

MINUTES OF THE ANNUAL GENERAL MEETING

Minutes of the Seventy-Third 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 400 056 on Friday, July 25, 2014 at 3.30 p.m.

Present:	Mr. Mukul Deoras	-	Chairman
	Mr. R. A. Shah	-	Vice-Chairman
	Mr. P. K. Ghosh	-	Deputy Chairman
	Ms. P. Parameswaran	-	Managing Director and as authorized representative and 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. Vikram Mehta	-	Director
	Ms. (Dr.) I. Shahani	-	Director
	Mr. G. Nthunzi	-	Whole-time Director & CFO
	Mr. N. Ghate	-	Whole-time Director & Company Secretary
	Mr. Priyanshu Gundana	-	Statutory Auditor (Price Waterhouse)

214 shareholders, including proxies numbering as per attendance slips.

Mr. Mukul Deoras took the Chair and welcomed the shareholders to the meeting.

The Chairman introduced the Directors present and Mr. Priyanshu Gundana, a representative of M/s. Price Waterhouse, Statutory Auditors of the Company, to shareholders.

Thereafter Chairman announced that the requisite quorum was present to commence the proceedings of the meeting. The Chairman further stated that the Registers of Contract, Members, Directors and Key Managerial Personnel and proxies are kept open for the purpose of inspection by the shareholders during the meeting.

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

With the permission of the shareholders, the Notice dated May 23, 2014 convening the Annual General Meeting was taken as read. Auditors report was not read at the meeting since the same was neither qualified nor contained any adverse observations and comments.

The Chairman informed that the Company had provided e-Voting facility to all shareholders to cast their vote electronically during the prescribed period mentioned in Seventy-third annual general meeting notice. The Chairman also informed that poll will be ordered on all agenda items to be transacted at the meeting for those shareholders who have not availed e-Voting facility. The Chairman informed the shareholders that Mr. S.N. Ananthasubramanian, a Practicing Company Secretary was appointed by the Board, as an independent Scrutinizer for e-Voting process and for the poll conducted at the general meeting. Chairman also informed that the results of the poll aggregated with the results of e-Voting will be placed on the website of the Company within two working days. The Chairman also requested the members to propose and second the resolutions enlisted in the notice.

The Chairman informed that for the convenience of shareholders, voting by poll will commence once he starts reading out the agenda items enlisted in the notice and requested the scrutinizer to display and lock the empty ballot box. The Chairman also requested the shareholders to note that all the resolutions of the notice shall be passed as an ordinary resolution and there are no special resolutions.

Item No.1 Adoption of Audited Accounts – 2013-14

The following resolution was proposed by Mr. Shenoy and seconded by Ms. Rohini Praikh.

“RESOLVED that the Balance Sheet of the Company as at March 31, 2014 and the Statement of Profit & Loss for the year ended on that date and the reports of the Directors and the Auditors be and are hereby received and adopted.”

Item No.2 Re-appointment of Mr. Niket Ghate who retires by rotation and being eligible offers himself for re-appointment

The following resolution was proposed by Mr. Mohan G. Chandiramani and seconded by Mr. Vinay Bhide.

“RESOLVED THAT, Mr. Niket Ghate who retires by rotation, be and is hereby re-appointed as a Director of the Company.”

Item No.3 Appointment of Statutory Auditors

The following resolution was proposed by Mr. Shenoy and seconded by Mr. S. Y. Joshi.

“RESOLVED THAT M/s. Price Waterhouse Chartered Accountants (Firm Registration Number 301112E), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

Item No. 4 Approval of Remuneration payable to M/s. N.I. Mehta & Co. a firm of Cost Accountants

The following resolution was proposed by Mr. Dhirajlal Nathwani and seconded by Mr. Jayant Naik.

“RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. N. I. Mehta & Co. a firm of Cost Accountants (Firm Registration Number 000023) and the Cost Auditors of the Company appointed by the Board of Directors to conduct the audit of cost records of the Company for the financial year ending March 31, 2015, be paid a remuneration amounting to ` 6,90,000/- (Rupees Six Lacs Ninety Thousand only) plus out of pocket expenses and applicable service tax, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient, to give effect to this resolution.”

Item No.5 Appointment of Mr. R.A. Shah as a Non-executive Independent Director

The following resolution was proposed by Ms. Rohini Praikh and seconded by Mr. Dilip Gadre.

“RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and qualification of Directors) Rules, 2014 alongwith Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R. A. Shah (DIN 00009851), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Independent Director on the Board of Directors of the Company to hold office for five (5) consecutive years with effect from July 25, 2014.”

Item No.6 Appointment of Mr. P.K. Ghosh as a Non-executive Independent Director

The following resolution was proposed by Mr. S. Y. Joshi and seconded by Mr. Shenoy.

“RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and qualification of Directors) Rules, 2014 alongwith Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. P. K. Ghosh (DIN 00385098), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Independent Director on the Board of Directors of the Company to hold office for five (5) consecutive years with effect from July 25, 2014.”

Item No.7 Appointment of Mr. J.K.Setna as a Non-executive Independent Director

The following resolution was proposed by Mr. Mohan G. Chandiramani and seconded by Mr. Darius Bilimoria

“RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and qualification of Directors) Rules, 2014 alongwith Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. J. K. Setna (DIN 00007433), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Independent Director on the Board of Directors of the Company to hold office for five (5) consecutive years with effect from July 25, 2014.”

Item No.8 Appointment of Mr. V.S. Mehta as a Non-executive Independent Director

The following resolution was proposed by Mr. Vinay Bhide and seconded by Mr. Jayant Naik

“RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and qualification of Directors) Rules, 2014 alongwith Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V. S. Mehta (DIN 00041197), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Independent Director on the Board of Directors of the Company to hold office for five (5) consecutive years with effect from July 25, 2014.”

Item No.9 Appointment of Dr. (Ms.) Indu Shahani as a Non-executive Independent Director

The following resolution was proposed by Mr. Dilip Gadre and seconded by Mr. Daulat Bardi

“RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and qualification of Directors) Rules, 2014 alongwith Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. (Ms.) Indu Shahani (DIN 00112289), Non-executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Non-executive Independent Director on the Board of Directors of the Company to hold office for five (5) consecutive years with effect from July 25, 2014.”

After transacting the above agenda items, the Chairman informed that voting by poll will close after 30 minutes of conclusion of question and answer session. Thereafter Chairman started inviting questions and comments of shareholders as per speaker list.

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 market share of other companies in toothpaste, the Chairman stated that 57 percent of market share is held by our Company whereas Hindustan Unilever is 21.5 percent and Dabur is 13.4 percent.

With regard to a query on claim of 130 percent superior advertisement made by Pepsodent, the Chairman stated that, the advertising is based on incorrect facts or incorrect analysis. The claim of 130 percent is absolutely misleading and the same has been challenged by the Company in Delhi High Court. Since the matter is subjudice, Chairman did not go into the details of the same.

On query relating to miscellaneous expenses, the Chairman informed that miscellaneous expenses consist of warehousing cost, lease rental for machinery, legal expenses, security services, telephone, indirect packaging material, etc. In order keep the Annual Report abridged, Company clubs all the aforesaid expenses under the miscellaneous expenses.

In response to a query relating to increase in miscellaneous income as compared to last year, the Chairman stated that the primary reason behind it was due to onetime profit that was pertaining to transfer of business and employees from our Company to Colgate Global Business Services Private Limited.

With regard to a query on low exports, the Chairman informed that, the Company primarily focuses on catering the business demands of India first and then Company looks into export opportunities. The Chairman also mentioned that there are about thirteen countries to which Company exports its products and with the help of new manufacturing plant at Sanand which will enhance the production capacity, the Company will try to explore more export opportunities.

On queries relating to dividends and bonus shares, the Chairman stated that, the Company has taken the strategy of giving higher dividends for rewarding the shareholders. The Board may also consider to issue of bonus shares at appropriate time for rewarding the shareholders. On query relating to why dividend amount has gone down by nominal amount, the Chairman replied that in the interest of the Company and for optimum utilization of funds the Company declared a total dividend amount of Rs.27 per share in financial year 2013-14.

In response to a query relating to payment of royalty to parent company, the Chairman informed that, parent company has spent more than half a billion dollars in the last three years on R&D across various parts of the world. He also informed that the Company derives lot of benefit out of the research and development done by the parent company. The Chairman further informed that technology provided by the parent company is required to stay competitive in the market and hence the amount paid as royalty to the parent company is justified.

With regard to a query on rise in purchase of fixed assets, the Chairman stated that in order to setup two manufacturing facilities, one in Sanand, Gujarat and Second in Sricity, Andhra Pradesh Company had purchased fixed assets which attributed to rise in acquisition of fixed assets.

In response to a query relating to delay in receipt of Annual report 2013-14, the Chairman informed that, the Company had engaged a third party to deliver the annual report and the Company will definitely investigate the cause and will make sure that it doesn't happen next year. Chairman also stated that the annual reports were dispatched between 30th of June and 2nd of July 2014.

With regard to a query on venue of Annual General Meeting, 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 Annual General Meeting, we have been convening the AGM in the suburbs.

In response to the question that why Company had not availed NSDL services for e-Voting, the Chairman informed that, the Company had an option to choose any one of the Depository to provide e-Voting facility. It was informed that since most of the shareholders of the Company are registered on NSDL Depository, the Company decided to avail e-Voting services of NSDL.

With regard to suggestion made by one shareholder Mr. Rajesh Chainani on advertising, the Chairman stated that the Company had taken a note of the suggestion and the same will be communicated to the Marketing team, for improving the advertisements.

In response to a query relating to the average age of Independent Directors, the Chairman stated that the average age for Independent Directors is approximately 72 years and average age of Executive Directors is approximately about 50 years.

With regard to a query on improving the dematerialization status, the Chairman informed that, Company have 96.6 percent of shares in demat form and even Company encourages the shareholders to hold the shares in demat form.

After giving reply to the queries raised by the shareholders, the Chairman informed that the voting by poll will stop after 30 minutes and, thereafter, Scrutinizer will take charge of the Ballot box. Chairman also announced that result will be declared in next two working days.

Thereafter, the Chairman thanked all the members of the Company, for their continued support and attendance and also informed that if members have any query on voting process, then they can approach the scrutinizer.

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

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Whole-time Director
22.08.2014

File: 73rd agm minutes