S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 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	**74th Annual General Meeting**
DATE & TIME	**Thursday, July 30, 2015 at 3.30 p.m.**
VENUE	**Birla Matushri Sabhagar, No. 19, Vithaldas Thackersy Marg, New Marine Lines, Mumbai-400020**

1. Appointment as Scrutinizer:

I was appointed as the Scrutinizer for the remote e-Voting including through Ballot Form as well as the voting conducted at the 74th Annual General Meeting (74th AGM) of **Colgate – Palmolive (India) Limited** hereinafter referred to as **the Company** held on Thursday, July 30, 2015 at 3.30 p.m. at Birla Matushri Sabhagar, No.19, Vithaldas Thackersy Marg, New Marine Lines, Mumbai-400020.

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 2nd July 2015 to **50,755** members who have their email Ids registered with the Company/ Depositories as on the 19.06.2015.
- On 4th July 2015 to **1,38,659** members in physical form by courier.

3. Cut-off date

The Voting rights were reckoned as on **Thursday, 23rd July, 2015**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting, Ballot Paper and voting at the Meeting.

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4. Remote e-Voting

4.1 **Agency:**
The Company had 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 **8.00 a.m. on Sunday, 26th July, 2015 to 5.00 p.m. on Wednesday, 29th July, 2015** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and/or Special Resolution, on the e-Voting platform provided by NSDL.

5. Ballot Voting:

5.1 The Company had also provided Ballot Forms to members who could not avail remote e-Voting facility 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 July 25, 2015.

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, folios, number of shares held but not the manner in which they have voted.

6.2 M/s Sharepro Services (India) Private Limited Registrars and Transfer Agents identified the members who had voted through the Ballot Form.

6.3 NSDL, the e-Voting Agency provided us with the names, DP Id / folio numbers and shareholding of the members who had cast their votes through remote e-Voting.

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7. Counting Process

7.1 After the Chairman announced the commencement of voting, 1 ballot box kept for polling was locked in my presence.

7.2 On completion of voting at the Meeting, Sharepro provided me with the List of Members who had cast their votes through Poll as well as through Ballot Forms, with their holding details and details of vote on each of the Resolutions.

7.3 The Poll Papers and Ballot Forms were reconciled with the records maintained by the Company and Registrar and Transfer Agents with respect to the authorizations / proxies lodged with the Company.

7.4 I unblocked the remote e-Voting results on the NSDL e-Voting platform before Ms. Shivangi and Ms. Janvhi and downloaded the e-Voting results.

8. Results

8.1 I observed that

a) 58 members had cast their votes at the AGM out of which 54 were found to be valid after scrutiny;

b) 561 members had cast their votes through remote e-Voting and all were found to be valid after scrutiny;

c) 120 members had cast their votes through Ballot Forms out of which 114 were found to be valid after scrutiny.

8.2 The Consolidated Results with respect to each items on the agenda as set out in the Notice of the 74th AGM dated 19th May 2015 is enclosed.

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8.3 Based on the aforesaid results, **five Ordinary Resolutions** as contained in **Item No. 1 to Item No.5** and **one Special Resolution** as contained in **Item No.6** of the Notice dated **19th May, 2015**, have been **passed with requisite majority.**

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S. N. Ananthasubramanian
Date : 31st July, 2015
Place :Thane

COLGATE-PALMOLIVE (INDIA) LIMITED
NIKET GHATE
Vice President-Legal
& Company Secretary
(Wholetime Director)

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Consolidated Results

Item No. 1: Adoption of Financial Statements for the Financial Year ended 31st March 2015.

Particulars	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	539	2,35,54,993	112	48,686	51	6,97,89,047	702	9,33,92,726	99.56
Dissent	7	53	2	102	0	0	9	155	0.00
Abstain	15	4,09,160	0	0	3	325	18	4,09,485	0.44
Total	561	2,39,64,206	114	48,788	54	6,97,89,372	729	93,802,366	100.00

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 1** of the Notice dated **19th May 2015**, has been passed with **requisite majority.**

S.N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S N Ananthasubramanian
Date : 31st March, 2015
Place : Thane

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Consolidated Results

Item No. 2: To appoint a Director in place of Mr. Godfrey Nthunzi (DIN: 06450693), who retires by rotation and being eligible, offers himself for reappointment.

Particulars	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	538	2,35,61,106	110	48,271	54	6,97,89,372	702	9,33,98,749	99.57
Dissent	19	3,89,635	4	517	0	0	23	3,90,152	0.42
Abstain	4	13,465	0	0	0	0	4	13,465	0.01
Total	561	2,39,64,206	114	48,788	54	6,97,89,372	729	9,38,02,366	100.00

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 2** of the Notice dated **19th May 2015**, has been passed with **requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S N Ananthasubramanian
Date : 31st July, 2015
Place : Thane

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Consolidated Results

Item No. 3: To appoint M/s Price Waterhouse, Chartered Accountants (Firm Registration number 301112E) as 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	524	1,78,91,850	111	48,331	38	6,94,61,990	673	8,74,02,171	93.18
Dissent	28	5,19,784	2	407	16	3,27,382	46	8,47,573	0.90
Abstain	9	55,52,572	1	50	0	0	10	55,52,622	5.92
Total	561	2,39,64,206	114	48,788	54	6,97,89,372	729	9,38,02,366	100.00

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 3** of the Notice dated **19th May 2015**, has been passed with **requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S N Ananthasubramanian
Date : 31st July, 2015
Place : Thane

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Consolidated Results

Item No. 4: To appoint Ms. Shyamala Gopinath (DIN 02362921) as Non –Executive and Independent Director of the Company not liable to retire by rotation for five consecutive years effective 30th July, 2015.

Particulars	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	533	2,37,44,238	108	47,194	54	6,97,89,372	695	9,35,80,804	99.76
Dissent	16	1,79,965	6	1,594	0	0	22	1,81,559	0.19
Abstain	12	40,003	0	0	0	0	12	40,003	0.05
Total	561	2,39,64,206	114	48,788	54	6,97,89,372	729	9,38,02,366	100.00

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 4** of the Notice dated **19th May 2015**, has been passed with **requisite majority.**

S.N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S N Ananthasubramanian

Date : 31st July, 2015

Place : Thane

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Consolidated Results

Item No. 5: To appoint Mr. Issam Bachaalani (DIN: 06975320) as the Managing Director of Company for a period of five years effective from 1st October 2014.

Particulars	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	523	2,34,14,558	106	46,282	54	6,97,89,372	683	9,32,50,212	99.41
Dissent	19	443	7	1,878	0	0	26	2,321	0.01
Abstain	19	5,49,205	1	628	0	0	20	5,49,833	0.58
Total	561	2,39,64,206	114	48,788	54	6,97,89,372	729	9,38,02,366	100.00

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 5** of the Notice dated **19th May 2015**, has been passed with **requisite majority.**

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S N Ananthasubramanian
Date : 31st July, 2015
Place : Thane

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Consolidated Results

Item No. 6: Adoption of new set of Articles of Association in substitution of existing Articles of Association of the Company.

Particulars	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	529	2,36,70,440	103	46,469	50	6,97,89,043	682	9,35,05,952	99.68
Dissent	24	1,45,266	2	243	0	0	26	1,45,509	0.16
Abstain	8	1,48,500	9	2,076	4	329	21	1,50,905	0.16
Total	561	2,39,64,206	114	48,788	54	6,97,89,372	729	9,38,02,366	100.00

Based on the aforesaid results, **Special Resolution** as contained in **Item No. 6** of the Notice dated **19th May 2015**, has been passed with **requisite majority.**

S.N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S N Ananthasubramanian

Date : 31st July, 2015

Place : Thane