



November 01, 2021

The Secretary
BSE Limited
P.J.Towers- 25th floor
Dalal Street
Mumbai- 400001

Scrip Code: 500830

The Manager – Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block – G
Bandra – Kurla Complex
Bandra (East), Mumbai 400 051

Symbol: COLPAL
Series: EQ

Dear Sir(s)/Madam,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice being sent to the Members of the Company.

In compliance with the circulars of the Ministry of Corporate Affairs, the said Postal Ballot Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent as on Monday, October 25, 2021 (cut-off date).

The remote e-voting shall commence on Wednesday, November 03, 2021 at 08.00 a.m. (IST) and end on Thursday, December 02, 2021 at 5.00 p.m. (IST).

Request you to take the above information on record.

Thanking you,

Yours Sincerely,

For Colgate-Palmolive (India) Limited

K. Randhir Singh
Company Secretary & Compliance Officer
Encl : a/a



COLGATE-PALMOLIVE (INDIA) LIMITED

Regd. Office: Colgate Research Centre, Main Street,

Hiranandani Gardens, Powai, Mumbai - 400 076.

CIN. L24200MH1937PLC002700

Tel. No. : 022 - 6709 5050, Fax No. : 022 – 2570 5088

Website. www.colgatepalmolive.co.in E-mail. investors_grievance@colpal.com

POSTAL BALLOT NOTICE

Notice issued to the Members pursuant to Section 110 of the Companies Act, 2013

Dear Members,

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 02/2021 dated January 13, 2021 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, the Company is seeking approval of the Members for the proposed resolution as set out hereinbelow, by way of Postal Ballot only through remote voting by electronic means ("remote e-voting").

The draft resolution proposed to be passed by way of Postal Ballot and the Statement pursuant to Section 102 of the Act, setting out all material facts and reasons for the proposal are annexed hereto for consideration of the Members. In terms of the requirements specified in the said MCA Circulars, the Company is sending this Notice in electronic form only, to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or the Depositories and the communication of assent/dissent of the Members will only take place through the remote e-voting system. Further, as per the MCA circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

1. Re-appointment of Mr. Chandrasekar Meenakshi Sundaram (DIN 07667965) as Whole-time Director

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V to the Act and Articles of Association of the Company and subject to such other approvals as may be required, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Chandrasekar Meenakshi Sundaram (DIN 07667965) as a Whole-time Director of the Company for a second term of 5 (five) consecutive years effective January 02,

2022, liable to retire by rotation, on the terms and conditions, including remuneration, as are set out in the Statement annexed to the Notice/in the draft agreement to be entered into between the Company and Mr. Chandrasekar Meenakshi Sundaram, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions thereof in such manner as may be agreed to between the Board and Mr. Chandrasekar Meenakshi Sundaram subject to the applicable provisions of the Act, or any amendment thereto or any reenactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure as Whole-time Director, Mr. Chandrasekar Meenakshi Sundaram be paid the aforesaid remuneration as minimum remuneration for that financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable."

By Order of the Board
For Colgate-Palmolive (India) Limited

K. Randhir Singh
Company Secretary & Compliance Officer
(FCS-6621)

Place: Mumbai
Date : October 25, 2021

Notes and instructions:

- 1) Statement for the proposed Resolution, pursuant to Section 102 of the Companies Act, 2013 (the 'Act') setting out all material facts and reasons is appended to the Notice;
- 2) The details of the Director seeking re-appointment, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') and the Act (including Secretarial Standard-2), are appended hereto and form part of this Notice;
- 3) The Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA) as on Monday, October 25, 2021 (cut-off date). Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.

It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with

the Company's (RTA/ Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.

- 4) Members may download the Notice from the Company's website at www.colgatepalmolive.co.in or from NSDL's website at www.evoting.nsdl.com A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com
- 5) The Company has appointed Mr. S.N. Ananthasubramanian (FCS 4206 / COP 1774) or failing him Ms. Ashwini Vartak (ACS 29643 / COP 16723) of M/s. S.N. Ananthasubramanian & Co. Company Secretaries, to act as the scrutinizer, to scrutinize the remote e-Voting process in a fair and transparent manner. The Scrutinizers' decision on the validity of the Postal Ballot shall be final and binding;
- 6) The Company is pleased to e-voting facility to all the Members, to cast their vote electronically. The Company has availed the electronic voting platform of National Securities Depositories Limited (NSDL), to provide remote e-Voting facility to its Members. The detailed procedure with respect to e-voting is mentioned in this Notice.

Dispatch of the Notice shall be deemed to be completed on the date on which NSDL sends out the communication for the postal ballot process by e-mail to the members of the Company. The remote e-voting shall commence on Wednesday, November 03, 2021 at 08.00 A.M. (IST) and end on Thursday, December 02, 2021 at 5.00 P.M. (IST). During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once a vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

- 7) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date; Monday, October 25, 2021.
- 8) The Scrutinizer will after the conclusion of e-voting, submit the report to the Chairman or any other person authorised by Board and declare the result of the voting forthwith, after scrutiny of the votes cast through remote e-voting and the result of the Postal Ballot shall be declared on or before Saturday, December 04, 2021. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.
- 9) The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.colgatepalmolive.co.in and on the websites of Stock Exchanges and NSDL. The declaration of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the applicable Rules.

All relevant documents are available for inspection of the shareholders via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at investors_grievance@colpal.com

- 10) The vote in this Postal Ballot cannot be exercised through proxy.
- 11) The instructions for the shareholders for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered,**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@snaco.net with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Name, Folio No., share certificate number, PAN, mobile number and e-mail address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB) at https://linkintime.co.in/emailreg/email_register.html on the RTA website i.e. www.linkintime.co.in in the Investor Services tab.

2. In case shares are held in demat mode, please provide Name, DP ID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), PAN, mobile number and email address at https://linkintime.co.in/emailreg/email_register.html on the RTA website i.e. www.linkintime.co.in in the Investor Services tab.

If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send an email request to evoting@nsdl.co.in for obtaining User ID and Password by providing the below mentioned details and documents:
 - i. In case shares are held in physical mode - Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
 - ii. In case shares are held in demat mode - DPID CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013

Item No. 1

Mr. Chandrasekar Meenakshi Sunadaram joined Colgate-Palmolive (India) Limited in 1989 in Sales. During his tenure of over 30 years at Colgate, he progressed through increasing levels of responsibility in the Customer Development & Sales function in different regional roles of Colgate-Palmolive (India) Limited leading to the position of Executive Vice-President – Customer Development. Appointed as a Whole-time Director on the Board of Colgate-Palmolive (India) Limited in January 2017.

At the 77th Annual General Meeting of the Company, Mr. M. Chandrasekar was appointed as the Whole-time Director of the Company for a term of 5 (five) consecutive years commencing from January 02, 2017 which will expire on January 01, 2022.

Mr. M. Chandrasekar has immense knowledge of the industry in which the Company operates and its business operations. Further, his expertise and skills have contributed effectively to the growth of the Company. He also has a good understanding of socio political and economic, Business Strategy, Sales & Marketing, etc.

Mr. M. Chandrasekar has been rated highly in the Annual Performance Evaluation carried out by all the Board Members which inter alia included the following parameters:

- Leadership;
- Knowledge and competency;
- Availability and attendance at the meetings;
- Contribution in business growth; and
- Effective communication and ensuring best practices within the organisation.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, has recommended the reappointment of Mr. M. Chandrasekar (DIN: 07667965) for a second term of 5 (five) consecutive years with effect from January 02, 2022.

Brief details of Mr. M. Chandrasekar pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 are as follows:

Name of the Director	Mr. Chandrasekar Meenakshi Sunadaram
DIN	07667965
Date of Birth	April 22, 1966
Nationality	Indian
Qualification	Bachelor of Science in Mathematics from American College, Madurai.
Expertise in specific areas	Customer Development & Sales
Date of first appointment	January 02, 2017
Number of shares held in Colgate-Palmolive (India) Limited	200
Name of other Companies in which he holds Directorship	None
Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	None
Relationships between Directors interse	There is no inter-se relationship between Mr. M. Chandrasekar, other Members of the Board and Key Managerial Personnel of the Company.
Terms of Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	Appointment as the Whole-time Director of the Company for a second term of 5 (five) consecutive years effective January 02, 2022 on terms and conditions as specified in this Notice.
Number of Board meetings attended	5 (In financial year 2020-21)

The Board is of the view that Mr. M. Chandrasekar's re-appointment as Whole-time Director will be in the best interest of the Company. Considering his vast experience, expertise and contribution the Board has recommended his re-appointment. In the opinion of the Board the said re-appointment will also ensure smooth functioning of business and operations. The material terms of the agreement to be entered into between the Company and Mr. M. Chandrasekar are given below:

The remuneration payable to Mr. M. Chandrasekar shall be determined by the Board or Managing Director from time to time within the maximum limits set forth under the applicable provisions of the Act and as per the Remuneration Policy of the Company:

a) Salary

Up to Rs. 25,00,000/- (Rupees Twenty Five lakhs only) per month.

b) Commission or Performance Linked Incentive or Bonus Not exceeding 1% of the net profit of the Company in any financial year as the Board or Managing Director may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board or Managing Director.

c) Perquisites

He shall be entitled to furnished / non-furnished accommodation, gas, electricity, medical reimbursement, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-tax Rules, 1962 being restricted to Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum.

d) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

e) In addition to the perquisites referred above, he will be eligible to Leave Travel Concession for self and family once in a year.

f) The provision of a car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to Mr. M. Chandrasekar.

g) Participation in stock option scheme of Colgate-Palmolive Company, U.S.A., the parent company, pursuant to Colgate-Palmolive Company's incentive plan.

h) In the event of absence or inadequacy of profits in any financial year, Mr. M. Chandrasekar will be paid the aforesaid remuneration and perquisites as minimum remuneration for that year.

i) The Board shall have the discretion and authority to modify the foregoing terms of remuneration within, however, the parameters of the applicable provisions of the Companies Act, 2013.

j) Mr. M. Chandrasekar shall be entitled to leave in accordance with the rules of the Company for the time being in force and applicable to senior executives of the Company.

k) Mr. M. Chandrasekar shall also be entitled for reimbursement of travelling and entertainment expenses actually and properly incurred by him in or about the business of the Company and approved by the Managing Director or the Board.

l) Mr. M. Chandrasekar's appointment is for a period of five years and either party shall be entitled to determine this appointment at any time by 3 months' advance notice in writing in that behalf to the other party without the necessity of showing any cause, or in the case of the Company, by payment of three months' salary as compensation in lieu of such notice. Mr. Chandrasekar's appointment shall stand terminated upon expiry of such notice or payment by the Company in lieu of such notice.

Mr. Chandrasekar has furnished to the Company (i) Consent to act as Director in DIR-2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014 and (ii) Declaration of Non disqualification in DIR 8 pursuant to Section 164 of the Act. Mr. M. Chandrasekar attended 5 (five) out of the 5 (five) Board Meetings held during the financial year 2020-21.

A Notice under Section 160 of the Act has been received from a member proposing Mr. M. Chandrasekar as a candidate for the Office of the Director of the Company. Further, a copy of the agreement referred in the resolution would be available for inspection by the Members upon request.

Except Mr. M. Chandrasekar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of this Notice for approval of the shareholders.

By Order of the Board
For Colgate-Palmolive (India) Limited

K. Randhir Singh
Company Secretary & Compliance Officer
(FCS - 6621)

Place: Mumbai
Date: October 25, 2021