

## ANNEXURE 1

| I. Composition of Board Directors |                                |                                    |  |  |         |  |   |  |  |
|-----------------------------------|--------------------------------|------------------------------------|--|--|---------|--|---|--|--|
| Sl. No.                           | Name of the Director (Mr./Ms.) | PAN & DIN                          | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) & | Date of Appointment in the current term/Resignation                                | Tenure* | No. of Directorships in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | No. of Memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of Post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |  |
| Ms.                               | Debarati Sen                   | PAN= AHMPS055J;<br>DIN= 07521172   | Executive  | 6/1/2016 up to May 31, 2021  | 5 years | 1  | Stakeholder Committee=1   | Nil  |  |
| Mr.                               | Biren Gabbawala                | PAN=AACP66021H;<br>DIN=03091772    | Non-Executive;<br>Independent  | August 5, 2014 upto August 4, 2019   | 5 years | 2  | Audit Committee=2;<br>Stakeholder Committee=2   | Audit Committee=2  |  |
| Mr.                               | Bharat Shah                    | PAN=AADPS4345K;<br>DIN=00136969    | Chairperson;<br>Non-Executive;<br>Independent                        | March 27, 2015 upto March 26, 2020   | 5 years | 5  | Audit Committee=5;<br>Stakeholder Committee=2   | Stakeholder Committee=1  |  |
| Mr.                               | Albert C Wang                  | PAN=NA;<br>DIN=05234667            | Non-Executive  | 12-Mar-12  | NA      | 1  | Nil   | Nil  |  |
| Ms.                               | Radhika Rajan                  | PAN= AKDPR3238A;<br>DIN = 00499485 | Non-Executive;<br>Independent  | May 27, 2016 up to May 26, 2021  | 5 years | 2  | Audit Committee=6;<br>Stakeholder Committee=2   | Nil  |  |
| Mr.                               | Ramesh Ramadurai               | PAN=AAAMP98889E;DI<br>N=07109252   | Non-Executive  | 27-Mar-15  | NA      | 1  | Nil   | Nil  |  |
| Mr.                               | Amit Laroya                    | PAN=AAAPL8950A;<br>DIN=00098933    | Non-Executive  | from October 1, 2013 to May 31, 2016- Executive; from June 1, 2016-Non-Executive   | NA      | 1  | Nil   | Nil  |  |
| Mr.                               | B.V. Shankaranarayana Rao      | PAN=AEDPR3461F;<br>DIN=00044840    | Executive  | July 24, 2002 up to March 31, 2017 re-appointed from April 1, 2017 to May 13, 2020 | NA      | 1  | Nil   | Nil  |  |
| Mr.                               | Jong Ho Lee                    | PAN= NA;<br>DIN=06720950           | Non- Executive   | From May 26, 2017  | NA      | 1  | Audit Committee=1   | Nil  |  |

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

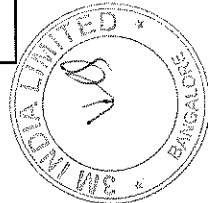
& Category of Directors means Executive/Non-Executive/ Independent/Nominee, if a Director fits into more than one category write all categories separating them with hyphen

\* 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.



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| Name of Committee  | Name of Committee members   | Category (Chairperson/Executive/Non-Executive/Independent/Nominee)  |
|--|---|---|
| Audit Committee  | Mr. Biren Gabhiawala,<br>Ms. Radhika Rajan<br>Mr. Bharat D Shah and<br>Mr. Jong Ho Lee (from May 26, 2017)  | Non-Executive/Independent - Chairperson<br>Non-Executive/Independent-Member<br>Non-Executive/Independent - Member<br>Non-Executive-Member |
| Stakeholder's Relationship Committee   | Mr. Bharat D Shah,<br>Mr. Biren Gabhiawala,<br>Ms. Radhika Rajan and<br>Ms. Debarati Sen  | Non-Executive/Independent - Chairperson<br>Non-Executive/Independent-Member<br>Non-Executive/Independent - Member<br>Executive-Member     |
| Nomination and Remuneration Committee  | Mr. Bharat D Shah,<br>Mr. Albert C Wang and<br>Mr. Amit Laroya  | Non-Executive/Independent-Chairperson<br>Non-Executive/Independent - Member<br>Non-Executive - Member                                     |
| Corporate Social Responsibility Committee  | Mr. Bharat Shah,<br>Mr. B.V. Shankaranarayana Rao and<br>Mr. Ramesh Ramadurai   | Executive - Member<br>Executive - Member<br>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   |   |   |
| Date(s) of Meeting (if any) in the previous quarter  | Date(s) of Meeting (if within the relevant quarter)   | Maximum gap between any two consecutive (in number of days)   |
| 26-May-17  | 9-Aug-17  | 74 days   |
| <b>IV. Meeting of Committees</b>   |   |   |
| Date(s) of meeting of the Committee in the relevant quarter  | Date (s) of meeting of the committee in the previous quarter  | Maximum gap between any two consecutive meetings in number of days*   |
|  | Audit Committee=May 25, 2017<br>Stakeholders Relationship Committee =May 26, 2017<br>Nomination & Remuneration Committee = May 25, 2017<br>Corporate Social Responsibility Committee = May 26, 2017 |   |
| Audit Committee- August 9, 2017<br>Stakeholders Relationship Committee = August 9, 2017  | Quorum is met-majority of the committee members were present  | Audit Committee- 75 days<br>Stakeholders Relationship-74 days   |
| * This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional   |   |   |
| <b>V. Related Party Transactions</b>   |   |   |
| Whether prior approval of audit committee obtained   | Subject   | Compliance status (Yes / No / NA) state date below  |
|  |   | Yes   |
| Whether shareholder approval obtained for material RPT   |   | Yes   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit committee   |   | Yes   |
| <p><b>Note</b></p> <p>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 "NA," may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here:</p>   |   |   |
| <b>VI. Affirmations</b>  |   |   |
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 - Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee - Yes</p> <p>b. Nomination &amp; Remuneration Committee- Yes</p> <p>c. Stakeholders Relationship Committee- Yes</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities)-NA to the Company</p> <p>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</p> <p>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</p> <p>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-Yes</p> |   |   |



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Related party Transactions

Actual transactions for the qtr ended 30.09.2017

| Particulars                       | Estimate for the year 2017/18 | Actual transactions(Q1) | Actual transactions(Q2) |
|-----------------------------------|-------------------------------|-------------------------|-------------------------|
| Sale of Goods                     | 45.3                          | 5.7                     | 3.7                     |
| Income from contract              |                               |                         |                         |
| Research                          | 28.6                          | 6.0                     | 5.7                     |
| Capital Goods                     |                               |                         |                         |
| Purchase less returns of goods    | 815.0                         | 185.9                   | 190.8                   |
| Royalty                           | 39.0                          | 8.0                     | 7.2                     |
| Recharge of Expenses invoiced out | 34.6                          | 8.0                     | 6.4                     |
| Recharge of Expenses invoiced in  | 6.2                           | 1.8                     | 1.7                     |
| Corporate Management Fees         | 116.7                         | 29.2                    | 20.5                    |
| Total                             | 1,085.4                       | 244.6                   | 286.0                   |



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**ANNEXURE III**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

| I Affirmations   |                                      |  |
|--|--------------------------------------|--|
| Broad heading  | Regulation Number                    | Compliance status<br>(Yes/No/NA)refer note below |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website   | 46(2)                                | Yes  |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes  |
| Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting   | 19(3)                                | Yes  |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes  |
| <p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p style="text-align: right;"><b>None</b></p> |                                      |  |



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