



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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and applicable rules made thereunder)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the *Act*”) read with the Companies (Management and Administration) Rules, 2014 (“the *Rules*”), as amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“*Listing Regulations*”), Secretarial Standard 2 (“SS-2”) and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), the resolution as appended below is proposed to be passed by the Members through Postal Ballot (including through electronic voting).

The Board of Directors (“the *Board*”) of 3M India Limited (“the *Company*”), at its Meeting held on Tuesday, February 11, 2020 based on the recommendation of the Nomination and Remuneration Committee and on the basis of Performance Evaluation of Independent Directors has, subject to the approval of the Members of the Company, approved the re-appointment of Mr. Bharat Dhirajlal Shah (holding DIN: 00136969) as an Non-Executive Independent Director for a second term of five(5) years with effect from Friday, March 27, 2020 to be passed by the Members through Postal Ballot / Electronic voting (e-voting).

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot (“*Notice*”), along with a Postal Ballot Form for your consideration.

The Board has at its Meeting held on Tuesday, February 11, 2020 appointed Mr. Vijayakrishna K. T., Company Secretary in Practice (C.P. No. 980, Membership No. FCS: 1788), as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Mr. Vijayakrishna K.T has consented to act as Scrutinizer for this Postal Ballot Process.

In compliance with Regulation 44 of the Listing Regulations, and the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and 22 of the Rules, the Company is offering to its Members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has engaged the services of KFin Technologies Private Limited (“KFintech”) (formerly known as Karvy Fintech Private Limited) for facilitating e-voting in order to enable the Members to cast their votes electronically instead of dispatching a Postal Ballot Form. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the Notes to this Postal Ballot Notice. References to Postal Ballot in this Postal Ballot Notice include votes received electronically.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed, postage prepaid reply envelope so as to reach the Scrutinizer at the address given below and also printed on the self-addressed envelope not later than the close of working hours i.e. 5.00 p.m. (IST) on Tuesday, March 24, 2020. The Postal Ballot Form may also be deposited personally at the address given on the reply envelope. The Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted.

Postal Ballot Forms received after the close of working hours i.e. 5.00 p.m. (IST) on Tuesday, March 24, 2020 will be treated as if no reply has been received from the Member. E-voting will be blocked by the KFintech at 5:00 p.m. (IST) on Tuesday, March 24, 2020 and e-voting shall not be allowed beyond the said date and time.

As required under Rule 20(3) (v) and Rule 22(3) of the Rules and SS-2, advertisement relating to dispatch of Notice and Postal Ballot Forms will be published in the newspapers specifying the relevant matters therein.

The Members are requested to consider and, if thought fit, pass the following resolution:

SPECIAL BUSINESS:

RE-APPOINTMENT OF MR. BHARAT DHIRAJLAL SHAH (HOLDING DIN: 00136969) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A SECOND TERM.

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

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and by the Board of Directors in their respective Meetings held on February 11, 2020 for consideration of the Members and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') 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 ("Listing Regulations"), consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Bharat Dhirajlal Shah (holding DIN: 00136969) as Non-Executive Independent Director of the Company who was appointed as an Independent Director of the Company up to March 26, 2020 and who has submitted a Declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, 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 March 27, 2020 to March 26, 2025, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), the consent of the Members of the Company be and is hereby accorded to continue the directorship of Mr. Bharat Dhirajlal Shah who will attain the age of 75 (Seventy Five) years on February 18, 2022, during the above term of his re-appointment as an Non-Executive Independent Director of the Company till the expire of his term of office."

By order of the Board

V. Srinivasan
Company Secretary &
Compliance Officer
A-16430

Registered Office:

Plot Nos. 48-51, Electronic City,
Hosur Road, Bengaluru – 560100

Place: Bengaluru

Date: February 11, 2020

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) read with rules framed thereunder, setting out the material facts and reasons for the proposed Special Resolution is annexed hereto.
2. Members have option to vote either by means of physical Postal Ballot Form or through E-voting.
3. Shareholders holding Equity Shares shall have one vote per Share as shown against their holding.
4. The Board of Directors has appointed Mr. Vijayakrishna KT, Practising Company Secretary (C.P. No. 980, Membership No. FCS: 1788) as Scrutinizer to conduct the Postal Ballot and electronic voting process in a fair and transparent manner.
5. Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members whose names appear in the Register of Members / list of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on **Friday, February 07, 2020** ("**Cut-Off Date**").
6. Voting Rights shall be reckoned on the Paid-up value of Shares registered in the name of the Member / Beneficial Owner as on the Cut-Off Date i.e. **Friday, February 07, 2020**. Only those Members whose names are recorded in the Register of Members / list of Beneficial Owners as received from the NSDL and CDSL as on the Cut-Off Date will be entitled to cast their votes by Postal Ballot (including e-voting). A person who is not a Member of the Company on the Cut-Off Date should treat this Notice as for information purpose only.

7. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose e-mail addresses are not registered, physical copy of the Notice is being sent by Registered Post or Speed Post along with a self-addressed postage pre-paid envelope.
8. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form attached to the e-mail or from the web link: <https://evoting.karvy.com> or from the "Investor Section" on the Company's website: www.3m.com/in where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST), **Tuesday, March 24, 2020**.
9. Resolution passed by the Members through Postal Ballot Form including voting by electronic means shall be deemed to have been passed as if it has been passed at a General Meeting of the Members convened in that behalf.
10. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rules and in terms of Regulation 44 of the Listing Regulations, the Company has provided facility to Members to exercise their votes through electronic means and have engaged the services of KFintech as the Authorized Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are given at Sl. No. 19(B).
11. The Members can opt for only one mode of voting, i.e., either by Postal Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
12. The Member need not use all his/her/its votes, nor does he/she/it need to cast all his/her/its votes in the same way.
13. The e-voting period commences on **Monday, February 24, 2020** at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on **Tuesday, March 24, 2020**. During this period, Members of the Company, holding Shares either in physical or dematerialised form, as on the Cut-Off Date, that is, **Friday, February 07, 2020**, may cast their vote electronically. The e-voting module shall be disabled by KFintech thereafter.
14. The Scrutinizer will submit his Report to the Chairman or Managing Director or Whole-time Director or Company Secretary of the Company or any other duly authorized person of the Company after completion of the scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or any other duly authorized person of the Company on **Thursday, March 26, 2020** at the Registered and Corporate Office and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website, www.3m.com/in and on the website of KFintech i.e. <https://evoting.karvy.com>.
15. The Resolution, if passed by requisite majority, shall be deemed to have been passed on **Tuesday, March 24, 2020**, being the last date for receipt of Postal Ballot Forms and votes through e-voting
16. Relevant documents referred to in the Notice and the Explanatory Statement are available for inspection by the Members at Company's Registered and Corporate office on all working days (except Saturdays, Sundays and public holidays), during business hours, from the date of dispatch of the Notice till **Tuesday, March 24, 2020**.
17. In case of any query/grievance with respect to voting by Postal Ballot including voting through electronic means, please visit Help & FAQ's section available at KFintech's website: <https://evoting.karvy.com> or send e-mail to investorhelpdesk.in@mmm.com or call KFintech on toll free number 1800 3454 001 for any further clarifications.
18. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
19. The instructions for Members for voting are as under:
 - A) Voting through physical Postal Ballot Form:**
 - i) A Shareholder desiring to exercise vote by Postal Ballot may complete the attached Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However, envelopes containing Postal Ballot, if sent by any other mode, at the expense of the registered Members/Shareholders will also be accepted.
 - ii) *Voting Rights:* Shareholders as on the Cut-Off Date, holding Equity Shares shall have one vote per Share as shown against their holding.
 - iii) The self-addressed envelope contains the address of the Scrutinizer appointed by the Board.

- iv) The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
- v) Unsigned / incomplete Postal Ballot Forms will be rejected.
- vi) Duly signed Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM (IST) on **Tuesday, March 24, 2020**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received and no voting whether by Postal Ballot or by electronic means shall be allowed beyond the said date.
- vii) A Shareholder may request for issuance of a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at Point No. (vi) (Above this point).
- viii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for Postal Ballot are also required to send Certified True Copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly Authorized Representative(s), to the Scrutinizer along with the Postal Ballot Form.
- ix) In case of Shares held by companies, trusts, societies, etc. the duly filled in Postal Ballot Form should be accompanied by a Certified True Copy of the appropriate resolution.
- x) In case of the Postal Ballot Form is signed by the holder of Power of Attorney, with reference to the Power of Attorney registered with the Company, the same should be mentioned in the Postal Ballot Form. In case a Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the Postal Ballot Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
- xi) Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

B) Remote e-voting facility:

In pursuance of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Act read with Rule 20 of the Rules, the Company is pleased to offer e-voting facility as an alternative, for its Shareholders to enable them to cast their vote electronically instead of dispatching physical Postal Ballot Form. The instructions and other information for Members relating to remote e-voting are as under:

- i) **In case a Member receives an e-mail from KFintech** [for Members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
 - a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b) Enter the login credentials (i.e. User ID and password), which are provided in the Postal Ballot Form. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - c) After entering these details appropriately, click on "LOGIN".
 - d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the E-Voting Event Number for 3M India Limited.
 - g) On the voting page enter the number of Shares (which represents the number of votes) as on the Cut-Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total Shareholding as on the Cut-Off Date. You may also choose the option "ABSTAIN" and the Shares held will not be counted under either head.

h) Members holding Shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

i) You may then cast your vote by selecting an appropriate option and click on "Submit".

j) 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, Members can login any number of times till they have voted on the Resolution.

k) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned Certified True Copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at **e-mail ID: vijaykt@vjkt.in**. They may also upload the same in the e-voting module in their login. The scanned image of the abovementioned documents should be in the naming format "Corporate Name_EVENT NO."

ii) In case a Member receives physical copy of the Notice by Post [for Members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

a) User ID and initial password, which are provided in the Postal Ballot Form; b) Please follow all steps from Sr. No. (a) to (k) as mentioned in above, to cast your vote.

iii) Once the vote on the resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

C) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> or contact Mr. Rajeev Kumar (Unit: 3M India Limited) at KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 or at einward.ris@karvy.com or phone no. 040 – 6716 1524 or call KFinTech's toll free No. 1-800-34-54-001 for any further clarifications.

D) Mr. Vijayakrishna K.T, Practising Company Secretary (C.P. No.980, Membership No. FCS: 1788), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

E) The Scrutinizer will submit his Report to the Chairman or Managing Director or Whole-Time Director or Company Secretary of the Company or any other duly authorized person of the Company as authorized by the Chairman after completion of the scrutiny of the Postal Ballot Forms and E-Voting.

F) The results of the voting by Postal Ballot and E-Voting shall be announced by the Chairman or any other authorized Director or Company Secretary of the Company on **Thursday, March 26, 2020** at the Registered and Corporate Offices of the Company. The Resolution, if passed by requisite majority, shall be deemed to have been passed on **Tuesday, March 24, 2020**, being the last date for receipt of Postal Ballot Forms and votes through e-voting. The Results, along with the Scrutinizer's Report, shall be displayed on the Notice Boards of the Company at its Registered Office and at the Corporate Office at Bengaluru, on the Company's website www.3m.com/in and on the website of KFinTech: <https://evoting.karvy.com>. The same shall also be communicated to the Stock Exchanges and the Depositories.

G) Members are requested to quote their Folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent viz. KFin Technologies Private Limited.

H) Pursuant to the SEBI Circular No. MIRSD/ DPS III/Cir-01/07 dated January 22, 2007 the Company has designated an exclusive **e-mail ID: investorhelpdesk.in@mmm.com** on which the investors would be able to register their complaints, if any.

By order of the Board

V.Srinivasan
Company Secretary &
Compliance Officer
A-16430

Registered Office:
Plot Nos. 48-51, Electronic City,
Hosur Road, Bengaluru – 560100

Place: Bengaluru
Date: February 11, 2020

EXPLANATORY STATEMENT

(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013)

The following Explanatory Statement is furnished in respect of Special Business of the Postal Ballot Notice:

Mr. Bharat Dhirajlal Shah (holding DIN: 00136969), aged 73 years, was appointed as an Independent Director of the Company in the financial year 2014-15 for period of five years with effect from March 27, 2015 to March 26, 2020.

As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be re-appointed for a second term of maximum 5 (five) years by obtaining approval of the Shareholders by way of a Special Resolution and on disclosure of such re-appointment in the Board's Report. Also, Schedule IV of the Act *inter-alia* provides for carrying out of Performance Evaluation by the Board before extending the term of the Independent Director. Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended vide SEBI LODR (Amendment) Regulations, 2018 w.e.f. April 1, 2019, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years unless a Special Resolution is passed to that effect, along with the Explanatory Statement annexed to the Notice for such motion shall indicate the justifications for appointing such a person. Accordingly, Mr. Bharat Dhirajlal Shah will be attaining the age of 75 years on February 18, 2022, during his tenure of appointment and hence, continuation of his directorship beyond the age of 75 years requires the approval of Members by way of Special Resolution.

Mr. Bharat Dhirajlal Shah has given Declarations to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Director and is independent of the Management. Brief background of Mr. Bharat Dhirajlal Shah is exhibited in this document separately.

Mr. Bharat Dhirajlal Shah has extensive experience and expertise in the fields of banking, finance and securities market. He has been one of the founder members of HDFC Bank Limited and has played a key role in the establishment and consistent growth of the Bank. He is also on the Board of various prominent companies. Before joining the Financial Sector, he worked with Technova, Bradma and Pyrene in London. He has also worked with Leading MNCs viz., Thomas Cook, Citibank and with UBS. Mr. Bharat Dhirajlal Shah is the Chairman of HDFC Securities Limited. He has his Bachelor's in Science Degree from the University of Mumbai and also holds a Degree in Applied Chemistry with special reference to metal finishing from Borough Polytechnic, London. He was appointed as Chairman of the Board with effect from May 27, 2016.

Considering the experience and knowledge of Mr. Bharat Dhirajlal Shah (holding DIN: 00136969), the Board recommends the Resolution for your approval.

None of the Directors/Key Managerial Personnel or their relatives except Mr. Bharat Dhirajlal Shah (holding DIN: 00136969) is concerned or interested financially or otherwise is in the said Resolutions.

Information Pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Name of the Director	Mr. Bharat Dhirajlal Shah
Director Identification Number (DIN)	00136969
Date of Birth and Age	February 18, 1947 (73 Years)
Date of First Appointment on the Board	27 th March, 2015
Qualifications	Bachelor's in Science Degree from the University of Mumbai and also holds a Degree in Applied Chemistry with special reference to metal finishing from Borough Polytechnic, London.

Expertise in Specific functional Area	Banking, Finance and Securities Market.
No. of Board Meetings attended during the period April 2019 till date	4 (out of Four Meetings held)
Number of Shares held in the Equity Capital of the Company	Nil
Directorships held in other Companies	<ol style="list-style-type: none"> 1. HDFC Securities Limited 2. Mahindra Lifespace Developers Limited 3. Salisbury Investments Private Limited 4. Strides Pharma Science Limited 5. HDFC ERGO Health Insurance Company Limited 6. Tata Sky Limited 7. Exide Industries Limited 8. DigiKredit Finance Private Limited 9. Spandana Sphoorty Financial Limited 10. Mahindra World City Developers Limited
Memberships / Chairmanships of Committees of other Boards	<ol style="list-style-type: none"> 1. HDFC Securities Limited <ul style="list-style-type: none"> • <i>Nomination and Remuneration Committee: Member</i> • <i>Capex Committee: Chairman</i> • <i>CSR Committee: Chairman</i> • <i>Share Allotment and Transfer Committee: Chairman</i> 2. Mahindra Lifespace Developers Limited <ul style="list-style-type: none"> • <i>Audit Committee: Member</i> • <i>Nomination & Remuneration Committee: Chairman</i> • <i>Committee for investment in residential Joint Ventures / Large Format Developments: Chairman</i> • <i>Land Acquisition Committee: Member</i> 3. Strides Pharma Science Limited <ul style="list-style-type: none"> • <i>Audit Committee: Member</i> • <i>Nomination and Remuneration Committee: Chairman</i> • <i>Risk Management Committee: Member</i> • <i>Stakeholders Relationship Committee: Member</i> • <i>Management Committee: Member</i> 4. HDFC ERGO Health Insurance Company Limited <ul style="list-style-type: none"> • <i>Policyholders Protection Committee: Member</i> • <i>Audit Committee: Member</i> • <i>Investment Committee: Chairman</i> 5. Tata Sky Limited <ul style="list-style-type: none"> • <i>Audit Committee: Member</i> • <i>Nomination and Remuneration Committee: Chairman</i> 6. Exide Industries Limited <ul style="list-style-type: none"> • <i>Corporate Social Responsibility Committee: Chairman</i> 7. Spandana Sphoorty Financial Limited <ul style="list-style-type: none"> • <i>Audit Committee: Member</i> • <i>Nomination and Remuneration Committee: Chairman</i>

	<ul style="list-style-type: none"> • <i>Risk Management Committee: Chairman</i> <p>8. 3M India Limited</p> <ul style="list-style-type: none"> • <i>Audit Committee: Member</i> • <i>Nomination and Remuneration Committee: Member</i> • <i>Risk Management Committee: Member</i> • <i>Stakeholders Relationship Committee: Chairman</i> • <i>Corporate Social Responsibility Committee: Chairman</i>
Remuneration last drawn (FY 2018-19)	Rs. 18,60,000 (Sitting Fees and Commission)
Remuneration sought to be paid	Sitting Fees and Commission as approved by the Board of Directors within the limits of the applicable laws.
Disclosure of relationships between Directors/KMP <i>inter-se</i>	Nil

By order of the Board

V.Srinivasan
Company Secretary &
Compliance Officer
A-16430

Registered Office:

Plot Nos. 48-51, Electronic City,
Hosur Road, Bengaluru – 560100

Place: Bengaluru

Date: February 11, 2020

Encl.:

1. Postal Ballot Form
2. Self-addressed postage pre-paid envelope



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

POSTAL BALLOT FORM

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015).

Serial No. :

Name and Registered Address of the sole/first
Named Member :

Name(s) of the Joint Member(s), if any :

Registered Folio No. /DP Id No. / Client id No. :

Number of Equity Shares held :

Class of Share :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the special business stated in the Notice of Postal Ballot dated February 11, 2020 circulated by the Company, by conveying my/our assent or dissent to the Resolution enumerated below by placing a tick (✓) mark in the appropriate column below:

Description	No. of shares held by me	I assent to the Resolution	I dissent from the Resolution
Special Resolution:			
Re-appointment of Mr. Bharat Dhirajlal Shah (holding DIN: 00136969) as an Non-Executive Independent Director for a second term.			

Place :

Date :

(Signature of the Member/Authorised Representatives)

Electronic Voting Particulars

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD

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
Monday, February 24, 2020 (from 9.00 am)	Tuesday, March 24, 2020 (up to 5.00 PM)

Notes

- i. Please read the instructions carefully before filling this Postal Ballot Form and exercising your vote by post or electronic means.
- ii. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice annexed herewith.
- iii. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is **Tuesday, March 24, 2020** up to **5.00 p.m.**
- iv. If the voting rights are exercised electronically; there is no need to use this Postal Ballot Form.

INSTRUCTIONS

1. A Member desiring to exercise his / her vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier, at the expenses of the Member, will also be accepted.
2. A Member may opt to vote by electronic means as per the instructions for voting through electronic means provided in the Postal Ballot Notice annexed herewith.
3. Instructions provided in the Postal Ballot Notice annexed herewith on voting by means of Postal Ballot and voting through electronic means shall be followed.
4. There shall be one Postal Ballot for every Folio/DP ID-Client ID irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s)/beneficial owner(s) as on **Friday, February 07, 2020** being the cut-off date.
5. The Postal Ballot Form should be duly completed and signed by the Member. In case of joint holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and failing him, by the next named Member and so on. Postal Ballot Forms which have not been signed by or on behalf of a Member or Postal Ballot Forms containing signatures which do not match the specimen signatures with the Company shall be considered invalid.
6. In case of shares held by companies, trusts, societies or other bodies corporate, the duly completed Postal Ballot Form should be signed by the authorized signatory whose signature is already registered with the Company. In such cases, a certified true copy of the Board Resolution/Authority should also accompany the duly completed Postal Ballot Form. Postal Ballot Forms, signed in a representative capacity, unaccompanied by a certified copy of the relevant specific authority shall be considered invalid.
7. A Member may sign the Postal Ballot Form through an attorney appointed specifically for the purpose, in which case an attested true copy of Power of Attorney should be attached to the Postal Ballot Form.
8. The votes should be cast either in favour of or against the resolution by putting a tick (P) mark in the column provided for "assent" or "dissent". Postal Ballot Forms in which neither "assent" nor "dissent" is mentioned or Postal Ballot Forms bearing tick (v) marks in both the columns of "assent" and "dissent", making it impossible to determine without any doubt the assent or dissent of the Member, shall be considered invalid.
9. Duly completed Postal Ballot Forms should be received by the Scrutinizer not later than **5.00 p.m. on Tuesday, March 24, 2020**. Postal Ballot Forms received after this date shall be considered invalid and treated as if no reply from the Member has been received.
10. A Member may request for a duplicate Postal Ballot Form, if required, by writing to the Registrar and Share Transfer Agents, namely KFin Technologies Private Limited having its office at Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032 or by sending an email to rajeev.kr@kfintech.com. Duly filled in and signed duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in serial no. (9) above.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the vote(s) exercised by means of Postal Ballot, including voting through electronic means shall be final and binding.
12. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.