COLGATE-PALMOLIVE (INDIA) LIMITED

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

Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

Dear Members,

NOTICE is hereby given that pursuant to Section 192A read with Section 293(1)(a) of the Companies Act, 1956 (the "Act"), read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (the "Rules"), the Company is seeking your approval to the enclosed Ordinary Resolution in relation to the matter detailed in the enclosed Explanatory Statement.

Pursuant to the provisions of Section 293(1)(a) of the Act, sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of a Company or where a Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of an Ordinary Resolution. Further, pursuant to the provisions of Section 192A of the Act, read with the Rules, the consent/approval of the shareholders for the above purpose is required to be obtained by way of Postal Ballot.

The Company is proposing to sell the Global Shared Services Organisation ("GSSO Division") to Colgate Global Business Services Private Limited, ("CGBSPL"), a 100% subsidiary of the ultimate holding company Colgate-Palmolive Company, U.S.A. with effect from June 1, 2013.

The Company is, therefore, seeking your consent for the said proposal as contained in the Ordinary Resolution appended below. An Explanatory Statement pertaining to the said Resolution setting out all material facts and the reasons for which such Resolution is proposed is also annexed.

As per Section 192A of the Act, read with the Rules, the consent of the Company's shareholders for the above purpose is required to be obtained by means of a Postal Ballot. Accordingly, the proposed Resolution and the Explanatory Statement thereon are being sent to you along with a Postal Ballot Form for your consideration.

The Company has appointed Mr. S.N.Ananthasubramanian, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner and in accordance with the provisions of the Act and Rules made thereunder.

Members are advised to read carefully the instructions printed on the Postal Ballot Form sent to them along with the Notice and return the said form duly completed, in the enclosed postage pre-paid self-addressed envelope. Rule 6(f) of the Rules specify that any consent or otherwise received after thirty days from the date of issue of this notice shall be treated as if the reply from the member has not been received. We, therefore, request you to please return the Postal Ballot Form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before May 13, 2013. The Company is pleased to offer e-voting facility as an alternate, for its Members.The Scrutinizer will submit his report to the Managing Director after completion of scrutiny and the results of the Postal Ballot will be announced on May 16, 2013 at the Registered Office of the Company.

The results will be displayed at the Registered Office besides being communicated to the National Stock Exchange of India Limited and BSE Limited. The results will also be posted on the Company's website www.colgate.co.in and published in the newspapers for the information of Members.

As required under Clause 35B of the Listing Agreement, the Company has engaged the services of National Securities Depository Limited to provide Electronic Voting facility to shareholders of the Company. Detailed instruction to use this facility is given separately.

The Resolution will be deemed to have been passed on the date of declaration of the results of the Postal Ballot, if approved by the requisite majority.

By Order of the Board of Directors
Colgate-Palmolive (India) Limited

Niket Ghate
Whole-time Director & Company Secretary

Mumbai, 25.03.2013

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modifications, as may be practical and permissible, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a), Section 192A read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof for the time being in force, in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and the Listing Agreement entered in to by the Company with BSE Limited and National Stock Exchange of India Limited, and subject to the approvals, consents, permissions and sanctions as may be necessary from concerned statutory authorities, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution),to sell and transfer, the Company's Global Shared Services Organisation ("GSSO Division"), along with all the employees as well as assets and liabilities of GSSO Division including all licences, permits, consents and approvals, as a going concern and by way of a slump sale to Colgate Global Business Services Private Limited, ("CGBSPL"), a 100% subsidiary of the ultimate holding company, Colgate-Palmolive Company, U.S.A., with effect from June 1, 2013 for a lump sum consideration of Rs.59.89 crore (Rupees Fifty nine crore and eighty nine lakhs only) which has been arrived at on the basis of independent valuation conducted by Ernst & Young Pvt. Ltd., to be suitably adjusted at the date of actual transfer.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date, changes thereto, and finalizing and executing necessary documents including all the agreements and such other documents as may be necessary or expedient, in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this Resolution.

By Order of the Board of Directors.
Colgate-Palmolive (India) Limited

Niket Ghate
Whole-time Director & Company Secretary

Mumbai, 25.03.2013

NOTES:

1. An Explanatory Statement pursuant to Section 173(2) of the Act in respect of the Ordinary Resolution set out is enclosed.
2. The Notice is being sent to all the members whose names appear on the Register of Members/list of beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited on April 2, 2013.
3. In terms of Section 192A of the Act read with Postal Ballot Rules, the item of business set out in the Notice above shall have to be passed by way of Postal Ballot.
4. The Company has appointed Mr. S.N. Ananthasubramanian, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. The Members are requested to carefully read instructions printed on the attached Postal Ballot Form and return the same duly completed and signed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than the close of the working hours on May 13, 2013. Please note that any Postal Ballot Form(s) received from the Member(s) after May 13, 2013, shall be treated as if no response has come from the Member(s) in terms of Rule 6(f) of the Postal Ballot Rules. Accordingly, Members are requested to send duly completed Postal Ballot Forms well before the aforesaid date providing sufficient time for the postal transit.
6. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Members as on April 2, 2013.
7. In compliance with provisions of Section 192A of the Act read with the Postal Ballot Rules, the Company is also offering the e-voting facility as an alternate method to the Members to enable them to cast their votes electronically. Please note that e-voting is optional and not mandatory.

   The instructions for Members for e-voting are as under :

   (a) In case of Members receiving e-mail from NSDL:

      i) Open e-mail and open PDF file viz, "Colgate-Palmolive (India) Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

P.T.O

ii) Launch internet browser by typing the following URL:https://www.evoting.nsdl.com

iii) Click on "Shareholder" – "Login"

iv) Enter the user ID and password as initial password noted in step (i) above. Click Login.

v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Please take note of the new password. It is strongly recommended you do not share your password with any other person and take utmost care to keep your password confidential.

vi) Home page of "e-Voting" opens. Click on "e-Voting". Active Voting Cycles.

vii) Select "EVEN" of Colgate-Palmolive (India) Limited.

viii) Now you are ready for "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) 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 sna@snaco.net with a copy marked to evoting@nsdl.co.in.

(b) In case of Members receiving Postal Ballot Form by Post:

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl.No.(ii) to Sl.No.(x) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the "downloads" section of www.evoting.nsdl.com.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote and there is no need to register once again.

(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).

8. Members who have registered their email ids for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with the Postal Ballot Form.

9. Members have the option to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from www.evoting.nsdl.com or seek duplicate Postal Ballot Form from Sharepro Services (India) Private Limited, Unit: Colgate-Palmolive (India) Limited, 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri – Kurla Road, Sakinaka, Andheri (East), Mumbai – 400072, fill in the details and send the same to the Scrutinizer.

10. Members are requested to cast their vote on the Postal Ballot only through one mode (Postal Ballot Form or e-voting). In case Members cast their votes through both the modes, votes cast through e-voting only would be considered and votes cast through Postal Ballot Form will be rejected.

11. The Scrutinizer, after completion of scrutiny of the postal ballot forms, will submit his Report to the Managing Director of the Company. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The results of Postal Ballot will be declared by the Managing Director or such other Directors as authorized by the Board of Directors of the Company on May 16, 2013 at 3.00 p.m. at the Office of the Managing Director at Colgate Research Centre, Main Street, Hiranandani Gardens, Powai, Mumbai 400076. In the event, the resolution is assented by requisite majority of the shareholders by means of Postal Ballot, the date of declaration of result shall be deemed to be the date of passing of the said Resolution. The results would also be displayed on the Notice Board of the Registered Office of the Company, besides communicating to BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND 192A(2) OF THE COMPANIES ACT, 1956

In the year 2004, your Company with the assistance of Colgate-Palmolive Company, USA (CP-USA) set up a Global Shared Services Organisation (GSSO Division) to provide IT/ITES services and assistance to some of the subsidiaries of CP-USA including CP-India. Its services primarily revolve around but are not limited to the operations, maintenance and enhancement of the SAP ERP system as well as electronic communication systems, administrative, financial, managerial and technical matters in the IT/ITES segment.

Recently, CP-USA announced a four-year Global Growth and Efficiency Program (GG&EP) for sustained growth. The said program's initiatives are expected to ensure continued growth and enhance the Colgate group's global leadership positions in its core businesses. The said program is expected to achieve the objectives through:

i) Expansion of commercial hubs;
ii) Extension of Colgate Business Service Centers (CBS) and streamlining of global functions; and
iii) Optimization of the Global Supply Chain and Facilities.

The objective of CBS is to develop a network of multi-functional Business Centers to provide best in class transactional and value-added services utilizing advance technology. In this context, a new company named, Colgate Global Business Services Private Limited (CGBSPL), a 100% subsidiary of the ultimate holding company CP-USA has been incorporated in Mumbai on January 10, 2013, for this purpose.

Keeping in view the aforesaid objective, the Board felt that transfer of GSSO Division to CGBSPL will enable CP-India to focus on its core business. CGBSPL will provide the best in class service to CP-USA's subsidiaries, including CP-India with a greater efficiency.

The Board of Directors at its Meeting held on March 25, 2013 approved the sale and transfer of GSSO Division along with all its employees as well as assets and liabilities including all licences, permits, consents and approvals whatsoever, as a going concern and by way of slump sale to CGBSPL. Ernst & Young Pvt. Ltd., (E&Y) has conducted an independent valuation of the GSSO Division as at December 31, 2012. The Board of Directors also discussed the Valuation Report of E&Y at its meeting held on March 25, 2013 and approved the lump sum price consideration of Rs.59.89 crore (Rupees Fifty nine crore and eighty nine lakhs only) which shall be suitably adjusted at the date of actual transfer. The Board feels that the lump sum consideration mentioned herein is generous and the proposal is in the best interest of the Company.

The proposed sale and transfer will be done as a going concern and by way of a slump sale and ensuring that the services of all employees of GSSO Division (presently 350) will be transferred to CGBSPL with continuity of service and terms and conditions of service no less favourable than the existing ones.

The above proposal is subject to the approval of Members.

Pursuant to the provisions of Sections 293(1)(a) and 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the sale, transfer or disposal of an undertaking requires the approval of the Members by an Ordinary Resolution by way of Postal Ballot. Accordingly, the approval of the Members is being sought through Postal Ballot for passing the Ordinary Resolution as set out in the above Notice.

The Valuation Report dated March 25, 2013 of E&Y is open for inspection by the Members at the Registered Office of the Company on all working days between 10.00 a.m. and 12.00 noon upto the date of declaration of the Results of voting by Postal Ballot by the Company.

The Board of Directors is of the opinion that the aforesaid Resolution is in the best interest of the Company, hence recommends the same for your approval.

None of the Directors of the Company, is in any way, concerned or interested in the said resolution.

By Order of the Board of Directors
Colgate-Palmolive (India) Limited

Niket Ghate
Whole-time Director & Company Secretary

Mumbai, March 25, 2013