

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

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(2) VJS 6/8/16

### SCRUTINIZER'S REPORT

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]*

To  
Mr. Bharat D. Shah  
Chairman  
3M India Limited  
Plot Nos.: 48-51, Electronic City, Hosur Road  
Bangalore – 560 100

Dear Sir,

I, Vijaykrishna KT, Company Secretary in Whole-Time Practice (FCS No 1788, CP No 980), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080 was duly appointed as Scrutinizer by 3M India Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Form at the 29<sup>th</sup> Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Ballot form at the Annual General Meeting venue for the resolutions proposed in the notice of Twenty Ninth Annual General Meeting of the Members of the Company held on 5<sup>th</sup> August, 2016. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 29<sup>th</sup> Annual General Meeting of the Company, based on the report provided by Karvy Computershare Private Limited the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for four days from 1<sup>st</sup> August, 2016 (10.00 A.M. IST) till 4<sup>th</sup> August, 2016 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The members holding Equity Shares as on the "cut-off date" i.e. 29<sup>th</sup> July, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 29<sup>th</sup> Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Ballot forms which are invalid.

The Ballot forms received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Ballot forms which were incomplete, unsigned and wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 4<sup>th</sup> August, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 5<sup>th</sup> August, 2016, in presence of Mr. Ganesh Hegde and Mr. Sharan Kumar S., who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter the details containing inter *alia*, the list of the members, who voted "for" or "against" on each of the resolutions that were put to vote, were derived from the Ballot forms as received and the report generated from the e-voting website of Karvy Computershare Private Limited i.e. [www.evoting.karvy.com](http://www.evoting.karvy.com) and based on such reports,

- a. 42 members have cast their votes through remote e-voting.
- b. 26 members have cast their votes through Ballot form at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and ballot form are as under:

### ORDINARY BUSINESS:

#### Item No.1: Adoption of Accounts for the year ended March 31, 2016:

##### Ordinary Resolution:

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	38	9677988	20	5490	58	9683478	99.999
Dissent	1	5	1	1	2	6	0.001
Total	39	9677993	21	5491	60	9683484	100
Abstained/ Invalid	3	2169	5	1624	8	3793	NA

**Item No. 2: Re-Appointment of Mr. Ramesh Ramadurai, who retires by rotation:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	31	9668689	20	5490	51	9674179	99.882
Dissent	10	11393	1	1	11	11394	0.118
Total	41	9680082	21	5491	62	9685573	100
Abstained/ Invalid	1	80	5	1624	6	1704	NA

**Item No. 3: Appointment of Messrs BSR & CO. LLP, Chartered Accountants, Bengaluru (ICAI Firm Registration No. 101248W/W-100022), as Auditors for a period Five (5) Years and fixing their Remuneration:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	41	9680082	20	5490	61	9685572	99.999
Dissent	0	0	1	1	1	1	0.001
Total	41	9680082	21	5491	62	9685573	100
Abstained/ Invalid	1	80	5	1624	6	1704	NA

**SPECIAL BUSINESS:**

**Item No. 4: Appointment of Ms. Radhika Rajan as an Independent Director:**


**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	41	9680082	19	5487	60	9685569	99.999
Dissent	0	0	1	1	1	1	0.001
Total	41	9680082	20	5488	61	9685570	100
Abstained/ Invalid	1	80	6	1627	7	1707	NA

**Item No. 5: Ratification of Remuneration payable to Messrs Rao, Murthy and Associates, Cost Auditors for the Financial Year ending 2016-17:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	41	9680082	20	5490	61	9685572	99.999
Dissent	0	0	1	1	1	1	0.001
Total	41	9680082	21	5491	62	9685573	100
Abstained/ Invalid	1	80	5	1624	6	1704	NA



**Item No. 6: Appointment of Ms. Debarati Sen as Director of the Company:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	40	9679986	19	5487	59	9685473	99.999
Dissent	1	96	1	1	2	97	0.001
Total	41	9680082	20	5488	61	9685570	100
Abstained/ Invalid	1	80	6	1627	7	1707	NA

**Item No. 7: Appointment of Ms. Debarati Sen as Managing Director of the Company:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	39	9679526	20	5490	59	9685016	99.994
Dissent	2	556	1	1	3	557	0.006
Total	41	9680082	21	5491	62	9685573	100
Abstained/ Invalid	1	80	5	1624	6	1704	NA

**Item No.8: Approval of estimated Material Related Party Transactions for the Year 2016-17 with 3M Company, USA:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	34	1228253	20	5490	54	1233743	99.794
Dissent	4	2554	1	1	5	2555	0.206
Total	38	1230807	21	5491	59	1236290	100
Abstained/ Invalid	4	8449355	5	1624	9	8450979	NA

**No.9: Payment of Remuneration by way of Commission to Non-Executive Directors of the Company for Five (5) Financial Years commencing from the Financial Year April 01, 2016:**

**Special Resolution:**

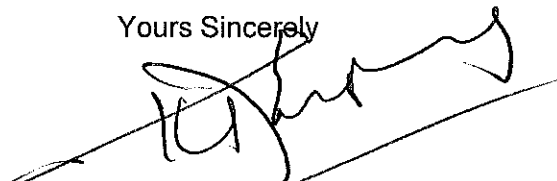
Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	39	9680076	20	5490	59	9685566	99.999
Dissent	2	6	1	1	3	7	0.001
Total	41	9680082	21	5491	62	9685573	100
Abstained/ Invalid	1	80	5	1624	6	1707	NA

Based on the foregoing, the resolution numbers from 01 to 09 may be deemed to have been **passed by requisite majority.**

All the relevant records relating to e-voting and Ballot form is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You

Yours Sincerely

  
Vijayakrishna KT  
Practising Company Secretary  
Membership No: 1788  
C. P. No: 980

Date: 06.08.2016

Witness:

  
1. Ganesh Hegde

  
2. Sharan Kumar S.

**VIJAYAKRISHNA K T**

BBM, LLB, FCS, ACMA

Company Secretary

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ktvijaykrishna@gmail.com

**Form No. MGT-13**

*[Pursuant to rule Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and administration) Rules, 2014]*

To  
Mr. Bharat. D. Shah  
Chairman  
29<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
3M India Limited  
Held on 5<sup>th</sup> August, 2016 at Bangalore

Dear Sir,

I, Vijayakrishna K T, Practising Company Secretary, Bangalore, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of 3M India Limited, held on 5<sup>th</sup> August, 2016, at Trinity Hall, Vivanta by Taj, 41/3, M. G. Road, Bengaluru – 560 001, submit my report as under:

1. After the time fixed for closing of the Poll by the Chairman, Ballot Box kept for polling was locked in my presence.
2. The locked Ballot Box was subsequently opened in my presence and poll papers were digitally scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll is as under:

**ORDINARY BUSINESS:**

**1. Adoption of Accounts for the year ended March 31, 2016:**

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
20	5490	99.982

ii. Voted in **against** the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
01	001	0.018

iii. Invalid votes:

No. of Ballots	No. of Votes cast
05	1624

**2. Re-Appointment of Mr. Ramesh Ramadurai, who retires by rotation:**

i. Voted in **favour** of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
20	5490	99.982

ii. Voted in **against** the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
01	001	0.018

iii. Invalid votes:

No. of Ballots	No. of Votes cast
05	1624

**3. Appointment of Messrs BSR & CO. LLP, Chartered Accountants, Bengaluru (ICAI Firm Registration No. 101248W/W-100022), as Auditors for a period Five (5) Years and fixing their Remuneration:**

i. Voted in **favour** of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
20	5490	99.982

ii. Voted in **against** the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
01	001	0.018

iii. Invalid votes:

No. of Ballots	No. of Votes cast
05	1624



**SPECIAL BUSINESS:**

**4. Appointment of Ms. Radhika Rajan as an Independent Director:**

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
19	5487	99.982

ii. Voted in **against** the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
01	01	0.018

iii. Invalid votes:

No. of Ballots	No. of Votes cast
06	1627

**5. Ratification of Remuneration payable to Messrs Rao, Murthy and Associates, Cost Auditors for the Financial Year ending 2016-17:**

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
20	5490	99.982

ii. Voted in **against** the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
01	01	0.018

iii. Invalid votes:

No. of Ballots	No. of Votes cast
05	1624

**6. Appointment of Ms. Debarati Sen as Director of the Company:**

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
19	5487	99.982

ii. Voted in **against** the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
01	01	0.018

iii. **Invalid votes:**

No. of Ballots	No. of Votes cast
06	1627

**7. Appointment of Ms. Debarati Sen as Managing Director of the Company:**

i. Voted in **favour** of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
20	5490	99.982

ii. Voted in **against** the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
01	01	0.018

iii. **Invalid votes:**

No. of Ballots	No. of Votes cast
05	1624

**8. Approval of estimated material related party transactions for the Year 2016-17 with 3M Company, USA:**

i. Voted in **favour** of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
20	5490	99.982

ii. Voted in **against** the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
01	01	0.018

iii. **Invalid votes:**

No. of Ballots	No. of Votes cast
05	1624



**9. Payment of Remuneration by way of Commission to Non-Executive Directors of the Company for Five (5) Financial Years commencing from the Financial Year April 01, 2016:**

i. Voted in favour of the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
20	5490	99.982

ii. Voted in **against** the resolution:

No. of Ballots	No. of Votes cast	% of total Valid Votes
01	01	0.018

iii. Invalid votes:

No. of Ballots	No. of Votes cast
05	1624

5. The Poll papers and all other records were sealed and handed over to the Company Secretary for safe keeping.

Yours faithfully,



Vijaya Krishna K T

Place: Bangalore  
Date: 6<sup>th</sup> August, 2016