

3M INDIA LIMITED
CIN: L31300KA1987PLC013543
Registered Office: Plot Nos. 48-51, Electronic City, Hosur Road, Bengaluru – 560100
Phone: 080-22231414, Fax: 080-2223 1450, email id: vsrinivasan@mmm.com, website:
www.3m.com/in

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013, (“**Act**”) read with the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard 2 (“**SS-2**”), Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws and regulations, if any, the resolution as appended below is proposed to be passed by the members through Postal Ballot (including through electronic voting).

The Board of Directors of the Company (“**the Board**”) has at its meeting held on May 30, 2018 approved the acquisition by the Company of 100 per cent of the equity share capital of 3M Electro & Communication India Private Limited from the related parties of the Company, being 3M Company, USA and 3M International Group B.V., for an aggregate share purchase consideration not exceeding INR 590 crores, subject to the approval of the members of the Company.

Pursuant to Section 188(1) (b) read with the first proviso to Section 188(1) of the Act, Regulation 23 of the Listing Regulations and other applicable legal provisions, it is mandatory to obtain the consent of the members of the company by way of an ordinary resolution for the proposed related party transaction. Accordingly, the Company is seeking your consent for the aforementioned proposal by way of the resolution appended below.

The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the resolution at the Postal Ballot notice (“**Notice**”) is annexed hereto.

The Board has at its meeting held on May 30, 2018 appointed Mr. Vijayakrishna K.T, Practising Company Secretary, C.P. No. 980, Membership No. FCS: 1788, as a Scrutinizer for conducting and scrutinizing the postal ballot and e-voting process in a fair and transparent manner. Mr. Vijayakrishna K.T has consented to act as Scrutiniser for this Postal Ballot Process. The Company has engaged the services of Karvy Computershare Private Limited (“**Karvy**”) to provide e-voting facility to the members.

As required under Rule 20(3) (v) and Rule 22(3) of the Rules and SS-2, advertisement relating to dispatch of Notice and Postal Ballot Forms will be published in the newspapers specifying the relevant matters therein.

The members are requested to consider and, if thought fit, pass the following resolution:

SPECIAL BUSINESS:

APPROVE INVESTMENT IN THE EQUITY SHARE CAPITAL OF 3M ELECTRO & COMMUNICATION INDIA PRIVATE LIMITED

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to and in accordance with Section 188 of the Companies Act, 2013, as amended (the “**Act**”), read with the Companies (Meetings of the Board and its Powers) Rules, 2014 made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations 2015 (the “**Listing Regulations**”), as amended, other applicable statutory and regulatory provisions, if any, and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the acquisition by the Company of the entire issued and paid up share capital of 3M Electro & Communication India Private Limited (“**3M E&C**”), from the current shareholders of 3M E&C and related parties of the Company, 3M Company, USA and 3M International Group B.V., Netherlands for an aggregate share purchase consideration not exceeding INR 590 crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the whole-time Directors of the Company be and are hereby jointly authorised to negotiate and decide, from time to time, terms and conditions of the proposed transaction, to execute such documents, deeds, writings, papers and / or agreements as may be required, including a share purchase agreement to be entered into by the Company with 3M Company and 3M International Group B.V., and filings required to be submitted in Form FC-TRS together with supporting documentation thereto, and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard, and to delegate all or any of the aforementioned powers to any officer(s) or authorized representative(s) of the Company in furtherance of the foregoing.”

By order of the Board

V.Srinivasan
Company Secretary & Compliance Officer
ACS-16430

Registered Office:

Plot Nos. 48-51,
Electronic City,
Hosur Road,
Bengaluru – 560100

Place: Bengaluru

Date: June 21, 2018

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with rules framed thereunder, setting out the material facts and reasons for the proposed resolution is annexed hereto.
2. Members have option to vote either by means of physical Postal Ballot form or through e-voting.
3. Shareholders holding equity shares shall have one vote per share as shown against their holding.
4. The Board of Directors has appointed Mr. Vijayakrishna, Practising Company Secretary, C.P. No. 980, Membership No. FCS: 1788 as a Scrutinizer to conduct the Postal Ballot and electronic voting process in a fair and transparent manner.
5. Postal Ballot Notice along with the Postal Ballot Form is being sent to the members whose names appear in the register of members / list of beneficial owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on Friday, June 22, 2018 (“**Cut-Off Date**”).

6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner as on the Cut-Off Date i.e. Friday, June 22, 2018. Only those members whose names are recorded in the register of members / list of beneficial owners as received from the NSDL and CDSL as on the Cut-Off Date will be entitled to cast their votes by Postal Ballot (including e-voting). A person who is not a member of the Company on the Cut-Off Date should treat this notice as for information purpose only.
7. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copy of the Notice is being sent by registered post or speed post along with a self-addressed postage pre-paid envelope.
8. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form attached to the e-mail or from the web link: <https://evoting.karvy.com> or from the "Investor Section" on the Company's website: www.3m.com/in where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST), Tuesday, July 26, 2018.
9. Resolution passed by the members through Postal Ballot Form including voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
10. Pursuant to the provisions of Section 108 and 110 of the Act read with Rules and in terms of Regulation 44 of the Listing Regulations, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of Karvy as the Authorised Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are given at Sl. No. 19(B).
11. The members can opt for only one mode of voting, i.e., either by Postal Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
12. The member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
13. The e-voting period commences on Wednesday, June 27, 2018 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on Tuesday, July 26, 2018. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the Cut-Off Date, that is, Friday, June 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.
14. The Scrutinizer will submit his report to the Chairman or Managing Director or Whole-time Director or Company Secretary of the Company or any other duly authorized person of the Company after completion of the scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or any other duly authorized person of the Company on Wednesday, July 27, 2018 at the Registered and Corporate Office and communicated to the stock exchanges, depository, registrar and share transfer agent and shall also be displayed on the Company's website, www.3m.com/in and on the website of Karvy i.e. <https://evoting.karvy.com>.

15. The resolution, if approved, shall be deemed to have been passed on the last date of voting and last date for receipt of Postal Ballot Forms, i.e. Tuesday, July 26, 2018.
16. Relevant documents referred to in the Notice and the Explanatory Statement are available for inspection by the members at Company's Registered and Corporate office on all working days (except Saturdays, Sundays and public holidays), during business hours, from the date of dispatch of the Notice till Tuesday, July 26, 2018.
17. In case of any query/grievance with respect to voting by postal ballot including voting through electronic means, please visit Help & FAQ's section available at Karvy's website: <https://evoting.karvy.com> or send e-mail to vsrinivasan@mmm.com or call Karvy on toll free number 1800 3454 001 for any further clarifications.
18. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
19. The instructions for Members for voting are as under:-
 - A) Voting through physical Postal Ballot Form:**
 - i) A shareholder desiring to exercise vote by Postal Ballot may complete the attached Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However, envelopes containing Postal Ballot, if sent by any other mode, at the expense of the registered Members/Shareholders will also be accepted.
 - ii) *Voting Rights:* Shareholders as on the Cut-Off Date, holding equity shares shall have one vote per share as shown against their holding.
 - iii) The self-addressed envelope contains the address of the scrutinizer appointed by the Board.
 - iv) The Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
 - v) Unsigned / incomplete Postal Ballot Forms will be rejected.
 - vi) Duly signed Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM (IST) on Tuesday, July 26, 2018. All Postal Ballot Forms received after this date will be strictly treated as if reply from such shareholder has not been received and no voting whether by Postal Ballot or by electronic means shall be allowed beyond the said date.
 - vii) A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at Point No. (vi) (Above this point).
 - viii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
 - ix) In case of shares held by companies, trusts, societies etc. the duly filled in Postal Ballot Form should be accompanied by a certified true copy of the appropriate resolution.

x) In case of the Postal Ballot Form is signed by the holder of power of attorney, with reference to the power of attorney registered with the Company, the same should be mentioned in the Postal Ballot Form. In case a Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the Postal Ballot Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.

xi) Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

B) Remote e-voting facility:

In pursuance of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Act and Rule 20 of the Rules, the Company is pleased to offer e-voting facility as an alternative, for its Shareholders to enable them to cast their vote electronically instead of dispatching physical Postal Ballot Form. The instructions and other information for Members relating to remote e-voting are as under:

i) **In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s):

a) Launch internet browser by typing the URL: <https://evoting.karvy.com>

b) Enter the login credentials (i.e. User ID and password), which are provided in the Postal Ballot Form. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.

c) After entering these details appropriately, click on “LOGIN”.

d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

e) You need to login again with the new credentials.

f) On successful login, the system will prompt you to select the E-Voting Event Number for 3M India Limited.

g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.

h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

i) You may then cast your vote by selecting an appropriate option and click on “Submit”.

j) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution.

k) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: vijaykt@vjkt.in. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”

ii) In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

a) User ID and initial password, which are provided in the Postal Ballot Form;

b) Please follow all steps from Sr. No. (a) to (k) as mentioned in above, to cast your vote.

iii) Once the vote on the resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

C) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> or contact Mr. Rajeev Kumar (Unit: 3M India Limited) at Karvy Computershare Private Limited, Karvy Selenium Tower, B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 or at einward.ris@karvy.com or phone no. 040 – 6716 1524 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.

D) Mr. Vijayakrishna K.T, Practicing Company Secretary, C.P. No.980, Membership No. FCS: 1788 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

E) The Scrutinizer will submit his report to the Chairman or Managing Director or Whole-time Director or Company Secretary of the Company or any other duly authorized person of the Company as authorized by the Chairman after completion of the scrutiny of the Postal Ballot Forms and E-Voting.

F) The results of the voting by Postal Ballot and E-Voting shall be announced by the Chairman or any other authorized Director or Company Secretary of the Company on Wednesday, July 27, 2018 at the Registered and Corporate Offices of the Company. The Resolution, if passed by requisite majority, shall be deemed to have been passed on Tuesday, July 26, 2018, being the last date for receipt of Postal Ballot Forms and votes through e-voting. The Results, along with the Scrutinizer’s Report, shall be displayed on the Notice Boards of the Company at its Registered Office and at the Corporate Office at Bengaluru, on the Company’s website www.3m.com/in and on the website of Karvy: <https://evoting.karvy.com>. The same shall also be communicated to the Stock Exchanges and the Depositories.

G) Members are requested to quote their Folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent viz. M/s. Karvy Computershare Pvt. Ltd.

H) Pursuant to the SEBI Circular No. MIRSD/ DPS III/Cir-01/07 dated January 22, 2007 the Company has designated an exclusive e-mail ID vsrinivasan@mmm.com on which the investors would be able to register their complaints, if any.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

The following Explanatory Statement is furnished in respect of Special Business of the Postal Ballot Notice:

3M Electro & Communication India Private Limited (“**3M E&C**”) is engaged in manufacturing and sales of several product lines associated with sunrise sectors such as power distribution, electronics and electronics manufacturing, areas seen as critical for infrastructure growth and overall development of the Indian economy.

Particulars	Rs. in Lakhs	
	March 31, 2017 (Audited)	March 31, 2016 (Audited)
Total Income	23,822.55	20,694.50
Total expenses	20,809.22	18,406.56
Profit Before Tax	3,013.33	2,287.94
Tax expense	729.79	781.75
Profit for the year	2,283.54	1,506.18
Total Comprehensive income for the year	2,252.18	1,507.56
Equity share capital	50.00	50.00
Reserves & Surplus	9,187.83	6,935.65
Earnings per share(Rs.)	456.71	310.24

The Sales was ~Rs. 191 crores, Profit Before tax was ~Rs. 39 crores (as per unaudited financial results for the financial year ending 2017-18).

3M E&C is a part of the 3M group of companies (“**3M Group**”), of which 3M Company, USA (“**3M Company**”) is the ultimate holding company. 3M Company is a diversified technology company with a global presence in the following businesses: Industrial; Safety and Graphics; Electronics and Energy; Health Care; and Consumer. The 3M Group is among the leading manufacturers of products for many of the markets it serves. Most 3M products involve expertise in technology, product development, manufacturing and marketing, and are subject to competition from products manufactured and sold by other technologically oriented companies.

3M Company, USA holds 49 per cent of the total issued share capital of 3M E&C, and the balance 51 per cent of 3M E&C’s share capital is held by 3M International Group B.V, Netherland (“**3M IG**”), a private limited liability company incorporated under the laws of the Netherlands that is an indirect wholly owned subsidiary of 3M Company. Accordingly, 3M Company directly and indirectly owns and controls the entire share capital of 3M E&C.

The Company has received a non-binding letter of offer dated May 28, 2018 from 3M Company and 3M IG, whereby 3M Company and 3M IG have offered to sell all the shares held by them in 3M E&C to the Company (the “**Proposed Transaction**”), pursuant to which 3M E&C would become a wholly owned subsidiary of the Company. The management of the Company is of the view that the business carried out by 3M E&C would complement the existing businesses of the

Company, and that there is a strong business case for an acquisition by the Company of the entire share capital of 3M E&C.

The Company has received a valuation report dated March 12, 2018 issued by Bansi Mehta & Co., Chartered Accountants, Mumbai, certifying that the fair value for the shares of 3M E&C is INR 11,816 per share, which amounts to INR 590 crores for 100 per cent of the issued and paid up share capital of 3M E&C. As part of a global sale by the 3M Group of its communication markets division to Corning Inc., USA that was announced by 3M Company on December 11, 2017. 3M E&C will be entering into asset transfer agreements with subsidiaries of Corning Inc., whereby certain assets of 3M E&C relating exclusively to the communication markets division of the 3M Group would be transferred to such subsidiaries of Corning Inc. The global sale of the communication markets division, and aforementioned sale of assets by 3M E&C, was completed on June 1, 2018, and the valuation report received by the Company takes into account this proposed sale of assets by 3M E&C and its impact on the fair value of the shares of 3M E&C.

3M Company and 3M IG are “related parties” of the Company as defined under the Act and for the purposes of the Listing Regulations. As the consideration for the Proposed Transaction, which is based on the fair value of the shares as certified by an independent valuer, would exceed the thresholds prescribed under Section 188(1)(b) of the Act and the explanation to Regulation 23(1) of the Listing Regulations, approval of the members is being sought for the Proposed Transaction in accordance with the first proviso to Section 188(1) of the Act and Regulation 23(4) of the Listing Regulations by way of an Ordinary Resolution.

Particulars	Information
Name of the related parties	3M Company, USA 3M International Group, B.V., the Netherlands
Nature of relationship to the Company	3M Company is the holding company of the Company, holding approximately 75 per cent equity stake in the Company. 3M International Group B.V. is an indirect wholly owned subsidiary of 3M Company, and is a fellow subsidiary of the Company
Particulars of the proposed related party transaction	Acquisition by the Company of 500,000 equity shares of 3M Electro & Communication India Private Limited, amounting to 100 per cent. of its issued and paid up share capital, from the existing shareholders, 3M Company and 3M International Group B.V., on arm’s length terms for an aggregate consideration not exceeding INR 590 crores. The transaction is proposed to be completed upon and subject to receipt of approval from the members of the Company.
Whether the transactions have been approved by the Audit Committee	Yes, the Audit Committee has at its meeting held on May 30, 2018 considered and approved the terms of the proposed transaction, and recommended it to the Board for approval. The Board has at its meeting held on May 30, 2018 granted its approval for the proposed transaction, subject to approval from the members of the Company.
Any other information relevant or important for the members	As part of a global sale by the 3M Group of its communication markets division to Corning Inc., USA that was announced by 3M Company on December 11, 2017, 3M

to take a decision on the proposed transaction	E&C will be entering into asset transfer agreements with subsidiaries of Corning Inc., whereby certain assets of 3M E&C relating exclusively to the communication markets division of the 3M Group would be transferred to such subsidiaries of Corning Inc. The global sale of the communication markets division, and aforementioned sale of assets by 3M E&C was completed on June 1, 2018, and the valuation report received by the Company takes into account this proposed sale of assets by 3M E&C and its impact on the fair value of the shares of 3M E&C.
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In light of the above, the Board recommends the Ordinary Resolution set forth in the Notice for the approval of the Members for the Proposed Transaction in terms of Regulation 23 of the Listing Regulations and Section 188 of the Act and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

As per the provisions of Listing Regulations and the Act, all entities falling under the definition of related parties shall abstain from voting on the Resolution and accordingly, 3M Company, USA and other related parties will not vote on the resolution set forth in the Notice.

None of the Directors or Key Managerial Personnel of the Company except Mr. Albert C Wang, Mr. Jong-Ho Lee, Mr. Ramesh Ramadurai, Ms. Debarati Sen, Mr. Amit Laroya and Mr. B.V. Shankaranarayana Rao (being Nominees of 3M Company, USA on the Board of the Company) and their relatives may be deemed to be concerned or interested, directly or indirectly, in this Resolution.

By order of the Board

V.Srinivasan
Company Secretary & Compliance Officer
ACS-16430

Registered Office:
Plot Nos. 48-51,
Electronic City,
Hosur Road,
Bengaluru – 560100

Place: Bengaluru
Date: June 21, 2018

3M INDIA LIMITED
 CIN: L31300KA1987PLC013543
 Registered Office: Plot Nos. 48-51, Electronic City, Hosur Road, Bengaluru – 560100
 Phone: 080-22231414, Fax: 080-2223 1450, email id: vsrinivasan@mmm.com, website: www.3m.com/in

POSTAL BALLOT FORM

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015).

Serial No. : _____

Name and Registered Address of the sole/first
 Named Member :

Name(s) of the Joint Member(s), if any :

Registered Folio No. /DP Id No. / Client id No. :

Number of Equity Shares held :

Class of Share : Equity

I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the special business stated in the Notice of Postal Ballot dated June 21, 2018 circulated by the Company, by conveying my/our assent or dissent to the Resolution enumerated below by placing a tick (✓) mark in the appropriate column below:

Description	No. of shares held by me	I assent to the Resolution	I dissent from the Resolution
Ordinary Resolution:			
APPROVE INVESTMENT IN THE EQUITY SHARE CAPITAL OF 3M ELECTRO & COMMUNICATION INDIA PRIVATE LIMITED			

 (Signature of the Member/Authorised Representatives)

Place :

Date :

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Electronic Voting Particulars

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Please refer Notice for instructions on remote e voting.

E-voting facility is available during the following voting period

Commencement of remote e-voting	End of remote E-voting
Wednesday, June 27, 2018 (from 9.00 am)	Tuesday, July 26, 2018 (up to 5.00 PM)

Notes

- i. Please read the instructions carefully before filling this Postal Ballot Form and exercising your vote by post or electronic means.
- ii. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice annexed herewith.
- iii. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Tuesday, July 26, 2018 up to 5:00 p.m.
- iv. If the voting rights are exercised electronically; there is no need to use this Postal Ballot Form.

INSTRUCTIONS

1. A Member desiring to exercise his / her vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier, at the expenses of the Member, will also be accepted.
2. A Member may opt to vote by electronic means as per the instructions for voting through electronic means provided in the Postal Ballot Notice annexed herewith.
3. Instructions provided in the Postal Ballot Notice annexed herewith on voting by means of Postal Ballot and voting through electronic means shall be followed.
4. There shall be one Postal Ballot for every Folio/DP ID-Client ID irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s)/beneficial owner(s) as on Friday, June 22, 2018, being the cut-off date.
5. The Postal Ballot Form should be duly completed and signed by the Member. In case of joint holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and failing him, by the next named Member and so on. Postal Ballot Forms which have not been signed by or on behalf of a Member or Postal Ballot Forms containing signatures which do not match the specimen signatures with the Company shall be considered invalid.
6. In case of shares held by companies, trusts, societies or other bodies corporate, the duly completed Postal Ballot Form should be signed by the authorized signatory whose signature is already registered with the Company. In such cases, a certified true copy of the Board Resolution/Authority should also accompany the duly completed Postal Ballot Form. Postal Ballot Forms, signed in a representative capacity, unaccompanied by a certified copy of the relevant specific authority shall be considered invalid.
7. A Member may sign the Postal Ballot Form through an attorney appointed specifically for the purpose, in which case an attested true copy of Power of Attorney should be attached to the Postal Ballot Form.
8. The votes should be cast either in favour of or against the resolution by putting a tick (P) mark in the column provided for "assent" or "dissent". Postal Ballot Forms in which neither "assent" nor "dissent" is mentioned or Postal Ballot Forms bearing tick (v) marks in both the columns of "assent" and "dissent", making it impossible to determine without any doubt the assent or dissent of the Member, shall be considered invalid.
9. Duly completed Postal Ballot Forms should be received by the Scrutinizer not later than 5.00 p.m. on Tuesday, July 26, 2018. Postal Ballot Forms received after this date shall be considered invalid and treated as if no reply from the Member has been received.
10. A Member may request for a duplicate Postal Ballot Form, if required, by writing to the Registrar and Share Transfer Agents, namely Karvy Computershare Private Limited having its office at Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032 or by sending an email to einward.ris@karvy.com. Duly filled in and signed duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in serial no. (9) above.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the vote(s) exercised by means of Postal Ballot, including voting through electronic means shall be final and binding.
12. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.