



*3M India Limited  
Plot No. 48 – 51  
Electronics City  
Hosur Road  
Bangalore – 561 100*

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED  
PRICE SENSITIVE INFORMATION PURSUANT TO REGULATION 8 OF THE SECURITIES  
AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING)  
REGULATIONS, 2015 AS AMENDED**

*Amended on February 12, 2019*

### Corporate Disclosure Policy:

As a part of the Corporate Governance policy, the Company is committed to protecting the interests of the investors by quick and timely dissemination of financial results and other information as well as by regulating trading in securities of the Company by Officers, Directors, connected persons etc., The Company believes in timely and adequate disclosure of price sensitive information only on a need to know basis and for legitimate purposes.

**“Unpublished Price Sensitive Information (UPSI)”** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following but excludes information relating events in accordance with the listing agreement:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel (KMP); and
- (vi) material events as specified in the Policy on Determining Materiality and Archival of Disclosures adopted pursuant to Regulation 30 of the SEBI(LODR) Regulations, 2015 as amended from time to time.

The Company Secretary is the Compliance Officer to administer the code of conduct and other requirements and the Managing Director is designated as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

**The Managing Director is responsible for Investor Relations** shall oversee and carry out disclosure of price sensitive information to Stock Exchanges, Analysts, Shareholders and media. He /She shall be responsible for ensuring that the Company complies with continues disclosure requirements.

### Disclosure of UPSI

The Compliance Officer in consultation with the Managing Director shall furnish UPSI to the stock exchanges. The UPSI shall be hosted in the website of the Company after the information is furnished to the Stock Exchanges. Disclosure / dissemination of information may be approved in advance by the Managing Director or the Compliance Officer as the case may be. If information is accidentally disclosed without prior approval, the person making such disclosure shall immediately inform the Managing Director, even if the information is not considered price sensitive. The Compliance Officer in consultation with the Managing Director shall respond to queries or requests from Stock Exchanges concerning market rumors. The Compliance Officer along with the Managing Director shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

### Sharing of UPSI for Legitimate Purpose

Directors and employees shall maintain strict confidentiality of business information and all UPSI of the Company.

**“Insider”** means any person who,

- (i) a connected person; or
- (ii) is in possession of or having access to unpublished price sensitive information.
- (iii) any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

The UPSI should not be communicated to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal

obligation and in ordinary course of business.

**“Legitimate purpose”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) (AMENDMENT) REGULATIONS, 2018.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations and not to trade in securities of the Company when in possession of UPSI and for the said purpose the Company shall execute agreement with such insider(s).

The Insider sharing the UPSI to others in furtherance of legitimate purposes, performance of duties or discharge of legal obligation and in ordinary course of business shall enter the following information on the digital database maintained by the Company pursuant to provisions of Regulation 3(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended:

1. Name of the Person sharing the information along with employee number.
2. Brief description of the nature of information shared.
3. Purpose of sharing the information.
4. Name, designation and organization of the Person to whom the information is shared.
5. PAN or any other identifier authorized by law of the Person to whom the information is shared.
6. Date and time of sharing the information.

Only public information shall be provided to the analyst / research persons / large investors like institutions. Alternatively, the information so given should be simultaneously made public at the earliest.

In order to avoid misquoting or misrepresentation, the Compliance Officer and one other representative of the Company shall be present at meetings with Analysts, brokers or Institutional Investors and discussion shall be recorded.

Analysts’ questions that raise issues outside the intended scope of discussion should be handled with care. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

When any meeting is organized with analysts, a press release shall be made, or relevant information hosted on website after every such meet. The Company may consider live web casting of analyst meets.

Disclosure / dissemination of information may be made through various media so as to achieve good reach and quick dissemination. Disclosure to stock Exchange shall be made promptly. Disclosures may also be made through the use of dedicated Internet website. Company website may be used to give investors a direct access to analyst briefing material, significant background information, questions and answers.

#### **Medium of Disclosure/Dissemination**

Disclosure / dissemination of information may be made through various media so as to achieve good reach and quick dissemination. Disclosure to stock Exchange shall be made promptly. Disclosures may also be made through the use of dedicated Internet website. Company website may be used to give investors a direct access to analyst briefing material, significant background information, questions and answers. Information filed with Stock Exchanges under continuous disclosure requirement may be made available on the Company’s website

\*\*\*\*\*