

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: investorhelpdesk.in@mmm.com, website: www. 3m.com/in

NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty Second (32nd) Annual General Meeting of the Company will be held at 11.00 A.M. on Wednesday, the 14th August, 2019 at Trinity Hall, Taj MG Road, 41/3, Mahatma Gandhi Road, Bengaluru – 560 001, to transact the following business:

ORDINARY BUSINESS:

Adoption of Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2019.

1. *To consider and, if thought fit, to pass, the following Resolutions as an Ordinary Resolution:*
 - (a) “RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Auditors’ Report thereon and the Board’s Report including Secretarial Audit Report be and are hereby received, considered and adopted.”
 - (b) “RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Auditors’ Report thereon be and are hereby received, considered and adopted.”

Re-appointment of Mr. Jongho Lee (holding DIN: 06720950), who retires by rotation.

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

“RESOLVED THAT Mr. Jongho Lee (holding DIN-06720950), Director, who retires by rotation at this Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

Appointment of Mr. Biren Gabhawala (holding DIN: 03091772) as a Director of the Company.

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

“RESOLVED THAT Mr. Biren Gabhawala (holding DIN:03091772), who was appointed as an Additional Director of the Company from August 5, 2019 and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on May 28, 2019 for consideration by the Members under Section 160 of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or amendments or re-enactments thereof) and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature to the office of Director, be and is hereby appointed as a Director of the Company and whose office shall not be liable to retire by rotation.”

Appointment of Ms. Sadhana Kaul (holding DIN: 02589934) as a Director of the Company.

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

“RESOLVED THAT Ms. Sadhana Kaul (holding DIN:02589934), who was appointed as an Additional Director of the Company from October 31, 2018 and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on October 30, 2018 for consideration by the Members under Section 161(1) of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or amendments or re-enactments thereof) and Article 115 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature to the office of Director, be and is hereby appointed as a Director of the Company and whose office shall be liable to determination by retirement of Directors by rotation.”

Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for the Financial Year 2019-20.

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof), the remuneration payable to Messrs. Rao, Murthy & Associates, Bengaluru (holding ICAI Registration No. 000065), Cost Auditors, appointed by the Board of Directors based on the recommendation of the Audit Committee of the Company to conduct the audit of the Cost records of the Company for the financial year 2019-20 amounting to Rs. 475,000/- (Rupees Four Lakhs Seventy Five

Thousand only) including applicable taxes and re-imbusement of out of pocket expenses incurred by them in connection with the audit of cost records, be and is hereby ratified and approved.”

Re-appointment of Mr. Biren Gabhawala (holding DIN: 03091772) as an Independent Director of the Company for a second term.

6. *To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:*

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Biren Gabhawala (holding DIN: 03091772) as an Independent Director and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on May 28, 2019 for consideration by the Members and who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, for a second term i.e., to hold office for a period of 5 (five) consecutive years with effect from August 14, 2019 to August 13, 2024, and whose office shall not be liable to retire by rotation.”

Appointment of Mr. Ramesh Ramadurai (holding DIN: 07109252) as Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197 and 203 and any other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the requisite approval of the Central Government, the consent of the Company be and is hereby accorded to the appointment of Mr. Ramesh Ramadurai (holding DIN-07109252), Director of the Company, as the Managing Director of the Company by the Board of Directors for a period from June 1, 2019 to February 12, 2022 (till the date of his superannuation), on the terms and conditions of appointment and remuneration as contained in the agreement, and the Board of Directors is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed, to by the Board of Directors and Mr. Ramesh Ramadurai, and whose office shall not be liable to retire by rotation.”

By order of the Board

Place : Bengaluru
Date : May 28, 2019
Registered Office: Plot Nos. 48-51, Electronic City, Hosur Road, Bengaluru – 560100

V. Srinivasan
Company Secretary
ACS-16430

NOTES:

1. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED/LODGED AT THE REGISTERED / CORPORATE OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.*
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 10, 2019 to Wednesday, August 14, 2019 (both days inclusive).
4. The shares of the Company are mandated by the Securities and Exchange Board of India for trading in dematerialized form by all investors. Members holding shares in physical form are advised to dematerialize their shares to avoid the risks associated with the physical holding of such share certificates. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company’s Registrar and Transfer Agent.

5. The Registrar and Transfer Agent: Karvy Fintech Private Limited (formerly: Karvy Computershare Private Limited) Karvy Selenium Tower-B, Plot Nos. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad- 500 032 is handling registry work in respect of shares held both in physical form and in electronic/demat form.
6. Members are requested to bring their copy of the Annual Report and the Attendance Slip to the Annual General Meeting. ONLY MEMBERS/ AUTHORISED REPRESENTATIVES OF THE CORPORATE MEMBERS/ PROXIES WILL BE ADMITTED INTO THE HALL FOR THE MEETING.
7. Members may refer Additional Information on Directors recommended for appointment / re-appointment under the provisions of Listing Regulations.
8. Members holding Shares in electronic form are requested to register their e-mail address with their respective depository participants and members holding shares in Physical form are requested to register their e-mail address with the Company's Registrar and Transfer Agents and participate in the "Green initiative" launched by the Ministry of Corporate Affairs in future. As per rule 3 of Companies (Management & Administration) Rules, 2014, Registers of Members of all the Companies now should have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective depository participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding immediately.
9. Members holding shares in physical form are requested to notify to the Company's Registrar and Transfer Agent of any change in their address and update their Bank account details. Members holding Shares in electronic form are requested to notify any change of address and update bank account details to their respective depository participants directly.
10. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding Shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of Shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
11. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection during normal business hours on all working days except Saturdays, up to and including the date of the Meeting.
12. Voting through electronic voting system (Remote E-Voting) :
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on August 9, 2019 (Friday) i.e. the date prior to the commencement of Book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 A.M. on August 11, 2019 (Sunday) to 5.00 P.M. on August 13, 2019 (Tuesday). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below. The Company has engaged the services of Karvy Fintech Private Limited (Karvy) for facilitating remote e-voting for the Annual General Meeting. The Members desiring to vote through remote e-voting mode may refer to the detailed procedure on e-voting given hereinafter.

INSTRUCTION FOR REMOTE E-VOTING

- (a) Use the following URL for remote e-voting: From Karvy website: <https://evoting.karvy.com>
- (b) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
- (c) Enter the login credentials [i.e., user id and password mentioned in the Notice of the AGM]. The Event No+ Folio No/DP ID-Client ID will be your user ID.
- (d) After entering the details appropriately, click on LOGIN.
- (e) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a

special character (@,#,\$). The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (f) You need to login again with the new credentials.
- (g) On successful login, the system will prompt you to select the EVENT i.e., 3M India Limited and click on SUBMIT.
- (h) Now you are ready for e-voting as “Cast Vote” page opens. On the voting page, the number of shares as held by the shareholder as on August 9, 2019 (Friday) will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click FOR / AGAINST as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
- (i) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- (j) Cast your vote by selecting an appropriate option and click on SUBMIT. 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, shareholders can login any number of times till they have voted on the resolution.
- (k) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (l) The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 P.M. on the date preceding the date of the AGM. Accordingly, the Portal will be open for voting from: 9.00 A.M. on August 11, 2019 (Sunday) to 5.00 P.M. on August 13, 2019 (Tuesday). The e-voting module shall be disabled by Karvy at 5.00 P.M. on August 13, 2019 (Tuesday). During this period Shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 9, 2019 (Friday), may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Rajeev Kumar of Karvy Fintech Private Limited (Formerly: Computershare Private Ltd) at 040-67161524 OR at Tel No. 1800 345 4001 (toll free).
- (n) The Company has appointed Mr. Vijayakrishna K.T, Practising Company Secretary, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner: provided that the scrutinizer so appointed may take assistance of a person who is not in employment of the Company and who is well-versed with the electronic voting system.
- (o) The voting rights of the shareholders shall be in proportion to their Shares of the paid-up equity share capital of the Company as on the cut-off date i.e. August 9, 2019 (Friday).
- (p) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 9, 2019, are entitled to vote on the Resolutions set forth in this Notice.
- (q) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Annual Report and holding shares as of the cut-off date i.e. August 9, 2019 (Friday), may obtain the login ID and password by sending an email to evoting@karvy.com/ rajeev.kr@karvy.com, by mentioning their Folio No./DP ID and Client ID No. Else, if your Mobile number is registered against Folio No./DP ID-Client ID, the member may send SMS:MYEPWD <space> Event Number + Folio or DP ID Client ID to +91 9212993399.

Example for NSDL :MYEPWD <SPACE> IN12345612345678

Example for CDSL :MYEPWD <SPACE> 1402345612345678

Example for PHYSICAL :MYEPWD <SPACE> XXX1234567

However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If e-mail or mobile number of the member is registered against Folio No. /DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

- (r) A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

- (s) **Voting at AGM:** The members who have not cast their votes by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers/other means in this regard at the AGM Venue.
- (t) The Scrutinizer shall within 48 hours of the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or designated Director or Key Managerial Personnel of the Company.
- (u) The Results shall be declared within 48 hours of the conclusion of AGM. The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.3m.com/in and on <https://evoting.karvy.com> immediately after the result is declared by the Chairman. The Company shall, simultaneously, forward the results to the Stock Exchanges where the Shares are listed.
- (v) In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (w) Institutional members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc., to the Scrutinizer through e-mail at vijaykt@vjkt.in, with a copy marked to evoting@karvy.com. File naming convention should be 'Corporate Name EVENT NO.' The documents should reach the Scrutinizer on or before the close of working hours on August 13, 2019 (Tuesday).
- (x) In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy) in the permitted mode:
- (i) Initial password as below is given in the attendance slip for the AGM:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
XXXXXXXX	XXXXXXXX	XXXXXXXX

- (ii) Please follow all steps from Sl. No. (12)(c) to (12)(j) above to cast your vote.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS PER THE PROVISIONS OF LISTING REGULATIONS:

Item no. 2

In terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, for the purpose of determining the Directors liable to retire by rotation, the Independent Directors and Whole-Time Directors shall not be included in the total number of Directors of the Company. Mr. Jongho Lee, Non-Executive Director, shall accordingly retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. A brief profile of Mr. Jongho Lee, nature of his expertise in specific functional areas, names of companies in which he holds directorships, memberships of the Board's Committees, shareholding in the Company and relationships between Directors inter-se, as stipulated under the provisions of Listing Regulations are exhibited below:

Mr. Jongho Lee, Non-Executive Director (holding DIN- 06720950): Mr. Jongho Lee (JH), 56 years, was named Finance Director - Asia based out of Hong Kong from April 1, 2017. JH comes with a strong pedigree and regional experience across multiple companies. JH has most recently been 3M Korea Finance Manager since April 1, 2014. Prior to that, he has held several roles in multiple Companies as:

- VP & CFO, Korea Delphi Automotive Component Company
- FP&A Executive, GM Korea
- Korea Controller, GM
- Finance Controller, GM International Operation Manufacturing
- Asia Pacific HQs Strategy Board Planner (Shanghai), GM
- Finance Representative of Daewoo Group Restructuring Committee
- Treasurer, Daewoo Group

He is also the Co-Chairman of the AMCHAM CFO Committee, Korea and a Tax Committee Member of Korea Chamber of Commerce. JH holds an MBA from the University of Michigan, Ann Arbor and a B.A., Seoul National University. He was appointed as a Non-Executive Non-Independent Director of the Company from May 26, 2017.

He is a Member of Audit Committee of the Company. He does not hold any Shares in the Company. There are no inter-se relationship among the Board Members. Kindly refer to the Corporate Governance Report for the details of the Board/ Committee Meetings attended by Mr. Jongho Lee.

Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies including 3M India Limited – Nil

List of Directorships held in other companies (excluding foreign, private and Section 8 Companies): Nil

Expertise in specific functional areas: Finance and General Management of Business Industry.

The Board of Directors commends the Ordinary Resolution set out at Item no.2 of the accompanying Notice for approval by the Members Except Mr. Jongho Lee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in Item no. 2.

This Explanatory Statement may also be regarded as a disclosure under Listing Regulations.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

For the details pertaining to Mr. Biren Gabhawala, Ms. Sadhana Kaul and Mr. Ramesh Ramadurai, please refer to the below Explanatory Statements in respect of the Special Business set out at item nos. 3, 4, 6 and 7 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

Following Explanatory Statements are furnished in respect of Special Business:

Item nos. 3 and 6

Based on the recommendations of the Nomination and Remuneration Committee and performance evaluation carried out on February 12, 2019, the Board at its Meeting held on May 28, 2019 had appointed Mr. Biren Gabhawala as an Additional Director from August 5, 2019 categorized as Non-Executive Director and he will hold office till this Annual General Meeting. Accordingly, an Ordinary Resolution seeking appointment of Mr. Biren Gabhawala (holding DIN: 03091772) as Director of the Company is included in the Notice convening the Annual General Meeting at Item no. 3.

As per the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Mr. Biren Gabhawala (holding DIN: 03091772) as an Independent Director as per the requirements of the Companies Act, 2013 at the Annual General Meeting held on August 4, 2014 for a term of five (5) consecutive years. Earlier his first term was effective from August 5, 2014 to August 4, 2019.

Mr. Biren Gabhawala, Independent Director shall be completing his first term of appointment upon completion of five years on August 4, 2019 from his date of his appointment. He is eligible for re-appointment for another term of five (5) consecutive years subject to approval of the Members by way of Special Resolution. He has consented to his re-appointment and confirmed that he does not suffer from any disqualifications which stand in the way of his re-appointment as Independent Director.

The performance evaluation of the Independent Directors was conducted by the full Board of Directors (excluding the Director being evaluated) based on a structured questionnaire.

Accordingly, based on the performance evaluation of the Independent Directors on February 12, 2019, the Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 28, 2019, had recommended, re-appointment of Mr. Biren Gabhawala (holding DIN: 03091772) as Independent Director for a second term of five (5) consecutive years commencing from August 14, 2019 to August 13, 2024. During his tenure of appointment, he is not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. Accordingly, a Special Resolution seeking re-appointment of Mr. Biren Gabhawala as an Independent Director of the Company is included in the Notice convening the Annual General Meeting at Item no. 6.

The Company has also received notice from a Member under Section 160 of the Companies Act, 2013 proposing his appointment and re-appointment as Director.

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of his re-appointment is available for inspection by the Members at the Corporate Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

A brief profile of Mr. Biren Gabhawala, nature of his expertise in specific functional areas, names of companies in which he holds directorships, memberships of the Board's Committees, shareholding in the Company and relationships between Directors inter-se, as stipulated under the provisions of Listing Regulations are exhibited below:

Mr. Biren Gabhawala, Independent Director (holding DIN- 03091772): Mr. Biren Gabhawala, 54, was appointed on the Board of the Company as an Additional Director from August 5, 2014. At the Annual General Meeting held on August 4, 2015, he was appointed as an Independent Director for a period of Five (5) years from August 5, 2014. He holds a Bachelor's degree in Commerce from University of Mumbai and is a qualified Chartered Accountant and a fellow member of the Institute of Chartered Accountants of India. He is into practice for last 27 years. He is a Senior Partner of Messrs. C. M. Gabhawala & Co., Chartered Accountants and specializes in Direct and Indirect Taxation, FEMA, International Taxation, Mergers, and Acquisitions.

He does not hold any Shares in the Company. There are no inter-se relationship among the Board Members. Kindly refer to the Corporate Governance Report for the details of the Board/ Committee Meetings attended by Mr. Biren Gabhawala. He is the Chairman of the Risk Management Committee of the Company with effect from April 1, 2019 and is also Chairman of Audit Committee and Nomination and Remuneration Committee of the Company.

Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies including 3M India Limited:

Name of the Company	Membership of Committee		Chairmanship of Committees	
	Audit	Stakeholders' Relationship	Audit	Stakeholders' Relationship
3M India Limited	Yes	Yes	Yes	
eClerx Services Limited	Yes	Yes	Yes	

List of Directorships held in other companies (excluding foreign, private and Section 8 companies):

- eClerx Services Limited, Director
- Messrs. C.M. Gabhawala & Co, Partner

Expertise in specific functional areas: Direct and Indirect Taxation, FEMA, International Taxation, Mergers, and Acquisitions.

The Board of Directors commends the Ordinary and Special Resolutions set out at Item nos. 3 and 6 respectively of the accompanying Notice for approval by the Members.

Except Mr. Biren Gabhawala, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in Item nos. 3 and 6.

This Explanatory Statement may also be regarded as a disclosure under Listing Regulations.

Item no. 4

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its Meeting held on October 30, 2018 appointed Ms. Sadhana Kaul (holding DIN: 02589934) as Additional Director of the Company categorized as Non-Executive Non-Independent Director with effect from October 31, 2018 and will hold office till the Annual General Meeting to be held on August 14, 2019.

The Company has also received notice from a Member proposing her appointment as Director.

Accordingly, an Ordinary Resolution seeking appointment of Ms. Sadhana Kaul (holding DIN: 02589934) as Director of the Company is included in the Notice convening the Annual General Meeting at Item no. 4.

A brief profile of Ms. Sadhana Kaul, nature of her expertise in specific functional areas, names of companies in which she holds directorships, memberships of the Board's Committees, shareholding in the Company and relationships between Directors inter-se, as stipulated under the provisions of Listing Regulations are exhibited below:

Ms. Sadhana Kaul (DIN- 02589934): Mrs. Sadhana Kaul, 54, joined the 3M India Limited in the year 2005 as General Counsel and has over 25 years of experience in the legal field, having worked in different capacities in law firms in the US and in India. Prior to joining 3M India limited, she was with GE Medical Systems as Senior Legal Counsel based in Bangalore. She has a History Degree from St. Stephen's College, Delhi University, India and holds a Bachelor's degree in Law from Trinity College Cambridge, UK and a Master's degree in International and Comparative Law from Georgetown University Law Center, Washington D.C.

She was appointed as a Whole-Time Director of the Company from October 09, 2009 and was the General Counsel of the Company till November 1, 2013. She resigned from the offices of Director and Whole-Time Director with effect from November 1, 2013 consequent upon her appointment as General Counsel for South East Asia Region, Singapore. Apart from being General Counsel for South East Asia Region, she also supported Asia Manufacturing and Supply Chain Center of Expertise. She was appointed as a Non-Executive Director

of the Company from February 10, 2014. She resigned as Director of the Company with effect from the closing hours of May 27, 2016 due to her pre-occupation and other commitments.

Ms. Sadhana Kaul has been appointed as Asia Area General Counsel effective September 1, 2018 and will continue to be based out of Singapore where she will oversee the legal operations of 3M in all its Asia Subsidiaries.

She does not hold any Shares in the Company. There are no inter-se relationship among the Board Members. Kindly refer to the Corporate Governance Report for the details of the Board/ Committee Meetings attended by Ms. Sadhana. She is a member of the Nomination and Remuneration Committee and Risk Management Committee of the Company.

Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies including 3M India Limited: Nil

List of Directorships held in other companies (excluding foreign, private and Section 8 Companies): Nil

Expertise in specific functional areas: Law

The Board of Directors commends the Ordinary Resolution set out at Item no. 4 of the accompanying Notice for approval by the Members

Except Ms. Sadhana Kaul, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in Item no. 4.

This Explanatory Statement may also be regarded as a disclosure under Listing Regulations.

Item no. 5

The Board of Directors of the Company at its meeting held on May 28, 2019 had on the recommendation of the Audit Committee, approved the re-appointment and remuneration of Messrs. Rao, Murthy & Associates, Cost Accountants, Bengaluru, (holding Registration No. 000065), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2020 for the products covered as per the Companies (Cost Records and Audit) Rules, 2014, on an remuneration of Rs. 475,000/- plus applicable taxes and out of pocket expenses at actuals.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested or otherwise, in the resolution set out at Item no.5.

Item no. 7

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 28, 2019 has approved the appointment of Mr. Ramesh Ramadurai (holding DIN: 07109252), currently Non-Executive Director, as Managing Director of the Company from June 1, 2019 in place of Ms. Debarati Sen, consequent upon her appointment as Vice President and General Manager in Abrasives Systems Division, Safety and Industrial Business Group from June 1, 2019. He will be a Key Managerial Personnel of the Company from June 1, 2019. This will however, be subject to the approvals of the Members at the ensuing Annual General Meeting and the Central Government.

Approval of the Central Government will be sought for the appointment of Mr. Ramesh Ramadurai as the Managing Director, since he was not staying in India for a continuous period of twelve (12) months immediately preceding the date of his appointment as the Managing Director.

The appointment of Mr. Ramesh Ramadurai is appropriate and in the best interest of the Company. The approval of the members is being sought for the appointment and for the terms, conditions and stipulations for the appointment of Mr. Ramesh Ramadurai as the Managing Director and the remuneration payable to him. The terms and conditions fixed by the Board of Directors at its meeting held on May 28, 2019 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important position as that of the Managing Director.

The terms of appointment and remuneration as contained in the agreement are given below: -

Period of Appointment: From June 1, 2019 to February 12, 2022(till the date of his superannuation).

Salary including allowances and Incentives (excluding Perquisites): Not exceeding Rs. 39 Lakhs per month. (Upper limit for his entire tenure)

Perquisites: He will be entitled to all the perquisites listed herein below in addition to the Salary including allowances and incentives mentioned above.

Personal Accident Insurance: In accordance with the rules of the Company as applicable to the senior managers.

Club Fees: In accordance with the rules of the Company as applicable to the senior managers.

Provident Fund: Contribution to Provident Fund in accordance with the rules of the Company as applicable to the senior managers, to the extent such contributions, either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity: In accordance with the rules of the Company as applicable to the senior managers.

Company car and driver: The Company shall provide a car with the driver for business and personal use in accordance with the rules of the Company as applicable to the senior managers.

Other perquisites: He will be entitled to all other perquisites in accordance with the rules of the Company as applicable to the senior managers. The perquisites stated shall be valued as per Income Tax Act, 1961, wherever applicable, and in the absence of any provisions in the said Act, the perquisites shall be valued at actuals.

Minimum Remuneration: Notwithstanding anything herein above stated, where in any financial year during the currency of the tenure of Mr. Ramesh Ramadurai, the Company incurs a loss or its profits are inadequate, the Company, subject to the approval of Central Government, shall pay the same remuneration as stated above but subject to being within the overall limits on managerial remuneration as provided under Section 197 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act. The Board of Directors shall communicate the Central Government's approval including any revision in the terms of remuneration to Mr. Ramesh Ramadurai for his acceptance.

The Contract of service of Mr. Ramesh Ramadurai is terminable with a notice period of 90 days on either side.

He is not liable to retire by rotation.

No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

Accordingly, an Ordinary Resolution seeking appointment of Mr. Ramesh Ramadurai (holding DIN: 07109252) as Managing Director of the Company is included in the Notice convening the Annual General Meeting at Item no. 7.

A brief profile of Mr. Ramesh Ramadurai, nature of his expertise in specific functional areas, names of companies in which he holds directorships, memberships of the Board's Committees, shareholding in the Company and relationships between Directors inter-se, as stipulated under the provisions of Listing Regulations are exhibited below:

Mr. Ramesh Ramadurai, Non-Executive Director (holding DIN- 07109252): Mr. Ramesh Ramadurai, 57, was appointed as Business Director for 3M Industrial Business in July 2014 and is based out of Shanghai responsible for the entire Asia Pacific Area. Prior to this role, Mr. Ramesh Ramadurai served as Managing Director of 3M Philippines from August 2011 until June 2014, based in Manila. He Joined 3M India in 1989 as Sales Engineer and held positions as Country Business Leader in Industrial Business and Electro & Telecommunications. He was seconded to Global Headquarters in St Paul, USA, and worked as Market Segment Manager in Industrial Business, as Global Business Manager for a line of Industrial Tapes, and as International Business Manager for 3M's Packaging, Masking and Specialty Tapes businesses. Prior to 3M, Mr. Ramesh Ramadurai worked for a year as a Production Engineer at an Offshore Oil Production facility, and for about 3 years in a business planning and development role at an automotive parts and motorcycle manufacturer. Mr. Ramesh Ramadurai holds MBA from the Indian Institute of Management in Calcutta and is a Bachelor of Technology in Chemical Engineering from the Indian Institute of Technology, Kanpur. He was appointed as a Non-Executive Non-Independent Director of the Company from March 27, 2015.

He is a Member of Corporate Social Responsibility Committee of the Company and has been appointed as a member of the Stakeholder's Relationship Committee and Risk Management Committee of the Company from June 1, 2019. He does not hold any Shares in the Company. There are no inter-se relationship among the Board Members. Kindly refer to the Corporate Governance Report for the details of the Board/ Committee Meetings attended by Mr. Ramesh Ramadurai.

Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies including 3M India Limited
– Nil

List of Directorships held in other companies (excluding foreign, private and Section 8 Companies): Nil

Expertise in specific functional areas: General Management of Business Industry and Marketing

The Board of Directors commends the Ordinary Resolution set out at Item no.7 of the accompanying Notice for approval by the Members

Except Mr. Ramesh Ramadurai, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in Item no. 7.

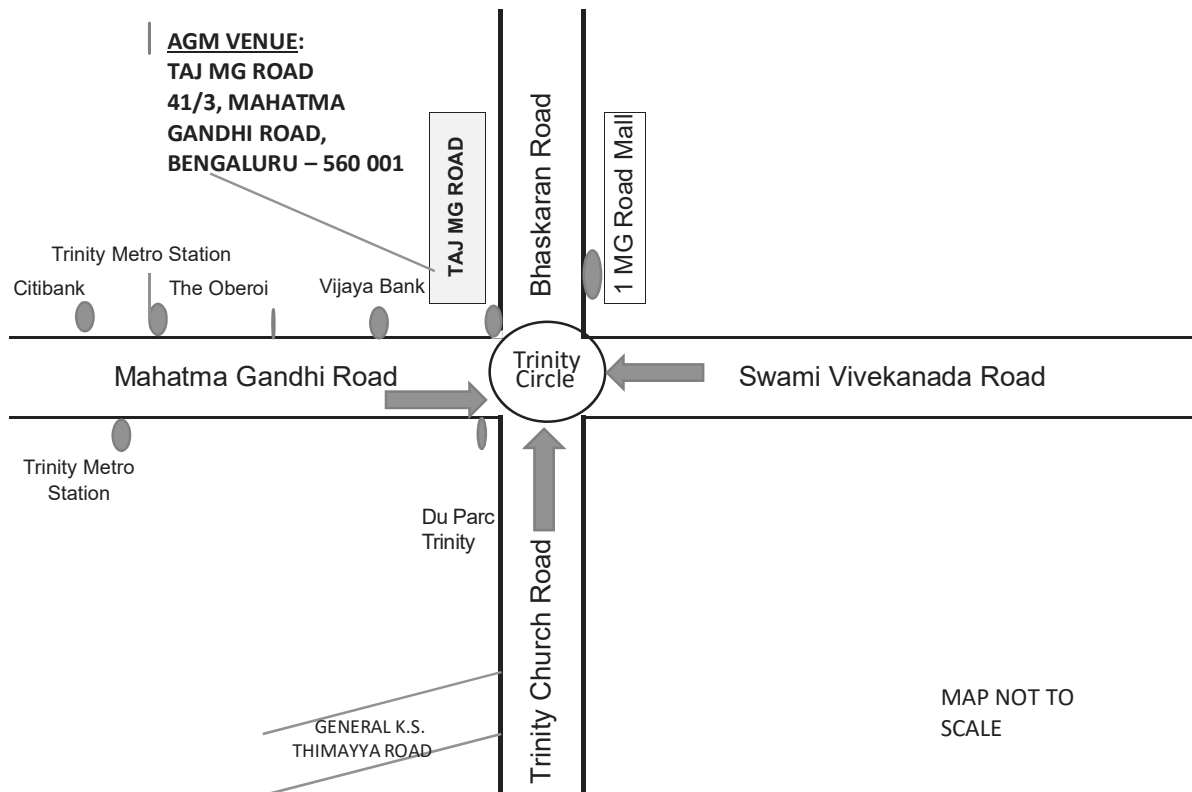
This Explanatory Statement may also be regarded as a disclosure under Listing Regulations.

By order of the Board

Place : Bengaluru
 Date : May 28, 2019
 Registered Office: Plot Nos. 48-51, Electronic City, Hosur Road, Bengaluru – 560100

V. Srinivasan
 Company Secretary
 ACS-16430

**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY
 TO BE HELD ON WEDNESDAY, AUGUST 14, 2019 AT 11.00 A.M.
 at TRINITY HALL, TAJ MG ROAD, 41/3, MAHATMA GANDHI ROAD, BENGALURU – 560 001.**



ATTENDANCE SLIP
(To be presented at the entrance)

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: investorhelpdesk.in@mmm.com, website: www.3m.com/in

32ND ANNUAL GENERAL MEETING ON WEDNESDAY, AUGUST 14, 2019 AT 11.00 A.M.
at Trinity Hall, Taj MG Road, 41/3, Mahatma Gandhi Road, Bengaluru – 560 001.

I/We hereby record my / our presence at the 32nd Annual General Meeting of the Company on Wednesday, August 14, 2019 at Trinity Hall, Taj MG Road, 41/3, Mahatma Gandhi Road, Bengaluru – 560 001 at 11.00 A.M.

.....
Member's Folio/DPID-Client ID No.

.....
Member's/ Proxy's name in Block Letters

.....
Member's/ Proxy's Signature

Note:

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of the Meeting Hall.
2. Bodies corporate, whether a Company or not, who are members, may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.
3. In case of Shares held in demat/electronic form, the signature of the Beneficial Owner is liable for verification with the record furnished to the Company by NSDL/CDS.
4. Electronic copy of the Annual Report for the FY 2018-19 and Notice of the Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
5. Physical copy of the Annual Report for the FY 2018-19 and Notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
XXXXXXX	XXXXXXX	XXXXXXXX

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
August 11, 2019 (Sunday) (from 9.00 AM)	August 13, 2019 (Tuesday) (up to 5.00 PM)

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

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: investorhelpdesk.in@mmm.com, website: www.3m.com/in

**32ND ANNUAL GENERAL MEETING ON WEDNESDAY, AUGUST 14, 2019 AT 11.00 A.M.
at Trinity Hall, Taj MG Road, 41/3, Mahatma Gandhi Road, Bengaluru – 560 001.**

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP/ID:

I/We, being the member (s) of shares of the above named Company, hereby appoint :

- (1) Name: _____ Address: _____
E-mail id: _____ Signature: _____ or failing him;
- (2) Name: _____ Address: _____
E-mail id: _____ Signature: _____ or failing him;
- (3) Name: _____ Address: _____
E-mail id: _____ Signature: _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on August 14, 2019, Wednesday at 11.00 A.M. at Trinity Hall, Taj MG Road, 41/3, Mahatma Gandhi Road, Bengaluru – 560 001 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
ORDINARY BUSINESS			
1.	Adoption of Financial Statements (Standalone & Consolidated) for the financial year ended March 31, 2019.		
2.	Re-appointment of Mr. Jongho Lee (holding DIN: 06720950) who retires by rotation.		
SPECIAL BUSINESS			
3.	Appointment of Mr. Biren Gabhawala (holding DIN: 03091772) as a Director of the Company.		
4.	Appointment of Ms. Sadhana Kaul (holding DIN: 02589934) as a Director of the Company.		
5.	Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for the Financial Year 2019-20.		
6.	Re-appointment of Mr. Biren Gabhawala (holding DIN: 03091772) as an Independent Director of the Company for a second term.		
7.	Appointment of Mr. Ramesh Ramadurai (holding DIN: 07109252) as Managing Director of the Company.		

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Notes :

- 1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office/ Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting. A proxy need not be a member of the Company.
- 2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 32nd Annual General Meeting.
- 3*. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. Please complete all details including details of member(s) in above box before submission.