



COLGATE-PALMOLIVE (INDIA) LIMITED

July 06, 2017

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

Regd. Office :
Colgate Research Centre,
Main Street,
Hiranandani Gardens,
Powai,
Mumbai - 400 076.
Tel. : 67095050
Fax : (91 22) 25705088
www.colgatepalmolive.co.in

CIN : L24200MH1937PLC002700
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,

Notice of 76th Annual General Meeting.

Further to our letter dated May 15, 2017, please find enclosed herewith the Notice of 76th Annual General Meeting of our Company scheduled to be held on Thursday, August 03, 2017 at 3.30 p.m. at Shri Bhaidas Maganlal Sabhagriha, Swami Bhaktivedanta Marg J.V.P.D. Scheme, Vile-Parle (West), Mumbai 400 056.

Kindly take the above on record.

Thanking you,

Very truly yours
Colgate-Palmolive (India) Limited


Makarand Karanataki
Associate Director - Legal &
Company Secretary

Encl: a/a

Notice

COLGATE-PALMOLIVE (INDIA) LIMITED

Registered Office:

Colgate Research Centre,
Main Street, Hiranandani Gardens,
Powai, Mumbai 400 076.

CIN - L24200MH1937PLC002700

Email : investors_grievance@colpal.com

Website : www.colgatepalmolive.co.in

NOTICE is hereby given that the Seventy-Sixth Annual General Meeting of COLGATE-PALMOLIVE (INDIA) LIMITED will be held on Thursday, August 03, 2017 at 3.30 p.m. at Shri Bhaidas Maganlal Sabhagriha, Swami Bhaktivedanta Marg, J.V.P.D. Scheme, Vile-Parle (West), Mumbai 400 056 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements including Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors.
2. To consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. S R B C & Co LLP, Chartered Accountants, Mumbai (Membership No. 324982E/E300003) be and is hereby appointed as the Statutory Auditors of the Company in place of M/s. Price Waterhouse, Chartered Accountants, Mumbai (Membership No. 301112E) whose tenure expires at this Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors.

RESOLVED further that M/s. S R B C & Co LLP, Chartered Accountants, if appointed as the Statutory Auditors of the Company, shall hold office for a period of five consecutive years, from the conclusion of this 76th Annual General Meeting till the conclusion of the 81st Annual General Meeting, subject to ratification of the appointment

by Members of the Company at every Annual General Meeting to be held after this Annual General Meeting."

SPECIAL BUSINESS :

3. To consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED that Mr. Jacob Sebastian Madukkakuzy (DIN : 07645510) who was appointed by the Board of Directors as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from October 28, 2016 and who holds the office till the conclusion of this Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. To consider and, if thought fit to pass, with or without modifications, 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"), Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force), and Articles of Association of the Company and subject to the approval of the Central Government, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Jacob Sebastian Madukkakuzy (DIN : 07645510) as the Whole-time Director of the Company, with the designation as Whole-time Director & Chief Financial Officer (CFO) for a term of five years commencing from October 28, 2016, on the terms and conditions, including remuneration, as per the details provided in the Explanatory Statement to Item Nos. 3 & 4 of this Notice convening the Annual General Meeting with liberty to the Board of Directors of the Company ("the Board") to alter and vary the terms and conditions thereof in such manner as may be agreed to between the Board and Mr. Jacob, subject to applicable provisions

of the Act, or any amendment thereto or any re-enactment thereof.

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

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

5. To consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED that Mr. Chandrasekar Meenakshi Sundaram (DIN : 07667965) who was appointed by the Board of Directors as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from January 2, 2017 and who holds the office till this Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force), and the Articles of Association of the Company and subject to such sanctions and approvals as may be necessary, the consent of the shareholders of the Company be and is hereby given to the appointment of Mr. Chandrasekar Meenakshi Sundaram (DIN : 07667965) as the Whole-time Director of the Company, for a term of five year commencing from January 2, 2017 on the terms and conditions, including remuneration, as per the details provided in the Explanatory Statement to Item Nos. 5 & 6 of this Notice convening the Annual General Meeting with liberty to the Board of Directors of the Company ("the Board") to alter and vary the terms and conditions thereof in such manner as

may be agreed to between the Board and Mr. Chandrasekar, subject to applicable provisions of the Act, or any amendment thereto or any re-enactment thereof.

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

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

7. To consider and, if thought fit to pass, with or without modifications, the following resolution as a Special Resolution :

"RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Article 115(2)(b) of the Articles of Association of the Company and in supersession of the Special Resolution passed at the 72nd Annual General Meeting held on July 23, 2012, the approval of the Company be and is hereby accorded for payment and distribution of such sum as may be fixed by the Board of Directors ("the Board") not exceeding 1% per annum of the net profits of the Company in any financial year, calculated in accordance with the provisions of Section 198 of the Act, by way of commission to each Non-executive Independent Directors, in such amounts or proportion not exceeding ₹ 10.00 Lacs each for a period of 3 years commencing from April 1, 2016.

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

8. To consider and, if thought fit to pass, with or without modifications, the following resolution as a Special Resolution :

"RESOLVED that pursuant to Section 94 of the Companies Act, 2013 ("the Act") and in supersession of the Special Resolution passed at the 75th Annual General Meeting of the Company held on August 08, 2016, the Company hereby approves that the Registers of Members, Indices of Members, copies of all Annual Returns prepared by the Company under Section 88(1) of

the Act together with copies of Certificates and Documents required to be annexed thereto and other related books have, with effect from February 27, 2017, been kept and maintained at the new registered office of the Company's Registrars & Share Transfer Agents ("R&T Agents"), Messrs. Link Intime India Private Limited, at C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083 and/or at such places within Mumbai where the R&T Agents may have their office from time to time and/or at the Registered Office of the Company at Colgate Research Centre, Main Street, Hiranandani Gardens, Powai, Mumbai 400 076.

RESOLVED further that the Registers, Indices, Returns, Books, Certificates and Documents of the Company required to be maintained and kept open for inspection by the Members and/or any person entitled thereto under the Act, be kept open for inspection, at the place where they are kept, to the extent, in the manner and on payment of the fees, if any, specified in the Act, between the hours of 11.00 a.m. and 1.00 p.m. on any working day (excluding Saturday) and except when the registers and books are closed under the provisions of the Act or the Articles of Association of the Company."

By Order of the Board

Makarand Karnataki
Associate Director- Legal &
Company Secretary
(A - 14509)

Date: May 15, 2017

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. HOWEVER, A PERSON APPOINTED AS A PROXY SHALL ACT ON BEHALF OF SUCH MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of Item Nos. 3 to 8 to be transacted at the Meeting is appended hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 28, 2017 to Thursday, August 03, 2017 (both days inclusive).
4. Documents pertaining to share transfer/transmission/renewal etc. and all correspondence relating thereto, should be addressed to the Registrars & Share Transfer Agents of the Company, M/s. Link Intime India Private Limited at C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083.

Members may note that in the month of February 2017, M/s. Link Intime India Private Limited has shifted its Registered Office from C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 to C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083.
5. Members who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrars & Share Transfer Agents of the Company at the above address and to their respective depository participants, in case shares are held in electronic mode.
6. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.
7. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
8. To prevent fraudulent transactions, we urge the Members to exercise due diligence and notify the Company of any change in address/stay abroad or demise of any shareholder as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. Electronic Clearing Service ('ECS') helps in quick remittance of dividend without possible loss/delay in postal transit. Members who are not already enrolled in ECS are requested to fill in the form which is available on the Company's website or from the Company's Registrars & Share Transfer Agents and forward the same to the Company's Registrars & Share Transfer Agents if the shares are held in physical form and to the applicable Depository Participant in case the shares are held in dematerialized form.
10. During the Financial Year 2016-17, unclaimed dividends declared for the years 2008-09 and 2009-10 amounting to ₹ 1,18,31,584/- (₹ 36,60,084/-, ₹ 39,16,760/- and ₹ 42,54,740/-) has been transferred to the Investor Education and Protection Fund on May 30, 2016; October 27, 2016 and January 25, 2017, respectively. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which came into force from September 7, 2016 (including any amendment thereto or re-enactment thereof for the time being in force), all equity shares in respect of which dividend has not been paid or claimed by the Member(s) for seven consecutive years or more, are required to be transferred to the Investor Education and Protection Fund (IEPF), a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013. The Company has communicated individually to the concerned Members to claim their unpaid/unclaimed dividend amount(s) and that failure to claim the same would lead to their equity shares being transferred to the IEPF Suspense Account without any further notice.
- The unclaimed dividends and corresponding shares including all benefits accruing on such shares, if any, once transferred to the IEPF can only be claimed back from IEPF Authority, for which details are available at www.iepf.gov.in
- The details of members whose dividends have remained unclaimed/unpaid for seven consecutive years have been hosted on the website of the Company. Shareholders are requested to refer to the "Investor" section on the website of the Company at <http://www.colgate.co.in/app/Colgate/IN/Corp/Investor/Introduction.cvsp>
11. The Company has designated an exclusive e-mail ID called **investors_grievance@colpal.com** to redress shareholders' complaints/grievances.
- In case you have any queries/complaints or grievances, then please write to us at **investors_grievance@colpal.com**
12. Members desirous of asking any questions at the Annual General Meeting are requested to send their questions to the Company so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.
13. **Voting Instructions :**
- The Company is providing remote e-Voting facility. Members who have not cast their vote through remote e-Voting shall be allowed to vote at the ensuing Annual General Meeting (AGM) through poll.
- The members who have cast their vote by remote e-Voting shall not be entitled to cast their vote again at the AGM, however, such members will be entitled to attend the AGM. If any member casts votes through both modes (i.e. remote e-Voting and through poll) then votes cast through remote e-voting only will be counted.
- Pursuant to Section 108 of the Companies Act, 2013 and the rules framed thereunder and the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the remote e-Voting services provided by National Securities Depository Limited (NSDL) on all the resolutions set forth in this Notice.
- The instructions for remote e-Voting are as under :
- A. Members whose e-mail ID(s) are registered with the Company/Depository Participants (CDSL/NSDL), the procedure to vote electronically is as under :
- (i) Click on the PDF file sent to you in the e-mail by NSDL. The file will prompt for a Password. Kindly input your Client ID or Folio No. as may be applicable in the box prompted for Password. The said PDF file contains your user ID and password/PIN for remote e-Voting. Please note that this password is an initial password and needs to be changed while doing first time login for security purpose.
- NOTE:** Shareholders already registered with NSDL for e-Voting will not receive the PDF file containing the User Id and password.

- (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login
- (iv) Enter user ID and password as initial password/PIN noted in step (i) above. Click>Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-Voting opens. Click on remote e-Voting : Active Voting Cycles.
- (vii) Select the "EVEN" (e-Voting Event Number) of Colgate-Palmolive (India) Limited.
- (viii) Now you are ready for remote e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@snaco.net
- B. Members whose e-mail ID(s) are not registered with the Company/Depository Participants or request for a physical copy, the procedure to vote electronically is as under :
- (i) Initial password is provided in the following format at the bottom of the Attendance Slip of the AGM sent with the Annual Report:
- | EVEN
(e-Voting
Event Number) | USER ID | PASSWORD/
PIN |
|------------------------------------|---------|------------------|
|------------------------------------|---------|------------------|
- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) of notes 13(A) above, to cast vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the toll free No. 1800-222-990. Alternatively, you can also contact on evoting@nsdl.co.in for any queries or grievances connected with remote e-Voting service.
- D. Any person who acquires shares of the Company after the dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. July 27, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in If you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE:** Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- E. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- F. The remote e-Voting period commences on Monday, July 31, 2017 (8 a.m.) and ends on Wednesday, August 2, 2017 (5 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, July 27, 2017, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, shareholder shall

not be allowed to change it subsequently. Electronic voting shall not be allowed beyond the said date and time:

- G. 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 of Thursday, July 27, 2017.
- H. Mr. S. N. Ananthasubramanian (Membership No. F4206) has been appointed as the Scrutinizer for 76th Annual General Meeting. Scrutinizer will ensure that the remote e-Voting process is conducted in a fair and transparent manner.
- I. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes casted at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and make within a period not exceeding three (3) days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, or an authorized person by him, of the Company.
- J. The results shall be declared after receiving consolidated Scrutinizer's Report from the Scrutinizer. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.colgatepalmolive.co.in and on the websites of Stock Exchanges and NSDL.
- K. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of Voting results (i.e. remote e-Voting and the voting held at the AGM).

Explanatory Statement under Section 102 of the Companies Act, 2013 for Item Nos. 3 & 4

Mr. Jacob Sebastian Madukkakuzy joined the Company in 1995 and progressed to higher positions in the Organisation. In 2003, moved to C-P Thailand as Associate Finance Director and subsequently moved to C-P Vietnam as the Finance Director. In 2009 he moved on to become the Finance Director for the Asia Division where he led several initiatives to drive profitable growth. His latest assignment was as the Finance Director with C-P Malaysia. Mr. Jacob has been appointed

as an Additional Director of the Company effective October 28, 2016.

Brief details of Mr. Jacob pursuant to Regulation 36 (3) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 and Secretarial Standard - 2 are as follows :

Name of the Director	Mr. Jacob Sebastian Madukkakuzy
DIN	07645510
Date of Birth	June 17, 1969
Nationality	Indian
Qualification	Commerce graduate from Bombay University and Chartered Accountant from the Institute of Chartered Accountants of India
Date of Appointment	Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Jacob as: <ul style="list-style-type: none"> The Chief Financial Officer (CFO) of the Company effective October 07, 2016 Additional Director of the Company effective October 28, 2016.
Number of shares held in Colgate-Palmolive (India) Limited	Nil
Directorship/ Chairmanship/ Membership on the Board of other Companies	-
Relationships between Directors interse	-
Terms of Appointment	Appointment as the Whole-time Director of the Company for a term of five years effective October 28, 2016, subject to approval of Shareholders and Central Government
Number of Board meetings attended	4

The Board is of the view that Mr. Jacob's appointment as Whole-time Director & Chief Financial Officer will be in the best interest of the Company. The Board has no hesitation in commending his appointment. A notice has been received from a member proposing Mr. Jacob as a candidate for the Office of Director of the Company.

The material terms of the agreement to be entered into between the Company and Mr. Jacob are given below :

The remuneration payable to Mr. Jacob 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 ₹ 25,00,000/- (Rupees twenty five lacs 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 ₹ 80,00,000/- (Rupees Eighty Lacs 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 to above, he will be eligible to the following perquisites which shall not be included in the computation of the ceiling on perquisites :
 - i) Leave Travel Concession :
 - For self and family once in a year for any destination in India.
 - ii) Reimbursement of expenses incurred on joining duty :
 - Actual expenses incurred on travel, temporary living expenses and on packing, forwarding, loading / unloading, as well as freight, insurance, customs duty, clearing expenses, local transportation and installation expenses in connection with the moving of personal belongings for self and family for joining duty in India. In case he joins any other affiliated entity of Colgate-Palmolive Co., such affiliated entity would bear such expenses.
- 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. Jacob.
- 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. Jacob 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. Jacob 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. Jacob shall also be entitled to be reimbursed the travelling and entertainment expenses actually and properly incurred by him for business travel for the Company subject to approval by the Managing Director and/or the Board.
- l) Mr. Jacob's appointment is for a period of five years which may be determined at any time by three months' advance notice in writing in that regard 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.

- m) Mr. Jacob has furnished to the Company
- Consent to act as Director in DIR-2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014 and
 - Declaration of Non disqualification in DIR 8 pursuant to Section 164 of the Act.

Mr. Jacob attended four Board Meetings during the financial year 2016-17 since his appointment as the Whole-time Director of the Company.

A copy of the draft agreement will be available for inspection by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to and including the day of this Meeting.

Upon termination, Mr. Jacob shall cease to be a Director of the Company.

Except Mr. Jacob, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out in Item No. 3 & 4 of this Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos. 3 & 4 of the Notice for approval of the shareholders.

Explanatory Statement under Section 102 of the Companies Act, 2013 for Item Nos. 5 & 6

Mr. Chandrasekar Meenakshi Sundaram joined Colgate-Palmolive (India) Limited in 1989 in the Sales function. During the course of his 28 years at Colgate, he progressed through increasing levels of responsibility in the Customer Development & Sales function in different regional roles, leading to the position of Executive Vice-President – Sales & Customer Development. Mr. Chandrasekar holds a B.Sc. degree in Mathematics from American College, Madurai. Mr. Chandrasekar has been appointed as an Additional Director effective January 2, 2017.

Brief details of Mr. Chandrasekar pursuant to Regulation 36 (3) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 and Secretarial Standard- 2 are as follows :

Name of the Director	Mr. Chandrasekar Meenakshi Sundaram
DIN	07667965
Date of Birth	April 22, 1966
Nationality	Indian
Qualification	Bachelor of Science in Mathematics from American College, Madurai.
Date of Appointment	Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Chandrasekar as an Additional Director effective January 2, 2017
Number of shares held in Colgate-Palmolive (India) Limited	400
Directorship/ Chairmanship/ Membership on the Board of other Companies	–
Relationships between Directors inter-se	–
Terms of Appointment	Appointment as the Whole-time Director of the Company for a term of five years effective January 2, 2017, subject to approval of the Shareholders.
Number of Board meetings attended	2

The Board is of the view that Mr.Chandrasekar's appointment as the Whole-time Director will be in the best interest of the Company. The Board has no hesitation in commending his appointment. A notice has been received from a member proposing Mr. Chandrasekar as a candidate for the office of Director of the Company.

The material terms of the agreement to be entered into between the Company and Mr. Chandrasekar are given below :

The remuneration payable to Mr. 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 ₹ 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 ₹ 80,00,000/- (Rupees Eighty Lacs 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 to above, he will be eligible for leave travel concession, for self and family once in a year for any destination in India, which shall not be included in the computation of the ceiling on perquisites.
- 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. Chandrasekar.

- g) Participation in stock option scheme of Colgate-Palmolive Company, U.S.A., the parent company, pursuant to Colgate-Palmolive Company's global executive compensation program.
- h) In the event of absence or inadequacy of profits in any financial year, Mr. 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. 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. Chandrasekar shall also be entitled to be reimbursed the travelling and entertainment expenses actually and properly incurred by him for business travel for the Company subject to approval by the Managing Director and/or the Board.
- l) Mr. Chandrasekar's appointment is for a period of five years which may be determined at any time by three months' advance notice in writing in that regard 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.
- m) 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. Chandrasekar attended two Board Meetings during the financial year 2016-17 since his appointment as the Whole-time Director of the Company.

A copy of the draft agreement to be entered into between the Company and Mr. Chandrasekar will be available for inspection by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to and including the day of this Meeting.

Upon termination, Mr. Chandrasekar shall cease to be a Director of the Company.

Except Mr. Chandrasekar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out in Item Nos. 5 & 6 of this Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos. 5 & 6 of the Notice for approval of the shareholders.

Explanatory Statement under Section 102 of the Companies Act, 2013 for Item No. 7

The shareholders of the Company at their Meeting held on July 23, 2012 had approved by way of a Special Resolution payment of commission to the Non-executive Independent Directors (NEIDs) not exceeding 1% of the Net Profits of the Company in any financial year, subject to a sum not exceeding ₹ 5.00 Lacs, per Non-executive Director.

As per the Companies Act, 2013 and Rules made thereunder, a company can pay commission up to 1% of the net profit to the Non-executive Directors (all of them together).

The Non-executive Independent Directors (NEIDs) on the Board have been providing invaluable services and are of high stature and knowledge. The Company has immensely benefited from their experience, knowledge and guidance from time to time. In view of the increased responsibilities of the NEIDs, it is now proposed to pay an amount of commission not exceeding ₹ 10.00 Lacs per annum to each of the NEIDs of the Company for three years commencing from April, 2016.

However, the Company will ensure that the overall payment of commission to NEIDs shall not exceed 1% of the net profits of the Company as provided under Section 197 of the Companies Act, 2013. Article 115(2)(b) of the Articles of Association of the Company authorizes the Company to pay commission to the NEIDs.

The Non-executive Non-Independent Director is not paid/entitled to receive remuneration in form of commission.

All the NEIDs may be deemed to be concerned or interested in the resolution set out in Item No. 7 of this Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the shareholders.

Explanatory Statement under Section 102 of the Companies Act, 2013 for Item No. 8

Colgate-Palmolive (India) Limited ("the Company") has appointed M/s. Link Intime India Private Limited as its Registrars & Share Transfer Agents effective April 01, 2016 in place of M/s. Sharepro Services (India) Private Limited. The Members passed a Special Resolution at the Company's 75th Annual General Meeting for maintaining Registers of Members at the office of its new Registrars & Share Transfer Agents. In February 2017, M/s. Link Intime India Private Limited shifted its Registered Office from C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 to C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083. Therefore, it is proposed that the Registers of Members, Indices of Members, copies of all Annual Returns prepared by the Company under Section 88(1) of the Act together with copies of Certificates and Documents required to be annexed thereto and other related books, effective February 27, 2017, be kept and maintained at the new Registered Office of the Company's Registrars & Share Transfer Agents (R&T Agents), M/s. Link Intime India Private Limited, at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083 and/or at such places within Mumbai where the R&T Agents may have their office from time to time and/or at the Registered Office of the Company at Colgate Research Centre, Main Street, Hiranandani Gardens, Powai, Mumbai 400 076.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No. 8 of this Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the shareholders.

By Order of the Board

Makarand Karnataki
Associate Director- Legal &
Company Secretary
(A - 14509)

Date: May 15, 2017