

# VIJAYAKRISHNA K T

BBM, LLB, FCS, AICWA

Company Secretary

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## REPORT OF SCRUTINIZER

5<sup>th</sup> August, 2015

To  
Mr. B S Iyer  
Chairman  
3M India Limited  
Plot No 48-51, Electronic City  
Hosur Road  
Bangalore- 560 100

  
(B S Iyer)  
05/07/2015  
(6:45 Pm)

Dear Sir,

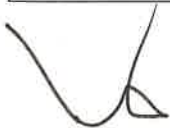
I, Vijaykrishna KT was appointed as Scrutinizer for the purpose of e-voting and poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of 3M India Limited, held on 4<sup>th</sup> August, 2015 at The Grand Ball Room, Hotel Chancery Pavillion, 135, Residency Road, Bangalore – 560 025.

Please note that the Remote e-voting details are derived only by e-voting as per the details available on scrutinizer log in facility provided under Karvy Computershare Private Limited e-voting platform.

The polling process was undertaken as per the Companies (Management and Administration) Rules, 2014. The Poll Box was opened in the presence of two persons as witnesses after the voting process was completed. I have received the necessary support from the Company and Karvy Computershare share Private Limited, who is the Registrar and Share Transfer Agent (RTA).

On verification of the 30 ballot papers received on 4<sup>st</sup> August, 2015 (i.e. at the Annual General Meeting) and 27 ballots through Remote e-voting up to 3<sup>rd</sup> August, 2015 from the Shareholders of 3M India Limited holding Equity Shares, and based on the information made available to me, I hereby submit my consolidated report as under:

<b>Authorized Capital of the Company</b>	1,12,65,070 Equity Shares of Rs. 10/- each – Rs. 11,26,50,700/-
<b>Issued and Paid up Equity Capital of the Company</b>	1,12,65,070 Equity Shares of Rs. 10/- each – Rs. 11,26,50,700/-



**RESULTS OF THE VOTING ARE AS UNDER:**

**ORDINARY BUSINESS:**

**Resolution No. 1-Ordinary resolution:**

Adoption of Financial Statements for the year ended March 31, 2015.

No. of members voted	Total number of Shares	Invalid/Abstained	Total Valid Votes	Voted in favour	Voted against	% of total no. of valid votes (In favour)
57	9823760	132176	9691584	9691568	16	99.99%

Result: Passed

**Resolution No. 2-Ordinary resolution:**

Re-appointment of Mr. Albert C Wang, who retires by rotation.

No. of members voted	Total number of Shares	Invalid/Abstained	Total Valid Votes	Voted in favour	Voted against	% of total no. of valid votes (In favour)
57	9823760	1780	9821980	9480837	341143	96.53%

Result: Passed

**Resolution No. 3-Ordinary resolution:**

Appointment of Messrs. Lovelock & Lewes, Chartered Accountants, Bengaluru, as Auditors for the FY 2015-16 and FY 2016-17 and fixing their remuneration.

No. of members voted	Total number of Shares	Invalid/Abstained	Total Valid Votes	Voted in favour	Voted against	% of total no. of valid votes (In favour)
57	9823760	1780	9821980	9490077	331903	96.62%

Result: Passed



**SPECIAL BUSINESS:**

**Resolution No. 4-Ordinary resolution:**

Appointment of Mr. B. S. Iyer as an Independent Director.

No. of members voted	Total number of Shares	Invalid/Abstained	Total Valid Votes	Voted in favour	Voted against	% of total no. of valid votes (In favour)
57	9823760	1825	9821935	9490032	331903	96.62%

Result: Passed

**Resolution No. 5-Ordinary resolution:**

Appointment of Mr. Biren Gabhawala as an Independent Director.

No. of members voted	Total number of Shares	Invalid/Abstained	Total Valid Votes	Voted in favour	Voted against	% of total no. of valid votes (In favour)
57	9823760	1785	9821975	9821817	158	99.99%

Result: Passed

**Resolution No. 6-Ordinary resolution:**

Appointment of Mr. Bharat D Shah as an Independent Director.

No. of members voted	Total number of Shares	Invalid/Abstained	Total Valid Votes	Voted in favour	Voted against	% of total no. of valid votes (In favour)
57	9823760	1780	9821980	9821822	158	99.99%

Result: Passed

**Resolution No. 7-Ordinary resolution:**

Appointment of Mr. Ramesh Ramadurai as a Director, retiring by rotation.

No. of members voted	Total number of Shares	Invalid/Abstained	Total Valid Votes	Voted in favour	Voted against	% of total no. of valid votes (In favour)
57	9823760	1780	9821980	9821975	05	99.99%

Result: Passed

**Resolution No. 8-Ordinary resolution:**

Appointment of Mr. Manuel B Pardo as a Director, retiring by rotation.

No. of members voted	Total number of Shares	Invalid/Abstained	Total Valid Votes	Voted in favour	Voted against	% of total no. of valid votes (In favour)
57	9823760	1780	9821980	9821975	05	99.99%

Result: Passed

**Resolution No. 9-Ordinary resolution:**

Ratification of remuneration payable to Messrs Rao, Murthy & Associates, Cost Auditors.

No. of members voted	Total number of Shares	Invalid/Abstained	Total Valid Votes	Voted in favour	Voted against	% of total no. of valid votes (In favour)
57	9823760	1780	9821980	9821969	11	99.99%

Result: Passed

**Resolution No. 10-Special resolution:**

Approval of Material Related Party Transactions for the year 2014-15 with 3M Company, USA. \*\*

No. of members voted	Total number of Shares	Invalid/Abstained	Total Valid Votes	Voted in favour	Voted against	% of total no. of valid votes (In favour)
57	9823760	8450582	1373178	1372919	259	99.98%

Result: Passed

**Resolution No. 11-Special resolution:**

Approval of Material Related Party Transactions for the year 2015-16 with 3M Company, USA. \*\*

No. of members voted	Total number of Shares	Invalid/Abstained	Total Valid Votes	Voted in favour	Voted against	% of total no. of valid votes (In favour)
57	9823760	8450582	1373178	1372914	264	99.98%

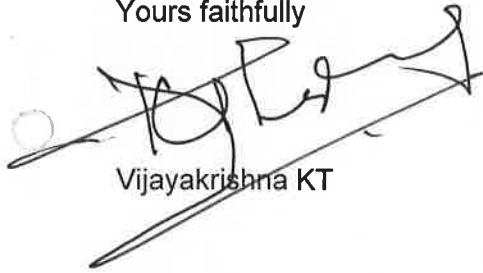
Result: Passed

\*\*Pursuant to proviso to Section 188 of the Companies Act, 2013, the interested party can not vote for the resolutions on contracts or arrangement which tantamount to 'Related Party Transaction'. Resolution Nos. 10 and 11 are Related Party Transactions. However, no interested party voted on the said resolutions.

Based on the above information, you may kindly declare the results and take steps accordingly.

I hereby enclose the ballot papers received as per details above.

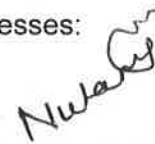
Thanking you  
Yours faithfully



Vijayakrishna KT

Encl: As above.

Witnesses:



1. Ms. Nutan Soudagar



2. Mr. Ganesh Hegde