

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

496/4, II Floor, 10th Cross
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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]

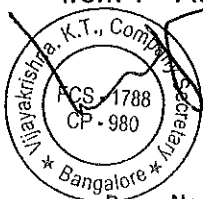
To
Mr. Bharat. D. Shah
Chairman
3M India Limited
Bangalore

Dear Sir,

I, Vijayakrishna KT, Company Secretary in Whole-Time Practice (FCS No 1788, CP No.980), having office at # 496/4, 2nd Floor, 10th 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 Insta Poll facility provided at the 30th Annual General Meeting held on 10th August, 2017, 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 Insta Poll facility at the Annual General Meeting venue for the resolutions proposed in the notice of 30th Annual General Meeting of the Members of the Company held on 10th August, 2017. 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 30th 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 and Insta Poll facility at the venue of the Meeting.

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 three days from 7th August, 2017 (9.00 A.M. IST) till 9th August, 2017 (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., 4th August, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 30th Annual General Meeting.

At the end of the e-voting period on 9th August, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 10th August, 2017 in the presence of Mr. Vinay Kadam and Mr. Ravi Bhat, 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 Insta Poll and the report generated from the e-voting website of Karvy Computershare Private Limited i.e. www.evoting.karvy.com and based on such reports,

- a. 42 members have cast their votes through remote e-voting.
- b. 53 members have cast their votes through Insta Poll facility at the Annual General Meeting.

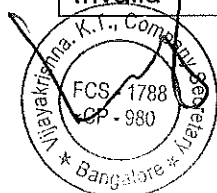
The brief analysis of the results of the remote e-voting and Insta Poll is as under:

ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the financial year ended 31st March, 2017:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	42	9736285	53	6992	95	9743277	100
Dissent	0	0	0	0	0	0	0
Total	42	9736285	53	6992	95	9743277	100
Abstained/ Invalid	0	0	0	0	0	0	NA



Item No. 2: Re-appointment of Mr. Amit Laroya (DIN: 00098933), who retires by rotation:

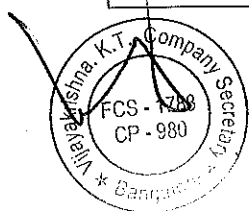
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	25	9658864	53	6992	78	9665856	99.205
Dissent	17	77421	0	0	17	77421	0.795
Total	42	9736285	53	6992	95	9743277	100
Abstained/ Invalid	0	0	0	0	0	0	NA

Item No. 3: Ratification of the Appointment of Statutory Auditors of the Company, Messrs BSR & Co. LLP, Chartered Accountants, Bengaluru (ICAI Firm Registration No. 101248w/w-100022) and to fix their remuneration:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	42	9736285	53	6992	95	9743277	100
Dissent	0	0	0	0	0	0	0
Total	42	9736285	53	6992	95	9743277	100
Abstained/ Invalid	0	0	0	0	0	0	NA



SPECIAL BUSINESS:

Item No. 4: Appointment of Mr. Jong Ho Lee (DIN: 06720950) as Director (DIN: 02787785) as Director:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	42	9736285	53	6992	95	9743277	100
Dissent	0	0	0	0	0	0	0
Total	42	9736285	53	6992	95	9743277	100
Abstained/ Invalid	0	0	0	0	0	0	NA

Item No.5: Re-appointment of Mr. B.V Shankaranarayana Rao (DIN: 00044840) as Whole-time Director from April 1, 2017 to May 13, 2020:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	9736021	53	6992	94	9743013	99.997
Dissent	1	264	0	0	1	264	0.003
Total	42	9736285	53	6992	95	9743277	100
Abstained/ Invalid	0	0	0	0	0	0	NA

Item No. 6: Ratification of Remuneration payable to Messrs. Rao, Murthy and Associates, Cost Auditors for the Financial Year ending 2017-18:

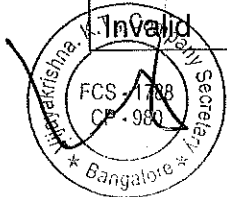
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	42	9736285	53	6992	95	9743277	100
Dissent	0	0	0	0	0	0	0
Total	42	9736285	53	6992	95	9743277	100
Abstained/ Invalid	0	0	0	0	0	0	NA

Item No.7: Approval of Material Related Party Transactions beyond the approval granted:*

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	1287103	53	6992	92	1294095	99.970
Dissent	2	380	0	0	2	380	0.030
Total	41	1287483	53	6992	94	1294475	100
Abstained/ Invalid	1	8448802	0	0	1	8448802	NA



Item No.8: Approval of Estimated Material Related Party Transactions for three financial years from April 1, 2017 to March 31, 2020:*

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	1287256	53	6992	93	1294248	99.982
Dissent	1	227	0	0	1	227	0.018
Total	41	1287483	53	6992	94	1294475	100
Abstained/ Invalid	1	8448802	0	0	1	8448802	NA

* Note: Pursuant to provisions of the Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 3M Company, USA being a Related Party, abstained from voting for the Item No.s 7 and 8.

Based on the foregoing, the resolution numbers from 01 to 08 may be deemed to have been passed by requisite majority.

Thanking You.

Yours Sincerely



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

Date: 11.08.2017

Place: Bangalore

Witness:

1. Vinay Kadam

2. Ravi Bhat

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080, INDIA
Tel : +91 80 23610847, 41231106
e-mail : vijaykt@vjkt.in
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

30th Annual General Meeting of the Equity Shareholders of

3M India Limited

Held on 10th August, 2017 at Trinity Hall, Vivanta by Taj

41/3, M.G. Road,

Bangalore – 560 001

Dear Sir,

I, Vijayakrishna KT, Practising Company Secretary, Bangalore, appointed as Scrutinizer for the purpose of the Insta Poll taken on the below mentioned resolutions at the 30th Annual General Meeting of the Equity Shareholders of 3M India Limited, held on 10th August, 2017, at Trinity Hall, Vivanta by Taj, 41/3, M.G. Road, Bangalore – 560 001, submit my report as under:

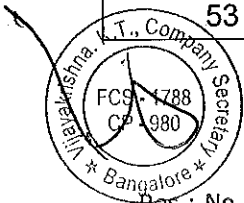
1. After the time fixed for closing of the Poll by Chairman, Insta Poll i.e. electronic mode, facility was extended in my presence.
2. The results of the Insta Poll is as under:

ORDINARY BUSINESS:

**1. Adoption of Financial Statements for the financial year ended 31st March, 2017
(Ordinary Resolution):**

- i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
53	6992	100.00



ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
NA	NA	NA

iii. Invalid votes:

No. of Persons voted	No. of Votes cast
NA	NA

2. Re-appointment of Mr. Amit Laroya (DIN: 00098933), who retires by rotation (Ordinary Resolution):

i. Voted in favour of the resolution:

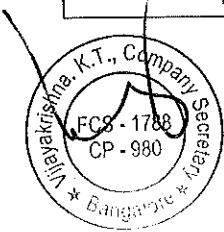
No. of Persons voted	No. of Votes cast	% of total Valid Votes
53	6992	100.00

ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
NA	NA	NA

iii. Invalid votes:

No. of Persons voted	No. of Votes cast
NA	NA



3. Ratification of the Appointment of Statutory Auditors of the Company (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
53	6992	100.00

ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
NA	NA	NA

iii. Invalid votes:

No. of Persons voted	No. of Votes cast
NA	NA

SPECIAL BUSINESS:

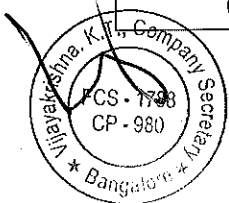
4. Appointment of Mr. Jong Ho Lee (DIN: 06720950) as Director (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
53	6992	100.00

ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
0	0	NA



iii. Invalid votes:

No. of Persons voted	No. of Votes cast
0	0

5. Re-appointment of Mr. B.V Shankaranarayana Rao (DIN: 00044840) as Whole-time Director from April 1, 2017 to May 13, 2020 (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
53	6992	100.00

ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
NA	NA	NA

iii. Invalid votes:

No. of Persons voted	No. of Votes cast
NA	NA

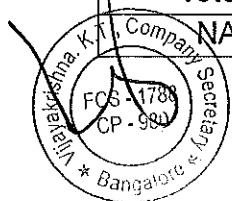
6. Ratification of Remuneration payable to Messrs Rao, Murthy and Associates, Cost Auditors for the Financial Year ending 2017-18 (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
53	6992	100.00

ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
NA	NA	NA



iii. Invalid votes:

No. of Persons voted	No. of Votes cast
NA	NA

7. Approval of Material Related Party Transactions beyond the approval granted (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
53	6992	100.00

ii. Voted **against** the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
NA	NA	NA

iii. Invalid votes:

No. of Persons voted	No. of Votes cast
NA	NA

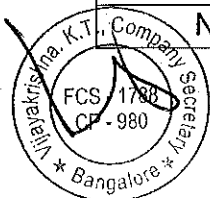
8. Approval of Estimated Related Party Transactions for three financial years from April 1, 2017 to March 31, 2020 (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
53	6992	100.00

ii. Voted **against** the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
NA	NA	NA



iii. Invalid votes:

No. of Persons voted	No. of Votes cast
NA	NA

All records were sealed and handed over to the Company Secretary for safe keeping.

Place: Bangalore
Date: 11.08.2017

Yours faithfully,

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

