COLGATE-PALMOLIVE *(INDIA)LIMITED*

Regd. Office :
Colgate Research Centre,
Main Street,
Hiranandani Gardens,
Powai,
Mumbai - 400 076.
Tel. : 67095050
Fax : (91 22) 25705088
www.colgate.co.in
CIN : L24200MH1937PLC002700

September 06, 2016

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

Minutes of Annual General Meeting held on 08.08.2016.

Dear Sir,

We are forwarding herewith a copy of the minutes of the 75th Annual General Meeting held on August 08, 2016 along with Scrutinizer's Report for your records.

Kindly acknowledge the receipt.

Thanking you,

Very truly yours
Colgate-Palmolive (India) Limited

Trivikram Guda
Manager - Legal &
Deputy Company Secretary

Encl: a/a
File: Stock Exchange

HELD AT _____ ON _____ TIME _____ SM 85

MINUTES OF THE ANNUAL GENERAL MEETING

Minutes of the Seventy-Fifth Annual General Meeting of Colgate-Palmolive (India) Limited held at Shri Bhaidas Maganlal Sabhagriha, Swami Bhaktivedanta Marg, J.VP.D. Scheme Vile-Parle (West), Mumbai 400 056 on Monday, August 08, 2016 at 3.30 p.m.

Present:	Mr. V. Nambiar	-	Chairman
	Mr. R. A. Shah	-	Vice-Chairman of the Company and Chairperson of Audit Committee and Nomination & Remuneration Committee
	Mr. P. K. Ghosh	-	Deputy Chairman
	Mr. I. Bachaalani	-	Managing Director and as authorized representative of: a) Colgate-Palmolive Co., USA; b) Colgate-Palmolive (Asia) Pte. Ltd., Singapore; and c) Norwood International Inc., USA.
	Mr. J. K. Setna	-	Director & Chairperson of Stakeholders' Relationship Committee
	Mr. V. S. Mehta	-	Director
	Dr. (Ms.) I. Shahani	-	Director & Chairperson of Corporate Social Responsibility Committee
	Ms. S. Gopinath	-	Director
	Mr. G. Nthunzi	-	Whole-time Director & CFO
	Mr. N. Ghate	-	Whole-time Director & Company Secretary
	Mr. P. Gundana	-	Statutory Auditor (Price Waterhouse)
	Mr.S.N. Ananthasubramanian	-	Secretarial Auditor
	267 shareholders, including proxies representing about 140 million shares as per attendance slips.		

Mr. Vinod Nambiar took the Chair and welcomed the shareholders to the Meeting.

The Chairman introduced the Directors present and Mr. Priyanshu Gundana, a representative of M/s. Price Waterhouse, Statutory Auditors of the Company, to shareholders.

Thereafter at 3.30 p.m. the Chairman announced that the requisite quorum was present to commence the proceedings of the Meeting. The Chairman further stated that the Registers of Contract, Members, Directors and Key Managerial Personnel, proxies along with other relevant documents like Auditors' Report, Secretarial Audit Report, etc were kept open for the purpose of inspection by the shareholders during the Meeting.

The Chairman read his statement to the shareholders, a copy of which was circulated to the shareholders who were present at the Meeting. During the Chairman speech, few television commercials of the Company were screened for the shareholders. The Chairman also briefed the shareholders about the key CSR activities undertaken by the Company.

CHAIRMAN'S INITIALS

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HELD AT _____ ON _____ TIME _____

With the permission of the shareholders, the Notice dated May 24, 2016 convening the Annual General Meeting was taken as read. Auditors' Report was not read at the Meeting since the same was neither qualified nor contained any adverse observations and comments.

The Chairman thereafter explained the shareholders the voting process and also informed that Mr. S. N. Ananthasubramanian, Practising Company Secretary has been appointed as an Independent Scrutinizer to oversee the entire poll process including remote e-Voting. The Chairman also informed the shareholders that the results of the poll aggregated with the results of the remote e-voting and ballot forms will be placed on the website of the Company within three days from the conclusion of the Annual General Meeting and also on the websites of the Stock Exchanges and NSDL.

The Chairman then read the agenda items of the AGM Notice in seriatim:

Item No. 1: Adoption of Audited Financial Statements – 2015-16.

The following ordinary resolution was proposed by Mrs. Asha Lata Maheshwari and seconded by Mr. Bharat Shah:

"RESOLVED that the Balance Sheet of the Company as at March 31, 2016 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors be and are hereby received and adopted."

Item No. 2: Re-appointment of Mr. Niket Ghate (DIN : 00001925) who retires by rotation and being eligible offers himself for re-appointment.

The following ordinary resolution was proposed by Mrs. Ranjanben Patel and seconded by Mr. Bharat Shah:

"RESOLVED that Mr. Niket Ghate (DIN : 00001925) who retires by rotation, be and is hereby re-appointed as a Director of the Company."

Item No. 3: Appointment of Statutory Auditors.

The following ordinary resolution was proposed by Mr. Bharat Shah and seconded by Mr. Rajendra Joshi:

"RESOLVED THAT M/s. Price Waterhouse, Chartered Accountants (Firm Registration Number 301112E), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

CHAIRMAN'S INITIALS

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HELD AT _____ ON _____ TIME _____

Item No. 4: Keeping and maintaining of the Registers of Members, Indices of Members, copies of all Annual Returns prepared by the Company under Section 88 (1) of the Companies Act, 2013 together with copies of Certificates and Documents required to be annexed thereto and other related books at the office of the new Registrars & Share Transfer Agents, Messrs. Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B.S. Marg Bhandup (West), Mumbai 400 078 effective April 1, 2016.

The following special resolution was proposed by Mr. Bharatkumar Mehta and seconded by Mr. Kaushik Shahukar

"RESOLVED that pursuant to Section 94 of the Companies Act, 2013 (hereinafter called 'the Act') and in supersession of the Special Resolution passed at the sixty-Ninth Annual General Meeting of the Company held on July 17, 2009, 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 April 1, 2016, been kept and maintained at the office of the new Registrars & Share Transfer Agents, Messrs. Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup – West, Mumbai 400 078 instead of at the office of the erstwhile Registrars & Share Transfer Agents, Messrs. Sharepro Services (India) Private Limited, at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Andheri (East), Mumbai 400 072.

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."

After transacting the aforesaid agenda items, the Chairman requested the scrutinizer to display the empty ballot box and to lock the same. He also informed that voting by poll will continue till the conclusion of the meeting. Thereafter, Chairman invited questions and comments of shareholders as per speaker list.

The Chairman stated that each shareholder, who desired to speak on the Annual Report, would be given a maximum of three minutes and requested the shareholders to be brief and precise and avoid repetition, so as to offer an opportunity to as many shareholders as possible to speak at the Meeting. A summary of the few answers given by the Chairman in response to the questions raised by the shareholders have been recorded as under:

CHAIRMAN'S INITIALS

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HELD AT _____ ON _____ TIME _____

In response to a query on factory visit, the Chairman clarified that since 80's Company has taken a decision to stop factory visit and there has been some reason to it. He further stated that the Company will look into the said matter and will check the prevailing industry practices.

With regard to a question on contribution made by new products, the Chairman informed the shareholders that, for last 4-5 years about 8% of our turnover is from new products.

In response to a query on dividend policy, the Chairman informed the shareholders that the Company believes in maintaining a good return on shareholders equity and also in retaining good amount of fund for future expansion. He also clarified that the Company is in process of framing a policy in accordance with recent SEBI Circular. Further the Chairman also explained that due to expansion in the recent past the Company has utilized its retained earnings for building new plants which resulted in lower dividend as compared to previous year.

With regard to a query on increase in number of shareholders, the Chairman clarified that due to issue of bonus shares in the ratio of 1:1 in last year there was a high liquidity in the market and also the good performance of the Company has attracted more investors.

In response to the query on payment of royalty, the Chairman informed that the Company paid a royalty to the parent company @ 5% on domestic sales and 8% on export sales of toothpaste and only 1% royalty on toothpowder. He emphasized that Royalty is paid for both brand usage and for technological assistance from Parent Company in various areas including technical know-how, product formulations, process technology, analytical sciences/micro-biology, good manufacturing practices etc.

With regard to query on Aurangabad Factory, the Chairman clarified that effective May 5, 2015 the manufacturing operations at Aurangabad Factory were discontinued and therefore Aurangabad plant is not shown in Annual Report.

With regard to a query on competitor Patanjali, the Chairman stated that the Company takes every competitor seriously and assured the shareholders that the Company will continue to defend and grow its business. The Chairman further informed that the Company has already launched plans to counter Patanjali and other competitors.

CHAIRMAN'S INITIALS

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HELD AT _____ ON _____ TIME _____

With regard to a query on venue of Annual General Meeting, the Chairman clarified the fact that, the Registered office of the Company having been shifted to Powai and considering that substantial number of shareholders are living in the suburbs, we had been convening the AGM in the suburbs.

In response to a query regarding rise in depreciation, the Chairman clarified that due to setting up of two factories one in Sanand and one in Sricity the short term capital base has gone up which will depreciate gradually. He also stated that these factories add value to the Company which has word class facilities for production.

In response to a query raised on details of remote e-Voting and ballot form, the Chairman informed that about 500 shareholders have voted by using the remote e-Voting platform and about 200 shareholders have voted through the ballot papers.

With regard to query on rise in excise duty in Balance Sheet, the Chairman informed the shareholders that the Company had enjoyed excise benefits in Baddi, the said excise benefit expired last year on April 21, 2015 as a result of which the excise duty has gone up in the Balance Sheet.

With regard to a query on ASCI complaints, the Chairman clarified that the Company never makes any false or misleading advertisements and our product claims are true. He further stated that any person who thinks some claims are untrue can file a claim in ASCI and for filing such claim there is no penalty. The Chairman also stated that in almost every case the ASCI have upheld the claims made by the Company.

In response to a query regarding number of directors who hold shares in the Company, the Chairman informed that except Mr. P.K. Ghosh none of the Directors hold shares in the Company.

In response to a query on rise in advertising expenditure, the Chairman informed the shareholders that due to fierce competition and new competitors in the market the advertising expenditure has gone up.

In response to a query on number of women employees working in Colgate India, the Chairman informed the shareholders that there are approximately 150 women employees working in Colgate India at various levels.

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CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

With regard to a query on future capital expenditure plans, the Chairman informed the shareholders that in recent past the Company has made substantial investments in setting up new manufacturing units and there has been a continuous investment in brand development. He further stated that such investments provide competitive edge to the Company.

In response to a query pertaining to GST, the Chairman stated that the GST Bill was passed last week and there is lot of ongoing debate on GST, the Chairman further informed that the final rate of GST is yet to be finalized and the Central Government has actually set up a GST Council to finalize the rate.

In response to a query on non-availability of few products like Phos-flur, Pain Out and PerioGard in stores, the Chairman informed the shareholders that the Company will ensure that all its products are available for its consumers in big malls and stores.

In response to a query pertaining to tax on dividend, the chairman clarified that the dividend is taxable at the hands of shareholders only if it is above Rs. 10 lakhs. The chairman further informed that at present the Company is not thinking of any tax reimbursement.

After the question and answer session, the Chairman thanked the members for their wholehearted participation and for providing unstinted support.

The Chairman informed that voting process shall stand closed after the scrutinizer takes the ballot box in his custody. The meeting was declared as closed on completion of voting by poll at the meeting.

Based on the Scrutinizer's report annexed herewith all the resolutions set out in the 75th AGM notice were passed with requisite majority. The 75th Annual General Meeting voting results were declared on August 10, 2016 which was informed to Stock Exchanges and NSDL.

There being no other business, the meeting concluded at 6.30 p.m. with the vote of thanks to the Chair.

Vinod Nambiar
Chairman

Date: 02.09.2016

Place: Mumbai

CHAIRMAN'S INITIALS

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S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345848 / 2543 2704 ; Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	**Colgate -Palmolive (India) Limited**
MEETING	**75th Annual General Meeting**
DAY, DATE & TIME	**Monday, 8th August, 2016 at 03:30 p.m.**
VENUE	**Shri Bhaidas Maganlal Sabhagriha, Swami Bhaktivedanta Marg, J.V.P.D. Scheme, Vile-Parle (West), Mumbai-400056.**

1. **Appointment as Scrutinizer**

We were appointed as the Scrutinizer for the remote e-voting, voting through ballot forms as well as the voting conducted at the 75th Annual General Meeting (75th AGM) of **Colgate-Palmolive (India) Limited** (hereinafter referred to as the **Company**) held on Monday, 8th August, 2016 at 03:30 p.m. at Shri Bhaidas Maganlal Sabhagriha, Swami Bhaktivedanta Marg, J.V.P.D. Scheme, Vile-Parle (West), Mumbai - 400056.

2. **Dispatch of Notice convening the Meeting**

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under:

- On **09/07/2016** by e-mail to **95,868** members who had registered their e-mail-ids with the Company/ Depositories.
- On **11/07/2016** by courier / Registered Post to **1,79,748** members in physical form.

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

3. Cut-off date

The Voting rights were reckoned as on **Monday, 1st August, 2016**, being the Cut-off date for the purpose of deciding the entitlements of Members at the remote e-Voting , voting through ballot forms and voting at the Meeting.

4. Remote e-Voting

4.1 Agency

The Company has appointed **National Securities Depository Limited (NSDL)** as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting

Remote e-Voting platform was open from **08:00 a.m. on Friday, 5th August, 2016 to 5:00 p.m. on Sunday, 7th August, 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the remote e-Voting platform provided by NSDL.

5. Ballot Voting

5.1 The Company had also provided Ballot Forms to members to vote on the items on the agenda. Members opting to vote in physical form were required to send their duly completed Ballot Form(s) so as to reach the Scrutinizer on or before 4th August, 2016 till 5:00 p.m.

5.2 A member can opt only one mode to vote either through ballot form or remote e-Voting. If member casts vote through both modes then only vote cast through remote e-Voting will prevail.

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6. Voting at the AGM

6.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/folios, number of shares held but not the manner in which they have voted.

6.2 Accordingly, NSDL, the remote e-Voting Agency provided us with the names, DP Id & Client Id/folios and shareholding of the members who had cast their votes through remote e-Voting.

6.3 Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company (RTA) provided us the list of the members who had voted through the Ballot Forms.

6.4 The Company provided Voting Papers to the members who attended the meeting.

6.5 After the Chairman announced the commencement of voting, one ballot box kept for polling was locked in our presence.

7. Counting Process

7.1 On completion of voting at the meeting, RTA provided us with the list of members who had cast their votes through poll as well as ballot forms with their holding details and details of vote cast on the resolution.

7.2 The Voting papers and ballot forms were reconciled with the records maintained by the Company and RTA with respect to the authorizations/proxies lodged with the Company.

7.3 I unblocked the remote e-Voting results on the NSDL e-Voting platform in the presence of Mrs. Aparna Gadgil and Mrs. Ashwini Vartak and downloaded the remote e-Voting results.

8. Results

8.1 We observed that

a) 60 members had cast their votes at the meeting out of which 5 votes were found to be invalid.

b) 517 members had cast their votes through remote e-Voting.

c) 193 members had cast their votes through ballot forms out of which 8 forms were found to be invalid.

8.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 75th AGM dated 24th May, 2016 is enclosed.

8.3 Based on the aforesaid results, We report that three Ordinary Resolutions as contained in Item No. 1 to Item No. 3 and One Special Resolution as contained in Item No. 4 of the Notice of the 75th AGM dated 24th May, 2016, have been passed with requisite majority.

S. N. Ananthasubramanian

S N Ananthasubramanian
C.P.No.1774
Partner

Date : 09th August, 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

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Details of shareholders who have abstained from voting - Resolution wise.

	Resolution 1	Resolution 2	Resolution 3	Resolution 4
Remote e-Voting	07	01	05	0
Postal Ballot	05	08	08	10
Voting at AGM	0	0	0	01
Total	12	09	13	11

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Consolidated Results

Item No. 1: Adoption of Financial Statements for the Financial Year ended 31st March, 2016.

Particulars	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	499	5,36,03,204	179	84,250	55	13,87,37,140	733	19,24,24,594	100%
Dissent	11	1,906	1	704	0	0	12	2,610	0%
Total	510	5,36,05,110	180	84,954	55	13,87,37,140	745	19,24,27,204	100%

Based on the aforesaid results, We report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the 75th AGM dated 24th May, 2016 has been passed with requisite majority.

S N Ananthasubramanian
C.P.No. 1774

Date : 09th August , 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

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Item No. 2: Appoint a Director in place of Mr. Niket Ghate (DIN: 00001925), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	478	5,30,17,503	172	83,604	55	13,87,37,140	705	19,18,38,247	99%
Dissent	38	13,05,798	5	1,000	0	0	43	13,06,798	1%
Total	516	5,43,23,301	177	84,604	55	13,87,37,140	748	19,31,45,045	100%

Based on the aforesaid results, We report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the 75th AGM dated 24th May, 2016 has been passed with requisite majority.

S N Ananthasubramanian
C.P.No. 1774

Date : 09th August , 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

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Item No. 3: Appointment of M/s. Price Waterhouse, Chartered Accountants, (Firm Registration No.301112E) as the Statutory Auditors of the Company.

Particulars	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	483	4,24,30,964	173	84,121	55	13,87,37,140	711	18,12,52,225	100%
Dissent	29	6,05,666	4	483	0	0	33	6,06,149	0%
Total	512	4,30,36,630	177	84,604	55	13,87,37,140	744	18,18,58,374	100%

Based on the aforesaid results, We report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the 75th AGM dated 24th May, 2016 has been passed with requisite majority.

S N Ananthasubramanian
C.P.No. 1774

Date : 09th August , 2016
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Item No. 4: Approval for keeping of Register of Members, indices of Members and other related books at the office of the new Registrars & Share Transfer Agents.

Particulars	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	506	5,43,21,302	174	84,052	54	13,87,37,130	734	19,31,42,484	100%
Dissent	11	1,989	1	252	0	0	12	2,241	0%
Total	517	5,43,23,291	175	84,304	54	13,87,37,130	746	19,31,44,725	100%

Based on the aforesaid results, We report that the Special Resolution as contained in Item No. 4 of the Notice of the 75th AGM dated 24th May, 2016 has been passed with requisite majority.

S. N. Ananthasubramanian

S N Ananthasubramanian
C.P.No. 1774

Date : 09th August , 2016
Place : Thane