COLGATE-PALMOLIVE (INDIA) LIMITED

Regd. Office :
Colgate Research Centre,
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Hiranandani Gardens,
Powai,
Mumbai - 400 076.
Tel. : 67095050
Fax : (91 22) 25705088
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December 15, 2011

The Secretary
Bombay Stock Exchange Limited
Dalal Street
Mumbai

Scrip Code : 500830
Fax: 2272 3121 / 3719 / 2037 / 2041 / 2061 / 2039
Kind Attn : Mr. S. Subramanian / Mr. Bhushan Mokashi

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/ 26598348
Kind Attn : Mr. Hari / Ms. T.S. Jagadharini

Dear Sir,

Re: Appointment of Managing Director – Abstract pursuant to Section 302 of the Companies Act, 1956 – filing of

We are forwarding herewith the abstract under Section 302 of the Companies act, 1956 setting out the material terms of the agreement to be entered into between the Company and Ms. Prabha Parameswaran who has been appointed as Managing Director of our Company effective February 1, 2012. The said abstract is being circulated to our shareholders.

Kindly acknowledge receipt.

Thanking you,

Very truly yours
Colgate-Palmolive (India) Limited

Niket Ghate
Whole-time Director &
Company Secretary

Encl :a/a

File: Stock Exchange / BD-571 / Prabha

JOB REPORT

No.	OTHER FACSIMILE	START TIME	USAGE TIME	TX PAGES	RX PAGES	RESULT
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COLGATE-PALMOLIVE (INDIA) LIMITED

To
The Members of
Colgate-Palmolive (India) Limited

Abstract pursuant to Section 302 of the Companies Act, 1956

Consequent upon the promotion of Mr. Mukul Deoras as President, Asia Division of Colgate-Palmolive Company and Chairman of the Board of Directors of the Company effective February 1, 2012, the Board of Directors of the Company ("the Board") at their meeting held on December 1, 2011 appointed Ms. Prabha Parameswaran as Managing Director of the Company for a period of five years effective February 1, 2012, subject to the approvals of the Central Government and Shareholders of the Company.

As Managing Director, Ms. Prabha will have all the requisite powers and authorities to enable her to manage the Company's affairs on a day-to-day basis.

Ms. Prabha has a deep understanding of the Indian market and her proven track record coupled with broad-based business experience in global, divisional and subsidiary roles combined with her strong leadership capability has prepared her well to drive continued growth in Colgate-Palmolive (India) Limited (CPIL).

Most recently, Prabha led the marketing organization in CP Mexico, Colgate's largest overseas subsidiary. During her tenure with Colgate-Palmolive Mexico, Prabha successfully lead marketing organization despite intense competitive pressure and the challenges.

Prior to Mexico, from 2007 through 2009, Prabha was Vice President Marketing for CPIL.

Prabha joined CPIL in 1995 as Senior Marketing Manager, and was responsible for Hair Care business. In 1996, she was promoted to Associate Director, responsible for the Personal Care business where she developed and led initiatives to revitalize the business.

In 1997, Prabha was promoted to Associate Director, Global Business Development - Oral Care in New York. There she led the identification of new opportunities and technology development in the therapeutic and systemic health segments. In 2000, Prabha was promoted to Senior Associate Director in the Global Toothbrush Division. Under her leadership, manual brushes saw an unprecedented level of new product activity including Active Angle, Massager and Whitening. In 2003 Prabha was appointed Marketing Director for Personal Care and Home Care in the Greater Asia Division, where she provided critical leadership to subsidiaries in setting category and commercial strategies.

Prior to joining CPIL in 1995, Ms. Prabha worked at Lowe Lintas and JWT in India.

Prabha has done her MBA from Chennai University.

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

a) **Salary:**
Up to Rs. 25,00,000 /- (Rupees twenty five lakhs only) per month.

b) **Commission or Performance Linked Incentive or Bonus:**
Not exceeding 1% of the net profit of the Company in any financial year as the Board 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.

c) **Perquisites:**
She shall be entitled to furnished/non-furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, Company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-tax Rules, 1962, being restricted to Rs.80,00,000/- (Rupees eighty lakhs only) per annum.

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

In addition to the perquisites referred to above, she 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. In case leave is to be spent in home country, return passage will be allowed for self and family in accordance with the rules specified by the Company.

ii) **Reimbursement of expenses incurred on joining duty and for returning to home country after completion of tenure:**
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 effects for self and family for joining duty in India. After completion of the tenure, such expenses may be reimbursed if Ms. Prabha is finally leaving the employment of the Company. In case she joins any other affiliated entity of Colgate-Palmolive Co., such affiliated entity would bear such expenses.

e) **Minimum Remuneration:**
In the event of absence or inadequacy of profits in any year, Ms. Prabha will be paid the aforesaid remuneration and perquisites as minimum remuneration for that year.

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, 1956.

Ms. Prabha's appointment is for a period of five years which may be terminated by either party by giving to the other ninety days advance notice in writing or in the case of the Company, by payment of ninety days salary as compensation in lieu of such notice. Upon such termination, Ms. Prabha shall cease to be a Director of the Company.

None of the Directors, except Ms. Prabha, is concerned or interested in the above appointment.

By Order of the Board of Directors

NIKET GHATE
Whole-time Director &
Company Secretary

Date : December 1, 2011

Registered Office:
Colgate Research Centre
Main Street, Hiranandani Gardens
Powai, Mumbai 400076.