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MINUTES OF THE ANNUAL GENERAL MEETING

Minutes of the Seventy-Second Annual General Meeting of Colgate-Palmolive (India) Limited held at Shri Bhaidas Maganlal Sabhagriha, Swami Bhaktivedanta Marg, J.V.P.D. Scheme, Vile-Parle (West), Mumbai 400056 on Monday, July 29, 2013 at 3.30 p.m.

Present:	Mr. M. Deoras	-	Chairman
	Mr. R. A. Shah	-	Vice-Chairman
	Mr. P. K. Ghosh	-	Deputy Chairman & Shareholder
	Ms. P. Parameswaran	-	Managing Director & Authorised Representative & Proxy for: a) Colgate-Palmolive Co., USA b) Colgate-Palmolive (Asia) Pte. Ltd, Singapore; and c) Norwood International Inc
	Mr. J. K. Setna	-	Director
	Mr. V. S. Mehta	-	Director
	Ms. (Dr.) I. Shahani	-	Director
	Mr. G. Nthunzi	-	Whole-time Director & CFO
	Mr. N. Ghate	-	Whole-time Director & Company Secretary
	Mr. U. Shah	-	Statutory Auditor (Price Waterhouse)

436 shareholders, (including proxies) as per attendance slips.

Mr. M. Deoras took the Chair and welcomed the shareholders to the Meeting.

At the outset, the Chairman introduced the Directors present and Mr. U. Shah, Partner of Price Waterhouse, Statutory Auditors of the Company, to shareholders.

With the consent of the shareholders, the Notice dated May 28, 2013 convening the Annual General Meeting was taken as read.

At the request of the Chairman, Mr. N. Ghate, Whole-time Director & Company Secretary, read out the Auditors' Report.

The Chairman read his statement to the shareholders, a copy of which was circulated to the shareholders who were present at the Meeting.

Adoption of Audited Accounts – 2012-13

The following resolution was thereafter proposed by Mr. M. Deoras and seconded by Mr. A Sankaran.

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"RESOLVED that the Balance Sheet of the Company as at March 31, 2013 and the Statement of Profit and Loss Account for the year ended on that date and the reports of Directors and Auditors be and are hereby received and adopted."

Before the above resolution was put to vote, the Chairman invited questions/comments from shareholders on the audited accounts of the Company. The Chairman stated that each shareholder, who desired to speak on the Annual Report, would be given a maximum of five 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 answers given by the Chairman in response to the questions raised by the shareholders had been recorded as under:

With regard to a query on whether the capital expenditure was funded from internal sources or borrowings for the proposed new manufacturing facilities at Sanand and Sricity, the Chairman clarified that since the Company had sufficient funds to cater the capital expenditure, there were no external borrowings.

In response to the query on the size of the land purchased at Sanand and Sricity for setting up new manufacturing facilities, the Chairman informed that the company acquired land admeasuring approx. 25 and 39 acres at Sricity and Sanand respectively.

With regard to a query on increase in import cost, the Chairman clarified that the reason for increase in import cost was the depreciation of rupee value as against the dollar and increase in the consumption of imported raw materials.

As regards transfer of the business of Global Shared Services Organisation (GSSO), the Chairman replied that the transfer was made as a part of the Global Growth Efficiency Program (GG&EP), initiated by CP- USA. He stated that transfer of GSSO division along with all its employees as well as assets and liabilities, as a going concern to Colgate Global Business Services Private Limited (CGBSPL), a recently formed entity, would enable CP-India to focus on its core business. He added that CGBSPL will provide the best in class services to CP-USA's subsidiaries, including CP-India with greater efficiency.

In response to a query as to why Sewri factory was not listed in the annual report, the Chairman clarified that since the manufacturing activities in the Sewri factory were discontinued long time ago, it was not listed in the annual report. However, he added that the Company still held the property on lease.

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As regards the query on the country of origin of Mr. Godfrey Nthunzi, the Chairman replied that Mr. Godfrey was from Malawi and has extensive experience in Colgate across the world.

With regard to a query on increase in the R&D expenditure, the Chairman replied that the increase was due to more R&D activities. He also stated that R&D was not only for product innovation but it also worked on cost reduction and quality improvement.

In response to a query on revenue per employee, the Chairman replied that its about 1.5 crore and the average cost per employee in percentage of sales was 7.9.

With regard to venue of the AGM, 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 and as directed by the shareholders at the 1999 AGM, we have been convening the AGM in the suburbs.

As regards increased competition in the market, with the entry of Procter & Gamble in the market, the Chairman stated that the Company had a very robust product portfolio, great quality products and strong innovations.

With regard to a query on innovations of the Company, the Chairman informed about the launch of Colgate Total Pro-Gum Health Toothpaste, Colgate Visible White Toothpaste, a battery operated toothbrush and Max Fresh toothbrush and Colgate Plax Fresh Tea in mouthwash category. The Chairman also informed that the Company had a lot of innovation in the portfolio.

In response to some queries on increase in the advertisement expenditure of the Company, the Chairman replied that the Company had the best advertising level, quality and the products which would help to face the competition in the market. He also stated that the Company had a very meticulous understanding of the investment.

With respect to a query on exports of the Company, the Chairman replied that the Company had a small export business. The total export of the Company during the year was approx. 35 crore. The exports had grown by about 12% as compared to previous year and that the Company exported its products to countries in Asia and Africa.

With regard to a query on royalty, the Chairman stated that CP-NY had spent over half a billion dollars during the last four years on R&D and the Company by paying royalty of Rs. 168 crore, gets access to the reservoir of knowledge gained on the investment of over half a billion dollars. The Company had outstanding quality toothpaste in the market

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which had been created due to technology, to which the Company had access. The Chairman further clarified that the royalty is 5% on domestic sales and 8% on export sales and increase in royalty was due to by growth in sales.

As regards increase in transfer of unpaid dividend to Investor Education and Protection Fund (IEPF), the Chairman clarified that the Company had been sending reminders from time-to-time to the shareholders to claim the unclaimed dividend amount before transferring the same to IEPF. However, even after sending such reminders if the amount was left unclaimed by the shareholders, the same was transferred to IEPF.

In response to the query on bank guarantee, the Chairman informed that the bank guarantee was in respect of setting up of equipment at the new manufacturing facility in Sricity.

As regards EBIT growth, the Chairman stated that EBIT grew by 14% as compared to last year which had been driven by the Company's volume, pricing and margin improvement program.

With respect to a query on FDI, the Chairman stated that the FDI would create opportunities and would definitely create a stronger retail environment to help the Company to expand its business.

With regard to a query on long term liabilities, the Chairman clarified that the long term liabilities were on account of the voluntary retirement schemes for the employees of Sewri and Hyderabad facilities and the same would remain in the balance sheet till paid off fully.

In response to the query on the attendance of the Chairman in the Board Meetings, the Chairman stated that attendance at the Board Meetings was not the only form of assistance provided by the Chairman. Since he was in constant touch with the local management on various issues, he requested the members not to merely go by the attendance at the Board Meetings.

As regards Corporate Social Responsibility (CSR), the Chairman informed that Colgate-Palmolive (India) Limited supported 'Pratham', an NGO working in the field of education to children of less privileged backgrounds studying in Municipal Schools. He added that the Company also supported 'A Positive Step' program for the last 5 years, for HIV infected and affected children through the NGO, Network in Thane of People Living with HIV. He further stated that for the relief of victims in Uttarakhand, the

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employees of the Company had voluntarily contributed and that the total amount pledged by employees was matched by the Company.

In response to a query on rights shares, the Chairman replied that since the Company had sufficient funds, it would not be appropriate on the part of the Company to source funds from shareholders.

With regard to a query on the increase in cash equivalent, the Chairman stated that it is because the cash profit generation has improved.

As regards buyback of shares, the Chairman stated that the parent Company was not interested in increasing its shareholding from 51% to 74%, for the time being.

In response to issue of Bonus Shares, the Chairman said that the Board would consider issue of bonus shares at the appropriate time.

In response to a query on export to Myanmar, the Chairman replied that since Colgate-Palmolive had a separate set-up at Myanmar, the Company did not export any products to Myanmar.

In response to queries on factory visit, the Chairman stated that the Company used to do factory visits for shareholders long ago but it was decided to discontinue the practice, since few shareholders had pointed out that this practice permits competition and other elements hostile to the Company. He further stated that since, the Company had to maintain hygiene and good manufacturing processes, the factory visits had been discontinued in the interest of the Company.

The Chairman stated that if he had not answered any specific queries of the shareholders, they might contact Mr. N. Ghate at the Registered Office of the Company during business hours on any working day.

Thereafter, the resolution was put to vote on a show of hands and was declared as nem con.

<u>Re-appointment of Mr. J. K. Setna as a Director</u>

The following resolution was thereafter proposed by Mr. Gautam Tiwari and seconded by Mr. Arvind Kumar Bhandari.

> "RESOLVED that Mr. J. K. Setna, who retires by rotation, be and is hereby re-appointed a Director of the Company."

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Thereafter, the resolution was put to vote on a show of hands and was declared as nem con.

Re-appointment of Mr. V. S. Mehta as a Director

The following resolution was thereafter proposed by Mr. Indira Karkera and seconded by Mr. Seshan Krishnamoorthy.

> "RESOLVED that Mr. V. S. Mehta, who retires by rotation, be and is hereby re-appointed a Director of the Company."

Thereafter, the resolution was put to vote on a show of hands and was declared as nem con.

Appointment of Mr.Godfrey Nthunzi as a Director

The following resolution was thereafter proposed by Mr. Dinesh Bhatia and seconded by Mr. Kishore Makhija.

> "RESOLVED that Mr. Godfrey Nthunzi be and is hereby appointed a Director of the Company who shall be liable for retirement by rotation."

Thereafter, the resolution was put to vote on a show of hands and was declared as nem con.

Appointment of Godfrey Nthunzi as Whole-time Director

The following resolution was thereafter proposed by Mr. Charitra Baldiya and seconded by Mr. Ashok Nair.

> "RESOLVED that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), the Articles of Association of the Company and subject to the approval of the Central Government, the approval of the Company be and is hereby accorded to the appointment of Mr. Godfrey Nthunzi as Whole-time Director of the Company for a period of five years effective January 1, 2013 on the terms and conditions, including remuneration, as are set out in the draft agreement to be entered into between the Company and Mr. Godfrey Nthunzi, a copy of which, initialed by the Vice-Chairman for the purpose of identification, is placed before the meeting with a liberty to the Board of Directors of the Company ("the Board") to alter and vary the terms and conditions thereof in such manner as may be agreed to between the

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Board and Mr. Godfrey Nthunzi, subject to the applicable provisions of the Act, or any amendment thereto or any re-enactment thereof.

RESOLVED further that in the event of absence or inadequacy of profits in any financial year during his tenure as Whole-time Director, Mr. Godfrey Nthunzi be paid the remuneration as minimum remuneration for that year, as stated in the explanatory statement.

RESOLVED further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable."

Thereafter, the resolution was put to vote on a show of hands and was declared as nem con.

Appointment of Auditors

The following resolution was thereafter proposed by Mr. Gautam Tiwari and seconded by Mr. Jimmy Kasad.

"RESOLVED that Messrs. Price Waterhouse, Chartered Accountants, (Firm's Registration No. 301112E) be and are hereby appointed as Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors and the statutory auditors of the Company."

Thereafter, the resolution was put to vote on a show of hands and was declared as nem con.

There being no other business, the meeting ended with a vote of thanks to the Chair.

27/08/2013

Prabha Parameswaran

Managing Director

Under Section 193(1A)(b)
of the Companies Act, 1956

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