November 23, 2016

MR. R. A. SHAH MR. V. NAMBIAR

MR. P. K. GHOSH MR. I. BACHAALANI

MR. J. K. SETNA MR. M. S. JACOB

MR. V. S. MEHTA MR. N. GHATE

Dr. (Ms.) I. SHAHANI

Ms. S. GOPINATH

NOTICE OF MEETING

A Meeting of the Board of Directors of the Company will be held on Monday, December 5, 2016 at 10.00 a.m. at The Oberoi, Belvedere, Corbett Room, Nariman Point, Mumbai – 400 021 to transact the following business:

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Agenda** | **Annexure** | **Page no.** |
|  | **Items for noting / confirmation** |  |  |
|  | Leave of absence to Directors – granting of |  |  |
|  | Minutes of the following meetings held on October 28, 2016 – noting of   * Board meeting * Audit Committee meeting * Risk Management Committee meeting * CSR Committee meeting | 1 | 1 |
|  | Notices received from Directors | 2 | 2 |
|  | **Items for discussion / approval** |  |  |
|  | Inter-corporate deposits / loans – approval of | 3 | 3-4 |
|  | Second Interim Dividend for FY 2016 -17 – declaration of | 4 | 5 |
|  | Dividend bank account – opening of | 5 | 6 |
|  | Dividend warrant stationery – printing of | 6 | 8 |
|  | To approve the following appointments:   1. Appointment of Mr. M. Chandrasekar, as an Additional Director on the Board of the Company effective January 2, 2017 2. Appointment of Mr. Makarand Karnataki as the Company Secretary & Compliance Officer of the Company effective January 2, 2017 3. Appointment of Mr. Femi Giwa as the Legal Director of the Company | 7 | 9 |
|  | Appointment of Mr. M. S. Jacob as the :   1. Occupier under the Factories Act, 1948 2. Trustee on the Operations of Provident Fund, Superannuation Fund & Gratuity Fund of the Company | 8 | 10-13 |
|  | Consequential changes for deletion of name of Mr. Niket Ghate in previous Board Resolutions | 9 | 14 |
|  | Any other business |  |  |

Trivikram Guda

Dy. Company Secretary & Manager Legal

Annexure 1

Minutes of the following meetings dated October 28, 2016 will be tabled at the Board Meeting for noting by the members:

1. Board
2. Audit Committee
3. Risk Management Committee
4. CSR Committee

Annexure 2

Notice received from Directors

A Notice dated November 21, 2016, received from Mr. V. S. Mehta informing his resignation as a Director of Brookings Institution India Centre with effect from November 17, 2016, will be tabled at the meeting for noting by the members.

Annexure 3

Inter-company deposits / loans

A statement on the inter-company deposits placed/renewed by the Company from October 1, 2016 to November 15, 2016 will be placed before the Board for approval.

Draft resolution for consideration:

“RESOLVED that the inter-company deposits aggregating to Rs. 2,730 Lakhs (Rupees Two Thousand Seven Hundred Thirty Lakhs only) placed / renewed during the period October 1, 2016 to November 15, 2016 as per statement tabled, be and are hereby ratified and approved.”

Annexure 4

Declaration of Second Interim Dividend for 2016-17

Draft resolution for consideration

“RESOLVED that the second interim dividend of Rs.\_\_\_\_/- (Rupees \_\_\_\_\_\_\_only) per share on 27,19,85,634 equity shares of the face value of Re.1/- each be and is hereby declared for the financial year 2016-17 and that the said dividend be made payable to those shareholders whose names are registered in the Company’s Register of Members on December 16, 2016 and the same be paid to the shareholders on December 27, 2016.”

Annexure 5

Opening of bank account for payment of dividend

Draft resolutions for consideration

“RESOLVED that a separate Dividend Account styled as “Colgate-Palmolive (India) Limited – Second Interim Dividend – 2016-17” be opened with HDFC Bank Limited (HDFC Bank), Fort Branch, Maneckji Wadia Building, Nanik Motwani Marg, Mumbai – 400001, for payment of the second interim dividend for the financial year 2016-17 on equity shares of the Company and necessary documents as may be required by the said bank be executed on behalf of the Company by any of its Directors or the Company Secretary and the Common Seal of the Company be affixed thereon, if required, pursuant to the Company’s Articles of Association.

RESOLVED further that the \_\_\_\_\_\_ Bank be and is hereby authorized to honour the Company’s dividend warrants bearing the facsimile signature of Mr. Niket Ghate, Whole-time Director & Company Secretary, provided that the amount of each dividend warrant does not exceed Rs.20,000/- [Rupees twenty thousand only] and disburse dividend amount through ECS, where applicable.

RESOLVED further that the \_\_\_\_\_\_ Bank be and is hereby authorized to act on the instructions given jointly by any two of the following executives of the Company and to issue demand drafts/pay orders in cases where the dividend amount exceeds Rs.20,000/- [Rupees twenty thousand only]:

|  |  |  |
| --- | --- | --- |
| Mr. Issam Bachaalani | - | Managing Director |
| Mr. M. S. Jacob | - | Whole-time Director and CFO |
| Mr. Niket Ghate  Mr. Nageswararao C | -  - | Whole-time Director & Company Secretary  Associate Director – Regional Tax COE |
| Mr. Yusuf Allana | - | Associate Director – Customer Development Finance |
| Ms. Nimisha Nagarsekar  Mr. Parimal Selvan | -  - | Head – Commercial  Head – Supply Chain Finance |

RESOLVED further that for the purpose of operation of the above dividend account, the \_\_\_\_\_\_ Bank be and is hereby authorized to act upon instructions given jointly by any two of the above authorized signatories.

RESOLVED further that the \_\_\_\_\_\_\_ Bank be and is hereby requested to make necessary arrangements for payment of dividend at par at all the branches listed on the overleaf of the dividend warrants.

RESOLVED further that the \_\_\_\_\_\_ Bank be and is hereby authorized to designate the said account as “Colgate-Palmolive (India) Limited – Unpaid Dividend Account – Second Interim 2016-17” effective January 10, 2017.

RESOLVED further that any of the Directors on the Board be and are hereby severally authorised to furnish a certified true copy of the resolution to the bank for necessary action.”

Annexure 6

Printing of dividend warrants

Draft resolution for consideration

“RESOLVED that dividend warrants with CP logo embossed in gold foil be printed on continuous stationery of each warrant not exceeding Rs.20,000/- and that the facsimile signature of Mr. Niket Ghate, Whole-time Director & Company Secretary, be affixed thereon by mechanical means.”

Annexure 7

To approve the following changes:

Based on the recommendation of the Nomination & Remuneration Committee, the Board is requested to approve the following appointments:

1. Appointment of Mr. M. Chandrasekar, as an Additional Director on the Board of the Company effective January 2, 2017
2. Appointment of Mr. Makarand Karnataki as the Company Secretary & Compliance Officer of the Company effective January 2, 2017
3. Appointment of Mr. Femi Giwa as the Legal Director of the Company.

Brief profiles of the above appointees shall be tabled at the meeting.

Annexure 8

Appointment of Mr. M. S. Jacob as:

1. The Occupier under the Factories Act, 1948

It may please be noted that Mr. Niket Ghate was the Occupier under the Factories Act, 1948, for all the Factories of CP-India. Now, with the resignation of Mr. Ghate as the Whole-time Director and Company Secretary, he ceases to be the Occupier of all the Factories of CP-India.

As result, in place of Mr. Ghate, it is proposed to appoint Mr. M. S. Jacob – Whole-time Director & CFO as the new Occupier for Factories of CP-India.

Draft Resolution for consideration:

1. Occupier at Goa Factory

“RESOLVED that Mr. M. S. Jacob, Whole-time Director & CFO be and is hereby appointed in place of Mr. Niket Ghate – Whole-time Director & Company Secretary, as the Occupier of the Company’s factory situated at Goa, under the Factories Act, 1948 with effect from January 2, 2017.

RESOLVED further that any of the Directors and Company Secretary be and are hereby severally authorized to furnish a certified true copy of the resolution for necessary action.”

1. Occupier at Baddi Factory

“RESOLVED that Mr. M. S. Jacob, Whole-time Director & CFO be and is hereby appointed in place of Mr. Niket Ghate – Whole-time Director & Company Secretary, as the Occupier of the Company’s factory situated at Baddi, Himachal Pradesh, under the Factories Act, 1948 with effect from January 2, 2017.

RESOLVED further that any of the Directors and Company Secretary be and are hereby severally authorized to furnish a certified true copy of the resolution for necessary action.”

1. Occupier at Sanand Factory

“RESOLVED that Mr. M. S. Jacob, Whole-time Director & CFO be and is hereby appointed in place of Mr. Niket Ghate – Whole-time Director & Company Secretary, as the Occupier of the Company’s factory situated at Sanand, Gujarat, under the Factories Act, 1948 with effect from January 2, 2017.

RESOLVED further that any of the Directors and Company Secretary be and are hereby severally authorized to furnish a certified true copy of the resolution for necessary action.”

1. Occupier at Sri City Factory

“RESOLVED that Mr. M. S. Jacob, Whole-time Director & CFO be and is hereby appointed in place of Mr. Niket Ghate – Whole-time Director & Company Secretary, as the Occupier of the Company’s factory situated at Sri City, Andhra Pradesh, under the Factories Act, 1948 with effect from January 2, 2017.

RESOLVED further that any of the Directors and Company Secretary be and are hereby severally authorized to furnish a certified true copy of the resolution for necessary action.”

1. Occupier at IGTC – Colgate Research Centre - Mumbai

“RESOLVED that Mr. M. S. Jacob, Whole-time Director & CFO be and is hereby appointed in place of Mr. Niket Ghate – Whole-time Director & Company Secretary, as the Occupier of the Company’s factory – India Global Technology Centre (IGTC) situated at Colgate Research Centre - Mumbai, under the Factories Act, 1948 with effect from January 2, 2017.

RESOLVED further that any of the Directors and Company Secretary be and are hereby severally authorized to furnish a certified true copy of the resolution for necessary action.”

1. The Trustee on the Company’s Employee Provident Fund, Superannuation Trust & Gratuity Trust

With resignation of Mr. Niket Ghate as the Whole-time Director & Company Secretary, it may please be noted that he shall cease to be a member on the Board of the following Trusts of the Company:

1. Provident Fund;
2. Gratuity Fund and;
3. Superannuation Fund

Further, it is proposed to appoint Mr. M. S. Jacob – Whole-time Director & CFO as the Trustee of the abovementioned Trusts, in place of Mr. Niket Ghate.

Draft Resolutions for consideration:

1. Provident Fund

“RESOLVED that Mr. M. S. Jacob – Whole-time Director & CFO be and is hereby nominated as the Employer Trustee in place of Mr. Niket Ghate – Whole-time Director & Company Secretary on the Board of Trustees of Colgate-Palmolive (India) Limited Provident Fund effective January 2, 2017.

RESOLVED further that any of the Directors and Company Secretary be and are hereby severally authorized to furnish a certified true copy of the resolution to the Trustees of Colgate-Palmolive (India) Limited Provident Fund and to other relevant authorities, if any, to give effect to this resolution.”

1. Gratuity Fund

“RESOLVED that Mr. M. S. Jacob – Whole-time Director & CFO be and is hereby nominated as the Employer Trustee in place of Mr. Niket Ghate – Whole-time Director & Company Secretary on the Board of Trustees of Colgate-Palmolive (India) Gratuity Funds (both Workmen and Non-workmen) effective January 2, 2017.

RESOLVED further that any of the Directors and Company Secretary be and are hereby severally authorized to furnish a certified true copy of the resolution to the Trustees of Colgate-Palmolive (India) Gratuity Funds and to other relevant authorities, if any, to give effect to this resolution.”

1. Superannuation Fund

“RESOLVED that Mr. M. S. Jacob – Whole-time Director & CFO be and is hereby nominated as the Employer Trustee in place of Mr. Niket Ghate – Whole-time Director & Company Secretary on the Board of Trustees of Colgate-Palmolive (India) Superannuation Fund effective January 2, 2017.

RESOLVED further that any of the Directors and Company Secretary be and are hereby severally authorized to furnish a certified true copy of the resolution to the Trustees of Colgate-Palmolive (India) Superannuation Fund and to other relevant authorities, if any, to give effect to this resolution.”

Annexure 9

Consequential changes for deletion of name of Mr. Niket Ghate in previous Board Resolutions

It may be noted by the members that Mr. Ghate shall cease to be a signatory in the Bank operation resolutions.

A list of Bank Resolutions post deletion of name of Mr. Niket Ghate shall be placed before the Board for its approval.

Further, it may be noted by the members that Mr. Ghate shall cease to be a member of the following Committees effective January 2, 2017:

1. Risk Management Committee
2. Corporate Social Responsibility Committee
3. Stakeholders’ Relationship Committee
4. Business Responsibility Reporting Committee