Chairperson	2
Mr. S. Natarajan *	Member	1
Mr. R. Raghavan	Member	2
Mr. M. Chandrasekar	Member	2

* Appointed as a Member of the Committee w.e.f. May 21, 2020

The Role/Charter of the Corporate Social Responsibility Committee is as under which is in line with the regulatory requirements:

- a) To identify and recommend to the Board, the programs to be carried out during the financial year;
- b) To carry out evaluation of the CSR activities;
- c) To review and monitor the CSR programs undertaken by the Company;
- d) To recommend the amount of expenditure to be incurred on the activities;

- e) To review and monitor the spending on the CSR activities;
- f) To give inputs to enhance quality of the CSR activities;
- g) To develop new areas for CSR activities;
- h) To seek advice from external experts or consultants on CSR related matters; and
- i) To monitor the Corporate Social Responsibility Policy of the Company from time to time.

The Company's CSR Policy can be accessed at the Company's website at <https://www.colgateinvestors.co.in/policies> and the CSR Report for the financial year 2020-21 forms part of the Board's Report.

iv) Risk Management Committee:

The SEBI Listing Regulations mandate the constitution of the Risk Management Committee (RMC). The RMC consists of seven Members out of which three Members are Independent Directors.

The Board of Directors have adopted a Risk Management Policy to identify, assess and determine the risks and potential threats to the Company and also inform the Board of the procedures for minimization of such risks and threats.

The RMC met twice during the financial year on October 21, 2020 and March 22, 2021.

The constitution and attendance details of the RMC as on March 31, 2021 are as under:

Name of Director	Status	No. of RMC Meetings attended out of 2 held during financial year 2020-21
Mr. V. S. Mehta	Chairperson	2
Ms. S. Gopinath	Member	2
Ms. G. Pant*	Member	2
Mr. R. Raghavan	Member	2
Mr. M. S. Jacob	Member	2
Mr. S. Sharma	Member	2
Mr. M. K. Ajay#	Member	0
Mr. B. Sreenivasan**	Member	1

* Appointed as a Member of the Committee w.e.f. May 21, 2020

Ceased to be Member of the Committee w.e.f. November 01, 2020

**Appointed as a Member of the Committee w.e.f. November 01, 2020

The Role/Charter of Risk Management Committee is as under which is in line with the regulatory requirements:

- a) To identify, assess and mitigate the existing as well as potential risks to the Company and to recommend the strategies to the Board to overcome them;



- b) Developing and implementing action plans to mitigate the risks;
- c) To oversee at such intervals as may be necessary, the adequacy of Company's resources to perform its risk management responsibilities and achieve its objectives;
- d) To appoint sub-committee(s) comprising of members from various functions like Finance, Human Resources, Legal, Regulatory, Customer Development, etc. which shall be responsible for coordinating and updating the Risk Management Committee;
- e) To periodically review the Company's performance against the identified risks of the Company;
- f) To formulate the strategies towards identifying any areas that may materially affect the Company's overall risk exposure and to review the Risk Management Policy;
- g) Regularly review the risk management framework for the operations of the Company that are deemed necessary;
- h) To monitor & review Cyber Security;
- i) To review Disaster Management;.
- j) To review systems of internal Controls and business contingency plans;
- k) To seek information from employees, outsiders and professionals having expertise in relevant areas;
- l) Perform such other activities related to this Policy as requested by the Board of Directors or to address issues related to any significant subject within its term of reference; and
- m) Perform such other roles and responsibilities as prescribed under the SEBI Listing Regulations from time to time.

v) Nomination & Remuneration Committee

The Nomination & Remuneration Committee (NRC) consists of four Members of which two are Independent Directors.

During the financial year 2020-21, three (3) NRC Meetings were held on the following dates:

Sr. No.	Dates
1.	May 21, 2020
2.	September 25, 2020
3.	March 22, 2021

The constitution and attendance details of the NRC as on March 31, 2021 are as under:

Name of Director	Status	No. of NRC Meetings attended out of 3 held during financial year 2020-21
Mr. V. S. Mehta [#]	Chairperson	3
Dr. I. Shahani [*]	Member	3
Ms. S. Kripalu [*]	Member	3
Mr. M. Deoras	Member	3

[#] Designated as Chairperson of the Committee

^{*} Appointed as Members of the Committee w.e.f. April 01, 2020

The Committee has adopted a Policy relating to the Nomination & Remuneration for the Directors, Key Managerial Personnel and Senior Management employees. The Policy can be accessed at the Company's website at <https://www.colgateinvestors.co.in/leadership-team>

The Role/Charter of Nomination & Remuneration Committee is as under which is in line with the regulatory requirements:

- a) The appointment and remuneration of new Directors on Board, Key Managerial Personnel and Senior Management employees shall be made on the basis of core competencies, expertise, experience, qualifications, etc.;
- b) Evaluation of the performance of the Executive Directors shall be based on the parameters such as accomplishment of assigned goals, their professional contributions towards the Company and the overall performance. On the basis of the evaluation, the remuneration of the Executive Directors will be determined;
- c) Evaluation of the overall performance of the Non-executive & Independent Directors of the Company shall be determined by the terms of the policy;
- d) Remuneration of the Senior Management employees and Key Managerial Personnel will be fixed annually considering performance and achievements corresponding to their goals set during the year; and
- e) Any other role or responsibility as per the Companies Act, 2013 and the SEBI Listing Regulations.

IV. Remuneration of Directors

a) Executive Directors

The Nomination & Remuneration Policy is directed towards rewarding performance. It is aimed at attracting and retaining high potential talent. The Company has an incentive compensation plan which is linked to performance and achievement of the Company's objectives. The Company has no stock option scheme relating to its shares. However, the stock options of the Parent Company i.e. Colgate-Palmolive

Company, USA have been allotted to selected employees. For more information on share-based compensation, refer Note No. 38 to the Financial Statements. The Nomination & Remuneration Committee of the Company, inter-alia, evaluates the performance of the Executive Directors and the remuneration payable to the Executive Directors and Senior Management employees.

Details of remuneration paid/payable to the Executive Directors of the Company during the year ended March 31, 2021 are given below:

Sr. No	Particulars of Remuneration	Name of MD/WTD				Total Amount (' in Lakhs)
		Mr. R. Raghavan	Mr. M. S. Jacob	Mr. M. Chandrasekar	Mr. S. Sharma**	
1.	Gross Salary	471.55	118.22	125.62	53.30	768.69
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	115.61	100.44	105.63	52.57	374.25
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-	-
2.	Stock Option*	159.16	27.34	60.39	66.33	313.22
3.	Sweat Equity	-	-	-	-	-
4.	Commission - As % of profit - Others specify Executive Incentive Compensation Plan/Bonus	119.82	103.20	109.50	-	332.52
5.	Others, please specify: Employer contribution to Provident Fund and other retiral	11.72	14.08	14.95	6.40	47.15
Total		877.86	363.28	416.09	178.6	1835.83

The above remuneration is within the limits prescribed under Section 198 of the Companies Act, 2013

* Includes exercise of stock options and of restricted stock awards in the current Financial Year, which were granted in prior years by Colgate-Palmolive Company, USA, the Parent Company, pursuant to its incentive compensation plan.

** Appointed as Whole-time Director w.e.f. May 21, 2020

Note:

- Other than Mr. M. Chandrasekar, who holds 200 equity shares, no other Executive Director holds any shares in the Company.
- The appointment of each of the four Executive Directors is as per the employment agreement executed between the Executive Directors and the Company. As per the said agreement, either party shall be entitled to terminate the agreement at any time by giving ninety days' advance notice in writing to the other party without the necessity of showing any cause, and in case of the Company, by payment of ninety days' salary as compensation in lieu of such notice.

b) Non-executive & Independent Directors

The Company has no pecuniary relationship or transaction with its Non-executive & Independent Directors other than payment of sitting fees to them for attending the meetings of the Board, the Committees, including meetings of Independent Directors and Commission as approved by the Members for their invaluable contribution to the Board.

The Shareholders of the Company at the AGM held on August 28, 2019 has approved payment of commission to Independent Directors in such amounts or proportion not exceeding ₹ 15,00,000 (Rupees Fifteen Lakhs) per annum, to each of the Independent Directors, for a period of three years commencing from April 1, 2019.

The Independent Directors met twice during the financial year on October 21, 2020 and March 22, 2021. The Independent directors necessarily review the following matters as per Schedule IV of the Companies Act, 2013 in their separate meetings:

- the performance of non-independent directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.



Details of the sitting fees and commission to the Non-Executive & Independent Directors in the financial year 2020-21 are as under:

									(` In Lakhs)
Sr. No.	Particulars	Mr. R.A. Shah^	Mr. P.K. Ghosh^	Mr. V.S. Mehta	Ms. I. Shahani	Ms. S. Gopinath	Ms. S. Kripalu	Mr. S. Natarajan^	Ms. G. Pant^
a)	Sitting Fees	NA	NA	13.50	13.50	13.00	13.50	10.50	11.00
b)	Commission*	15.00	15.0	15.00	15.00	15.00	15.00	NA	NA
Total		15.00	15.00	28.50	28.50	28.00	28.50	10.50	11.00

[^] Ceased to be Directors of the Company w.e.f. March 31, 2020 upon expiry of their term of Directorship.

[§] Appointed as Independent Directors w.e.f. May 21, 2020.

* Commission of ₹ 15 lakhs for the financial year 2019-20 was paid to the Independent Directors in the financial year 2020-21. Commission for the financial year 2020-21 is payable in the financial year 2021-22.

V. Annual Performance Evaluation of the Board

Pursuant to provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance, as well as the performance of its Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Risk Management Committee.

The performance evaluation of the Board and the Committees was done on the basis of parameters such as Composition and Quality, Diversity and experience, Effectiveness of Board/Committee, process and functioning, Contribution of the Members, Board culture and dynamics, fulfilment of key responsibilities, ethics and compliance etc. A structured questionnaire was prepared covering the above areas of competencies and feedback was sought on the same. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 05, 2017 and the Institute of Company Secretaries of India in April 2015.

An evaluation of performance of individual Directors was also carried out on the basis of parameters such as contribution of the individual director to the Board and Committee meetings, preparedness on the issues to be discussed, constructive contribution and inputs in meetings, understanding and knowledge of the Company and industry, participation and attendance at the meetings, etc. The Independent Directors and Executive Directors also carried out performance evaluation of the Chairperson of the Company. The Directors being evaluated did not participate in his/her own evaluation process.

All the responses were evaluated by the Nomination & Remuneration Committee as well as by the Board of Directors and the results reflected high satisfactory performance.

VI General Body Meetings

- a) A brief summary of last three Annual General Meetings (AGM) held and Special resolutions passed, if any, is given below:

Financial year	Date	Location of the Meeting	Time(IST)	No. of Special Resolution(s) passed at the AGM
2017-18	July 26, 2018	Mayfair Banquet, Worli, Mumbai	3.30 p.m.	-
2018-19	August 28, 2019	Mukesh R. Patel Auditorium, Mumbai	3.30 p.m.	1
2019-20	July 29, 2020	Held through Video Conferencing	3.30 p.m.	1

- b) In the 78th Annual General Meeting held on August 28, 2019, a Special Resolution was passed to increase the payment of Commission to each Non-executive Independent Director not exceeding ₹ 15 Lakhs per annum for a period of 3 years commencing from April 1, 2019.
- c) In the 79th Annual General Meeting held on July 29, 2020, a Special Resolution was passed for Re-appointment of Ms. Shyamala Gopinath (DIN: 02362921) as an Independent Director for a second term from July 30, 2020 to May 31, 2024.
- d) No Special Resolution through postal ballot was passed during the FY 2020-21. As on the date of this Report, there is no Special Resolution proposed to be conducted through Postal Ballot.

VII. Means of Communication

a) Publication of quarterly results

Quarterly, half yearly and annual financial results of the Company are published in widely circulated national newspapers such as the Financial Express and Loksatta in vernacular language as required under Regulation 47 of the SEBI Listing Regulations.

b) Website

The Company's website contains a separate dedicated section "Investors" which provides comprehensive information sought by shareholders like copy of the Annual Report, quarterly, half yearly and annual financial results, Stock Exchange filings, Press releases, applicable Corporate Governance policies and details about the Company, the Board of Directors and Management. Members may visit the website at www.colgatepalmolive.co.in

c) Filing with Stock Exchange

All periodical compliances required to be filed with the Stock Exchanges, such as the Corporate Governance Report, Shareholding Pattern and other corporate announcements are filed electronically with the National Stock Exchange of India Limited and BSE Limited.

d) Presentation(s) to Analysts and Institutional Investors

Presentations made to analysts and institutional investors are displayed on the Company's website.

VIII. General Shareholder Information:

a) 80th Annual General Meeting

Day, Date and Time	Thursday, July 29, 2021 at 3.30 pm (IST)
Venue	The Company is conducting the meeting through VC / OAVM pursuant to the MCA Circulars dated May 5, 2020 and January 13, 2021 and other applicable regulatory circulars and as such there is no requirement to have a venue for the AGM.
Record Date	Not Applicable
Date of Book Closure	Friday, July 23, 2021 to Thursday, July 29, 2021
Financial Calendar	The Company follows April - March as its financial year. The financial results for every quarter beginning from April are declared within 45 days from the end of the quarter except for the last quarter, for which the results are declared within 60 days from the end of the financial year i.e. on or before May 30 as permitted under the SEBI Listing Regulations.

b) Financial year: April 1 to March 31

c) (i) Dividend Payment Dates

For the financial year 2020-21, the Company declared the following two interim dividends as detailed below:

Dividend for the FY 2020-21	Payment Date	Dividend Per Share (₹)
First Interim	November 18, 2020	18/-
Second Interim	April 16, 2021	20/-

(ii) Unclaimed Dividends

The following dividends are due for transfer to the IEPF in the financial year 2021-22. Shareholders are requested to claim their unclaimed dividends, if any, pertaining to the below years:

Financial Year	Dividend	Due for transfer
2013-14	Third Interim	April 2021
2014-15	First Interim	October 2021
2014-15	Second Interim	January 2022



Shareholders may write to the Company's Registrar and Share Transfer Agent M/s. Link Intime India Private Limited on their dedicated email id rnt.helpdesk@linkintime.co.in to know the process of claiming their unclaimed dividends from the IEPF.

d) Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges:

Name of the Stock Exchange	Stock Code	ISIN (International Securities Identification Number)
BSE Limited, Mumbai (Physical & Demat)	500830	INE259A01022
National Stock Exchange of India Limited, Mumbai (Physical & Demat)	COLPAL	INE259A01022

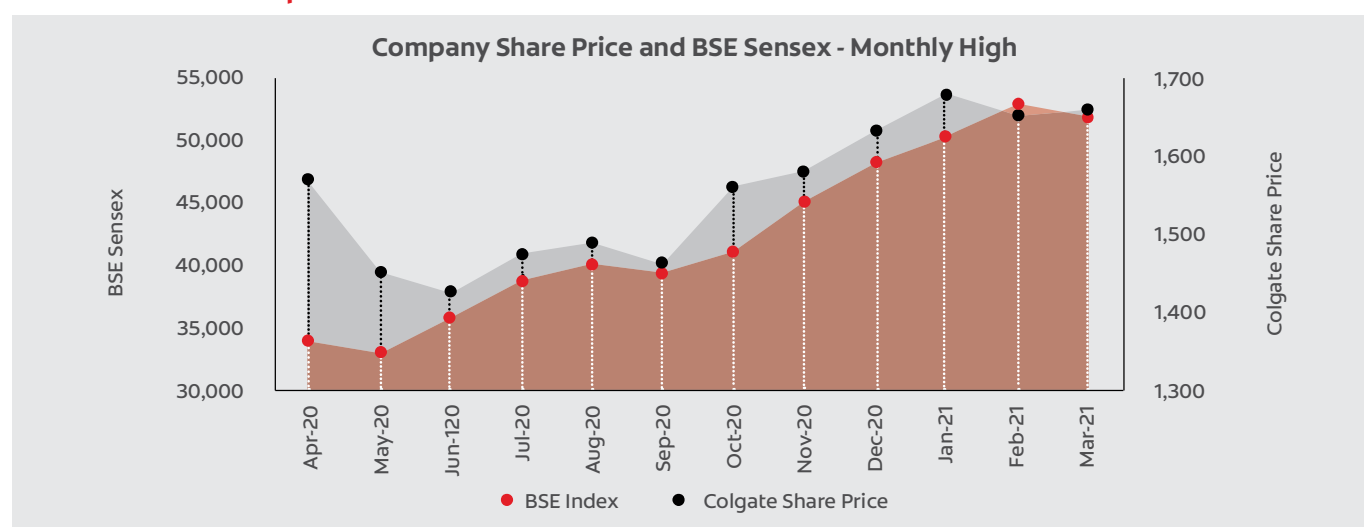
The Company has paid the Annual Listing fees for the financial year 2020-21.

e) Market Price Data

The monthly high and low quotations of the Company's shares traded on the BSE Limited and National Stock Exchange of India Limited, Mumbai are as follows:

Month	BSE Limited		National Stock Exchange of India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2020	1,565.00	1,214.95	1,565.80	1,211.05
May 2020	1,450.00	1,257.20	1,445.00	1,257.05
June 2020	1,424.75	1,308.50	1,425.00	1,306.00
July 2020	1,472.00	1,362.05	1,473.95	1,361.50
August 2020	1,486.50	1,353.80	1,486.45	1,353.00
September 2020	1,459.65	1,322.80	1,460.00	1,322.15
October 2020	1,559.50	1,407.00	1,559.80	1,405.60
November 2020	1,578.70	1,463.25	1,578.90	1,462.05
December 2020	1,630.00	1,493.00	1,630.00	1,493.00
January 2021	1,675.80	1,496.30	1,676.00	1,495.55
February 2021	1,650.00	1,525.00	1,650.80	1,533.00
March 2021	1,658.35	1,520.00	1,659.15	1,519.10

Performance in comparison to BSE Sensex



f) Registrar and Share Transfer Agents

The Company's share transfer and other related transactions are operated through its Registrar and Share Transfer Agent (RTA) i.e. M/s. Link Intime India Private Limited having their Office at the following address:

M/s. Link Intime India Private Limited
C-101, 247 Park,
L.B.S Marg, Vikhroli (West) Mumbai- 400 083.
Tel : 91-22-4918 6200
Fax : 91-22-4918 6060
E-mail : rnt.helpdesk@linkintime.co.in

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, please write to our RTA at the aforesaid registered address.

An exclusive e-mail ID, investors_grievance@colpal.com has been created for redressal of investor complaints and the same is available on the Company's website.

Shareholders holding physical shares may visit the website of our Registrar & Transfer Agent to register/update their email id and bank details at- https://linkintime.co.in/emailreg/email_register.html

Shareholders holding shares in electronic/demat mode may register/update their email id and bank details with their Depository Participant.

For the benefit of shareholders, documents will also be accepted at the registered office of the Company during working hours from Monday to Friday (9:00 a.m. to 5:00 p.m.), except public holidays:

Colgate-Palmolive (India) Limited
CIN: L24200MH1937PLC002700
Colgate Research Centre, Main Street, Hiranandani Gardens, Powai,
Mumbai - 400 076
Tel : 91-22-6709 5050
Website : www.colgatepalmolive.co.in

For the convenience of our investors, in addition to the above mentioned registered office address, our RTA will accept the share transfer documents and other related documents at the following locations:

Location	Address
Ahmedabad	5th Floor, 506 to 508, Amarnath Business Centre - 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off CG Road, Ellisbridge, Ahmedabad - 380006. Tel : 079-2646 5179 Fax : 079-2646 5179 E-mail : ahmedabad@linkintime.co.in
Coimbatore	Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore 641 028. Tel : 0422-2314792 Fax : 0422-2314792 E-mail : coimbatore@linkintime.co.in
Kolkata	Vaishno Chamber, 5th Floor, Flat Nos-502 & 503, 6, Brabourne Road, Kolkata - 700 001 Tel : 033-40049728/ 033-40731698 Fax : 033-40731698 E-mail : kolkata@linkintime.co.in
New Delhi	Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 Tel : 011-41410592/93/94 Fax : 011-41410592/93/94 E-mail : delhi@linkintime.co.in
Pune	Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off: Dhole Patil Road, Pune - 411 001. Tel : 020-26161629/26160084 Fax : 020 -26163503 E-mail : pune@linkintime.co.in
Vadodara	B-102 & 103 Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020 Tel : 0265-2356573 Fax : 0265-2356791 E-mail : vadodara@linkintime.co.in

g) Share Transfer System

Applications for transfer of shares held in physical form are received at the office of the Registrar & Share Transfer Agent of the Company. All valid transfers are processed and registered within 15 days from the date of receipt.

Shares held in the dematerialized form are electronically traded through the Depositories. The Registrar & Share Transfer Agent of the Company periodically receive updated beneficiary holdings from the Depositories so as to enable them to update their records and send corporate communications, dividend warrants and other documents to beneficiaries.



Requests for dematerialization of physical shares are processed and completed within the statutory timelines, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the Members.

h) Shareholding Pattern (as at March 31, 2021)

Category of Shareholders	Number of Shares	% of Total Shares
Promoter and Promoter Group (A)	13,87,12,672	51.00
Public Shareholding (B)		
Mutual Funds	75,88,623	2.79
Alternate Investment Funds	5,90,418	0.22
Financial Institutions/Banks	2,67,221	0.10
Central Government/State Government	7,67,044	0.28
Insurance Companies	1,87,98,936	6.91
Foreign Banks	400	0.00
Foreign Portfolio Investor	4,59,67,003	16.90
UTI	6,625	0.00
Individuals	5,05,03,360	18.57
Trust Employees	39,686	0.01
NBFC registered with RBI	10,657	0.00
Any Other (comprises of following categories)	87,32,989	3.21
- IEPF		
- Trust		
- Foreign Nationals		
- Hindu Undivided Family		
- Non-Resident Indians (Non Repatriable)		
- Non-Resident Indians (Repatriable)		
- Overseas Body Corporate		
- Clearing Member		
- Bodies Corporate		
Total Public Shareholding	13,32,72,962	49.00
Total Shareholding (A+B)	27,19,85,634	100.00

Distribution of Shareholding (as at March 31, 2021)

Description	No. of Shareholders	Holders		
		%	Shares	%
1 - 500	2,15,663	90.83	1,43,22,690	5.27
501 - 1000	9,133	3.85	67,74,789	2.49
1001 - 2000	6,081	2.56	87,79,084	3.23
2001 - 3000	3,244	1.36	83,30,609	3.06
3001 - 4000	803	0.34	28,12,056	1.03
4001 - 5000	610	0.26	27,60,981	1.01
5001 - 10000	1,194	0.50	76,02,459	2.80
10001 & above	716	0.30	22,06,02,966	81.11
Total	2,37,444	100.00	27,19,85,634	100.00

i) Dematerialization of shares and liquidity (as at March 31, 2021)

Particulars of Equity Holding	Equity Shares of Re. 1/- each	
	Number	% of Total
Dematerialized form:		
-NSDL	25,57,44,091	94.03
-CDSL	1,17,66,282	4.32
Sub-total	26,75,10,373	98.35
Physical form	44,75,261	1.65
Total	27,19,85,634	100.00

The equity shares of the Company are permitted to be traded only in dematerialized form with effect from April 5, 1999.

j) Outstanding GDRs/ADRs/Warrants or any convertible instruments

There are no outstanding GDRs/ADRs/Warrants or any convertible instruments as at March 31, 2021.

k) Commodity Price Risk or Foreign Exchange Risk & Hedging activities

Please refer Note No. 40 of the Notes to the Financial Statements.

l) Plant Locations

Location	Address
Baddi, Himachal Pradesh	Plot No 78, EPIP Phase 1, Jharmajri, Baddi, District Solan, [H.P.] 174 103.
Kundaim, Goa	Plot Nos. 154, 158 & 160, Kundaim Industrial Estate, Kundaim, Goa 403 115.
Sanand, Gujarat	Plot No SM-02, Sanand - II, GIDC Industrial Area, Near BOI, Village Sanand, Gujarat 382 170.
Sri City, Andhra Pradesh	6000 Central Expressway, Sricity, Satyavedu, Chittoor District, Andhra Pradesh 517 588.

IX. Management Discussion and Analysis Report

The Management Discussion and Analysis Report is appended to this report.

X. Disclosures:

a) Policy on Dividend Distribution

Pursuant to Regulation 43A of the SEBI Listing Regulations, the Company has formulated a Policy on dividend distribution which is placed on the Company's website <http://www.colgateinvestors.co.in/policies>

b) Policy on materially significant Related Party Transactions

During the Financial year, there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large. Refer to Note No. 37 to the Financial Statements for disclosure of related parties.

The Company has formulated a Policy on dealing with Related Party Transactions. This Policy is placed on the Company's website <http://www.colgateinvestors.co.in/policies>

c) Policy on determination of Materiality of event and information

In accordance with the requirements of the SEBI Listing Regulations, the Company has formulated a Policy on determination of materiality of event or information which is placed on the Company's website <http://www.colgateinvestors.co.in/policies> This Policy prescribes 'Quantitative' and 'Qualitative' criteria for determining the materiality of an event.

d) Policy for Record Management

The Company has framed a Policy for preservation of documents. This Policy prescribes the nature of documents and the period for which the same should be preserved.

The Archival Policy which forms part of the Records Management Policy is placed on the Company's website <http://www.colgateinvestors.co.in/policies>

e) Policy for Prohibition of Insider Trading

In line with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for prohibition of insider trading. The objective of the Policy is to ensure the prohibition of insider trading practices in the Company. Mr. K. Randhir Singh, Company Secretary, is the Compliance Officer for the purpose of this Policy. This Policy has been placed on the Company's website <http://www.colgateinvestors.co.in/policies>

f) The Company has adopted a Code of Conduct for its Directors, Senior Management and employees. The Code of Conduct of the Company serves as a guide for daily business interactions, reflecting the Company's standards for appropriate behaviour and its corporate values. The Code of Conduct has been communicated to the Company's Directors, Senior Management and Employees and each of them have affirmed compliance with the same. A certificate from Mr. R. Raghavan, Managing Director, to this effect has been obtained.

g) The Company has an effective Vigil Mechanism system which is embedded in its Code of Conduct. The Code of Conduct of the Company serves as a guide for daily business interactions, reflecting the Company's



standard for appropriate behavior and living Corporate Values. The Colgate-Palmolive Ethics Line phone number and email address are available on the Company's website at <http://www.colgateinvestors.co.in/policies> to report any genuine concerns about unethical behavior, any actual or suspected conduct, fraud or violation of the law, or activities in conflict with the Company's Code of Conduct.

- h) The Company has complied with the requirements of regulatory authorities on capital markets and no penalty/stricture was imposed on the Company during the last three years.
- i) There have been no instances during the year where recommendations of the Committees of the Board were not accepted by the Board.
- j) The total fees for all services paid by the Company to the Statutory Auditor and all entities in the member firm including network firm/network entity of which the Statutory Auditor is a part for the financial year 2020-21 is ₹ 138.26 Lakhs.
- k) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:

Sr. No	Particulars	No. of Complaints
a.	Number of complaints filed during the financial year	5
b.	Number of complaints disposed of during the financial year	5
c.	Number of complaints pending as on end of the financial year	0

XI. Compliance with Discretionary Requirements

The Company has complied with the mandatory requirements of the SEBI Listing Regulations. The Company has also adopted the following discretionary requirements as provided in the SEBI Listing Regulations:

- (i) The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director.
- (ii) The Internal auditors of the Company make quarterly presentations to the Audit Committee on their reports.
- (iii) The financial statements of the Company are with unmodified audit opinion.
- (iv) The quarterly financial results are circulated to all the shareholders through email.

XII. Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

As required under Regulation 17(8) of the SEBI Listing Regulations, the CEO and CFO of the Company have certified the accuracy of the Financial Statements, the Cash Flow Statement and adequacy of Internal Control Systems for financial reporting for the year ended March 31, 2021.

Declaration

The Company has made adequate disclosures as required under Regulations 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of the SEBI Listing Regulations.

For **Colgate-Palmolive (India) Limited**

Place: Mumbai
Date: May 17, 2021

R. Raghavan
Managing Director
(DIN: 08511606)