

ANNEXURE I

I. Composition of Board Directors						
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)
Ms. Debarati Sen		PAN= AHMPS5055J;DIN= 07521172	Executive	6/1/2016 up to May 31, 2021	5 years	1
Mr. Biren Gabbhawala		PAN= AACPG6021H; DIN= 03091772	Non-Executive; independent	August 5, 2014 upto August 4, 2019	5 years	2
Mr. Bharat Shah		PAN= AADPS4345K; DIN= 00136969	Chairperson; Non-Executive; independent	March 27, 2015 upto March 26, 2020	5 years	5
Mr. Albert C Wang		PAN= NA; DIN= 05234667	Non-Executive, Non Independent	12-Mar-12	NA	1
Ms. Radhika Rajan		PAN= AKDPR3238A; DIN = 00499485	Non-Executive; independent	May 27, 2016 up to May 26, 2021	5 years	2
Mr. Ramesh Ramadurai		PAN= AAMP9889E; DIN= 07109252	Non-Executive, Non Independent	27-Mar-15	NA	1
Mr. Manuel B Pardo		PAN= NA; DIN= 07125832	Non-Executive, Non Independent	27-Mar-15	NA	1
Mr. Amit Laroya		PAN= AAAPL8950A; DIN= 00098933	Non-Executive, Non Independent	October 1, 2013 upto May 31, 2016 as MD June 1, 2016- Non-Executive	NA	1
Mr. B.V. Shankaranarayana Rao		PAN= AEDPR3461F; DIN= 00044840	Executive	July 24, 2002 up to March 31, 2017	5 years from April 1, 2012	1

* PAN Number of any Director would not be displayed on the website of Stock exchange

& Category of Directors means Executive/Non-Executive/ Independent/ Nominee, if a Director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)§
Audit Committee	Mr. Biren Gabbhawala, Ms. Radhika Rajan Mr. Bharat D Shah and Mr. Manuel B Pardo	Non-Executive; Independent -Chairperson Non-Executive; Independent-Member Non-Executive; Independent -Member Non-Executive-Member
Stakeholder's Relationship Committee	Mr. Bharat D Shah, Mr. Biren Gabbhawala, Ms. Radhika Rajan and Ms. Debarati Sen	Non-Executive; Independent -Chairperson Non-Executive; Independent-Member Non-Executive; Independent -Member Executive-Member
Nomination and Remuneration Committee	Mr. Biren Gabbhawala, Mr. Bharat D Shah, Mr. Albert C Wang and Mr. Amit Laroya	Non-Executive; Independent-Chairperson Non-Executive; Independent - Member Non-Executive - Member Non-Executive - Member



Category of Directors means executive/non-executive/independent/Nominee, if a director fits into more than one category, write all categories separating them with hyphen			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
18-Nov-16	9-Feb-17	82 days	
IV. Meeting of Committees			
Date(s) of meeting of the Committee in the relevant year	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee= February 9, 2017 Stakeholders Relationship Committee = February 9, 2017 Nomination & Remuneration Committee= February 9, 2017 Independent Directors Meeting= February 8, 2017	Quorum is met-majority of the members were present	Audit Committee=November 18, 2016 Stakeholders Relationship Committee =November 18, 2016 Nomination & Remuneration Committee = May 26, 2016, and, Corporate Social Responsibility Committee = November 18, 2016	Audit Committee= 82 days Stakeholders Relationship= 82 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Whether prior approval of audit committee obtained	Subject	Compliance status (Yes / No / NA) refer note below	
Yes		Yes	
Whether shareholder approval obtained for material RPT		For the year 2016-17, shareholders approval has been obtained for the estimated Material RPTs with 3M Company, USA at the AGM held on August 5, 2016. Transactions for the period between April 1, 2016 to March 31, 2017 is attached	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit committee		Yes	
Note			
1. In the Column 'Compliance Status', compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the words "N.A." may be indicated.			
2. If Status is "No" details of non-compliance may be given here:			
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 -Yes			
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015			
a. Audit Committee -Yes			
b. Nomination & Remuneration Committee - Yes			
c. Stakeholders Relationship Committee - Yes			
d. Risk Management Committee (applicable to the top 100 listed entities)-NA to the Company			
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 -Yes			
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 -Yes			
5. This report and /or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:			

FOR 3M INDIA LIMITED San
 N. Srinivasan 12/14/2017
 V. SRINIVASAN
 COMPANY SECRETARY

(M)

Material Related Transactions with 3M Company USA
(Rs. In Crores)

Particulars	April - Jun 16	Jul- Sep 2016	Oct - Dec 2016	Jan - Mar 2017	Total
Purchase of Goods	74.55	78.35	61.88	78.32	293.10
Sale of Goods	0.56	2.94	0.94	0.01	4.46
Contract Research	5.33	5.64	5.79	5.28	22.03
Royalty	7.86	9.23	7.39	7.63	32.11
SSF	17.24	19.46	35.17	26.33	98.20
Purchase of Capital Goods	0.00	0.00			0.00
Recharge of Expenses Received	1.41	2.26	2.73	2.61	9.02
Recharge of Expenses Paid	0.00	0.00		0.53	0.53



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Annexure II - to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		www.3m.com/in	Compliance status (Yes/No/NA) refer note below
Item			
	Details of business		Yes
	Terms and conditions of appointment of independent directors		Yes
	Composition of various committees of board of directors		Yes
	Code of conduct of board of directors and senior management personnel		Yes
	Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
	Criteria of making payments to non-executive directors		Yes
	Policy on dealing with related party transactions		Yes
	Policy for determining 'material' subsidiaries		NA
	Details of familiarization programmes imparted to independent directors		Yes
	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
	email address for grievance redressal and other relevant details		Yes
	Financial results		Yes
	Shareholding pattern		Yes
	Details of agreements entered into with the media companies and/or their associates		NA
	New name and the old name of the listed entity		NA
II Annual Affirmations			
Particulars	Regulation Number		Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)		Yes
Board composition	17(1)		Yes
Meeting of Board of directors	17(2)		Yes
Review of Compliance Reports	17(3)		Yes
Plans for orderly succession for appointments	17(4)		Yes
Code of Conduct	17(5)		Yes
Fees/compensation	17(6)		Yes
Minimum Information	17(7)		Yes
Compliance Certificate	17(8)		Yes
Risk Assessment & Management	17(9)		Yes



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Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		NA

FOR 3M INDIA LIMITED
 V. Srinivasan
 COMPANY SECRETARY
 12/4/2017