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

July 07, 2016

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

Scrip Code: 500830
Fax: 2272 3121 / 3719 / 2037 / 2041 / 2061 / 2039

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
Fax: 26598237 / 26598238 / 66418124 /25/26

Dear Sir,

Notice of 75th Annual General Meeting.

Further to our letter dated June 21, 2016, please find enclosed herewith the Notice of 75th Annual General Meeting of our Company scheduled to be held on Monday, August 8, 2016 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

Trivikram Guda
Manager- Legal &
Deputy Company Secretary

Encl: a/a

File: Stock Exchange

COLGATE-PALMOLIVE (INDIA) LIMITED

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-Fifth Annual General Meeting of COLGATE-PALMOLIVE (INDIA) LIMITED will be held at Shri Bhaidas Maganlal Sabhagriha, Swami Bhaktivedanta Marg, J.V.P.D. Scheme, Vile-Parle (West), Mumbai 400 056 on Monday, August 8, 2016 at 3.30 p.m. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements including Balance Sheet as at March 31, 2016 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 appoint a Director in place of Mr. Niket Ghate (DIN : 00001925), who retires by rotation and being eligible, offers himself for re-appointment.

3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

   "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."

SPECIAL BUSINESS :

4. To consider and, if thought fit, to pass the following resolution as a Special Resolution :

   "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."

By Order of the Board

Niket Ghate
Whole-time Director &
Company Secretary
(DIN : 00001925)

Date : May 24, 2016

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 No. 4 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 Tuesday, August 2, 2016 to Monday, August 8, 2016 (both days inclusive).

4. Effective April 1, 2016, the Company has appointed Messrs. Link Intime India Private Limited having their office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 as the Registrars & Share Transfer Agents of the Company in place of Messrs. Sharepro Services (India) Private Limited having their office at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Andheri (East), Mumbai 400 072. The change in Registrars & Share Transfer Agents had already been notified to BSE Limited and the National Stock Exchange of India Limited on March 28, 2016, where the Company's shares are listed. The Company had also published a public notice to this effect on April 1, 2016 and necessary agreements have also been executed with Central Depository Services (India) Limited and National Securities Depository Limited.

5. Documents pertaining to share transfer/ transmission/renewal etc. and all correspondence relating thereto, should now be addressed to the new Registrars & Share Transfer Agents of the Company, Messrs. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.

6. 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.

7. 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.

8. 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.

9. 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.

10. Electronic Clearing Service ('ECS') helps in quick remittance of dividend without possible loss/delay in postal transit. Members are requested to fill in the form which is available on the Company's website or can obtain it 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 Depository Participant in case the shares are held in dematerialized form.

11. Under the Companies Act, 1956, dividends that are unclaimed for a period of seven years are transferred to the 'Investor Education and Protection Fund', constituted by the Central Government. Accordingly, during the Financial Year 2015-16, unclaimed amount of dividends (` 31,75,263/- and ` 44,35,713/-) declared for the years 2007-08 and 2008-09 have been transferred to the Investor Education and Protection Fund on September 2, 2015 and January 22, 2016 respectively.

    Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed

amounts lying with companies) Rules, 2012, the Company has uploaded the details of said unpaid and unclaimed dividends on the website of the Company at www.colgate.co.in/app/Colgate/IN/Corp/Investor/UnclaimedDividends.cvsp

12. The Company has designated an exclusive e-mail ID called **investors_grievance@colpal.com** to redress shareholders' complaints/ grievances. In case of any queries/complaints or grievances, then please write to us at **investors_grievance@colpal.com**

13. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.

14. **Voting Instructions :**

The Company is providing remote e-Voting facility and ballot forms to all the shareholders for voting. 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. Members who have not cast their vote by either mode that is through remote e-Voting or ballot form 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 or ballot form shall not be entitled to cast their vote again at the AGM, however, such members will be entitled to attend the AGM.

Members opting to vote in physical form should return the duly completed ballot form (enclosed with the Annual Report) so as to reach the Scrutinizer (whose details are mentioned in point 'H' below) appointed by the Board of Directors of the Company, in the enclosed postage pre-paid, self-addressed envelope not later than Thursday, August 4, 2016 (5.00 p.m.). Ballot forms received after the aforesaid date & time and incomplete ballot forms will be treated as invalid.

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 shareholders 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.

(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 "REVEN" (remote 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 :

REVEN (Remote e-Voting Event Number)	USER ID	PASSWORD/ PIN

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) of notes 14(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. August 1, 2016, 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. If you forgot your password you can reset your password by using "Forgot User Details/ Password" option available on *www.evoting. nsdl.com*

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 Friday, August 5, 2016 (8 a.m.) and ends on Sunday, August 7, 2016 (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 Monday, August 1, 2016, 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 Monday, August 1, 2016.

H. Mr. S. N. Ananthasubramanian (Membership No. F4206) has been appointed as the Scrutinizer for 75th Annual General Meeting. Scrutinizer will also scrutinize the ballot forms and 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 as well as ballot forms 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 alongwith 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 Ballot forms along with the voting held at the AGM).

15. At the ensuing Annual General Meeting, Mr. Niket Ghate, Whole-time Director & Company Secretary of the Company shall retire by rotation and being eligible, offers himself for re-appointment. Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the particulars of Mr. Niket Ghate are given below :

Mr. Niket Ghate :

Mr. Niket Ghate joined the Company as Vice-President Legal & Company Secretary effective August 8, 2011. He heads the Legal & Secretarial function of the Company and is also a member of the Board of Directors. Prior to joining Colgate-Palmolive (India) Limited, Mr. Ghate was the Executive Vice-President and General Counsel at Patni Computer Systems. Mr. Ghate has 26 years of valuable experience in the streams of Law like Litigation, Contract Negotiations, Corporate Governance and Merger & Acquisitions. Prior to Patni Computer Systems, Mr. Ghate worked with Transocean, KPMG, Carrier Air-conditioners, Tata-Lucent Technologies in roles of increasing responsibilities.

Mr. Ghate holds a Bachelor of Law (LLB) degree from the University College of Nagpur and is also a member of the Institute of Company Secretaries of India and Institute of Chartered Secretaries and Administrators of United Kingdom.

Mr. Ghate does not hold any other directorship in India. He does not hold any shares in Colgate-Palmolive (India) Limited.

Committee Memberships :

Mr. Ghate is a member of the Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Business Responsibility Reporting Committee of the Company.

This statement may also be regarded as a disclosure under Regulation 36 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanatory Statement under Section 102 of the Companies Act, 2013 for Item No. 4

Pursuant to a Special Resolution passed at the Annual General Meeting of the Company held on July 17, 2009, the Members had approved keeping of the Registers of Members, Indices of Members, copies of Annual Returns prepared by the Company under Section 159 of the Companies Act, 1956 together with copies of Certificates and Documents required to be annexed thereto and other related books at the offices of the then Registrars & Share Transfer Agents, Messrs. Sharepro Services (India) Private Limited at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai 400 021 and or at 13 AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072.

Effective April 1, 2016 the Company has appointed Messrs. Link Intime India Private Limited as the Registrars & Share Transfer Agents of the Company in place of Messrs. Sharepro Services (India) Private Limited who shall maintain 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 ("the Act") together with copies of Certificates and Documents required to be annexed or any one or more of them and other related books at the office of Messrs. Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078. The approval of shareholders by a Special Resolution is sought to the above arrangement under Section 94 of the Act.

The Special Resolution also specifies the time of inspection of the books and documents of the Company by its Members, namely, between the hours 11.00 a.m. and 1.00 p.m. on any working day (excluding Saturday) and except when the registers and the books are closed under the provisions of the Act or Articles of Association of the Company.

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. 4 of this Notice.

By Order of the Board

Niket Ghate
Whole-time Director &
Company Secretary
(DIN : 00001925)

Date : May 24, 2016