

3M India Limited  
CIN: L31300KA1987PLC013543

Concorde Block, UB City  
24, Vittal Mallya Road,  
Bangalore - 560 001  
Phone: 080-6659 5455  
Fax: 080-2223 1450  
Website: [www.3m.com/in](http://www.3m.com/in)  
E-Mail: [vsrinivasan@mmm.com](mailto:vsrinivasan@mmm.com)

**3M**

January 14, 2015

✓ The Corporate Relationship Department  
Bombay Stock Exchange Limited,  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building  
P.J. Towers, Dalal Street, Fort  
Mumbai - 400 001

Scrip Code - 523395

✓ The Secretary  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra - Kurla Complex  
Bandra (E), Mumbai - 400 051

Scrip Code - 3MIndia

Dear Sir/s,

**Re: COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT FOR THE QUARTER ENDING DECEMBER 31, 2014.**

We furnish the following report on the quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing agreement for the quarter ending December 31, 2014.

Name of the Company : 3M INDIA LIMITED

Compliance officer : Mr. V.SRINIVASAN  
Company Secretary

Particulars	Clause of Listing Agreement	Compliance status	Remarks
<b>II. Board of Directors</b>	<b>49 II</b>		
A) Composition of Board	49 (II A)	Yes	Reported in the Annual Report for the year 2013-14.
B) Independent Directors	49 (II B)	Yes	At present the Board has 3 IDs, 2 IDs have already served as Independent Directors for 5 years or more in the Company. One ID was appointed at the Board Meeting held on August 1, 2014, effective from August 5, 2014 for a period of 5 years subject to the approval by the shareholders. Follow up action is underway for compliance under Companies Act, 2013.



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			<p>The Company has already issued a formal letter of appointment to one of the IDs who has been appointed as ID at the Board Meeting held on August 1, 2014, effective from August 5, 2014. Follow up action is underway for compliance under Companies Act, 2013.</p> <p>The Company has already constituted Nomination Committee and follow up action is underway on the evaluation criteria for the performance evaluation of IDs.</p> <p>A separate Meeting of the IDs will be held on or before March 31, 2015.</p>
C) Non-executive Directors' compensation & disclosures	49 (II C)	YES	Reported in the Annual Report for the year 2013-14.
D) Other provisions as to Board and Committees	49 (II D)	YES	
E) Code of Conduct	49 (II E)	YES	
F) Whistle Blower Policy	49(II F)	YES	Annual affirmation of compliance with the Code of Conduct by Board Members and Senior Management for the year 2013-14 obtained. Declaration to that effect made in the Annual Report for the year 2013-14.
<b>III. Audit Committee</b>	<b>49 III</b>		
A) Qualified & Independent Audit Committee	49 (III A)	YES	
B) Meeting of Audit Committee	49 (III B)	YES	

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C) Powers of Audit Committee	49 (III C)	YES	Reported in the Annual Report for the year 2013-14.
D) Role of Audit Committee	49 (III D)	YES	
E) Review of information by Audit Committee	49 (III E)	YES	
IV. Nomination & Remuneration Committee	49(IV)	YES	
V. Subsidiary Companies	49 (V)	Not Applicable	Not Applicable
VI. Risk Management	49(VI)	YES	The Company has a Risk Management Policy in place Sub Clause pertaining to formation of Risk Management Committee is not applicable to the Company as our Company does not fall in the top 100 listed companies by market capitalization as at the end of the immediate previous financial year.
VII. Related Party Transactions	49(VII)	YES	Follow up action is underway for the shareholders' approval for the material related party transactions, if any, at the General Meeting.
VIII. Disclosures	49 (VIII)		
(A) Related party Transactions	49 (VIII A)	YES	Reported in the Annual Report for the year 2013-14.
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	
(C) Remuneration of Directors	49 (VIII C)	YES	
(D) Management	49 (VIII D)	YES	
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from public issues, rights issue, preferential issues etc.,	49 (VIII F)	Not Applicable	Not Applicable
IX. CEO / CFO Certification	49 (IX)	YES	Complied

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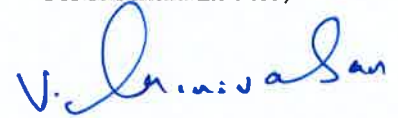
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X. Report on Corporate Governance	49 (X)	YES	Reported in the Annual Report for the year 2013-14.
XI. Compliance	49 (XI)	YES	Reported in the Annual Report for the year 2013-14.

Thanking you,

Yours faithfully,  
For 3M India Limited,



(V. Srinivasan)  
Company Secretary



Encl: as above

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