

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

# 496/4, II Floor, 10th Cross  
Near Bashyam Circle, Sadashivanagar,  
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## SCRUTINIZER'S REPORT

[Pursuant to Sections 108 &109 of the Companies Act, 2013 and the Companies  
(Management & Administration) Rules, 2014]

To

Mr. Bharat. D. Shah/Mr. Biren C. Gabhawala  
Chairman/Chairman of the AGM  
3M India Limited  
Bangalore

Dear Sir,

I, Vijaykrishna KT, Company Secretary in Whole-Time Practice (FCS No 1788, CP No.980), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080, was duly appointed asScrutinizer by 3M India Limited for the purpose of scrutinizing the voting i.e.the e-voting prior to the Annual General Meeting (AGM) ('remote e-voting') and electronic voting ('e-voting')at the 33<sup>rd</sup>Annual General Meeting held on 26<sup>th</sup> August, 2020through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Notice dated 29<sup>th</sup> May, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting (AGM) of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No.- 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020,

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and e-voting at the Annual General Meeting held through Video Conference (VC) or Other Audio Visual Means (OAVM)for the Resolutions proposed in the Notice of 33<sup>rd</sup>Annual General Meeting of the Members of the Company held on26<sup>th</sup>August, 2020. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent

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Res : No. 66, Sathyanarayana Layout, West of Chord Road, III Stage, Bangalore - 560 079, INDIA

Tel : +91 80 23221564

manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 33<sup>rd</sup> Annual General Meeting of the Company, based on the Report provided by KFin Technologies Private Limited, the Agency engaged by the Company to provide remote e-voting facility and e-voting facility at the AGM for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for three days from 23 August, 2020 (9.00 A.M. IST) till 25<sup>th</sup> August, 2020 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform.

After declaration of voting by Chairman, the Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by KFin Technologies Private Limited at the AGM.

The Members holding Equity Shares as on the "cut-off date" i.e., 20<sup>th</sup> August, 2020 were entitled to vote on the Resolutions proposed in the Notice calling the 33<sup>rd</sup> Annual General Meeting.

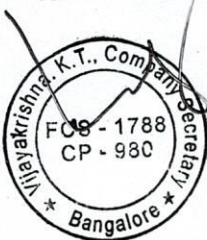
At the end of the e-voting period on 25<sup>th</sup> August, 2020 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 26<sup>th</sup> August, 2020 in the presence of Mr. Sharan Kumar S and Mr. S. R. Ravinand who acted as witnesses as prescribed under Sub-Rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes there under were counted.

Thereafter, the details containing *inter-alia*, the list of the Members, who voted "for" or "against" on each of the Resolutions that were put to vote, were derived from the report generated from the e-voting website of KFin Technologies Private Limited (KFin) i.e. <https://evoting.karvy.com/> and based on such reports,

- a. 180 Members (folio wise) have cast their votes through remote e-voting.
- b. 18 Members (folio wise) have cast their votes through e-voting at the Annual General Meeting.

The brief analysis of the Results of the remote e-voting and e-voting at the AGM are furnished herebelow:



**ORDINARY BUSINESS:**

**Item No.1: Adoption of Standalone Financial Statements for the financial year ended March 31, 2020:**

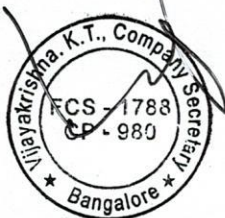
**Ordinary Resolution:**

| Particulars         | No. of votes contained in |                            |                     |                            |                     |                            | Percentage on Valid votes |
|---------------------|---------------------------|----------------------------|---------------------|----------------------------|---------------------|----------------------------|---------------------------|
|                     | Remote E-voting           |                            | E-voting at the AGM |                            | Total               |                            |                           |
|                     | No of members voted       | No. of Votes cast (shares) | No of members voted | No. of Votes cast (shares) | No of members voted | No. of Votes cast (shares) |                           |
| Assent              | 176                       | 9528194                    | 17                  | 4032                       | 193                 | 9532226                    | 99.99                     |
| Dissent             | 3                         | 10                         | 1                   | 100                        | 4                   | 110                        | 0.01                      |
| Total               | 179                       | 9528204                    | 18                  | 4132                       | 197                 | 9532336                    | 100                       |
| Abstained/ Invalid* | 1                         | 14908                      | 0                   | 0                          | 1                   | 14908                      | NA                        |

**Item No.2: Adoption of Consolidated Financial Statements for the financial year ended March 31, 2020:**

**Ordinary Resolution:**

| Particulars         | No. of votes contained in |                            |                      |                            |                      |                            | Percentage on Valid votes |
|---------------------|---------------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|---------------------------|
|                     | Remote E-voting           |                            | E-voting at the AGM  |                            | Total                |                            |                           |
|                     | No. of members voted      | No. of Votes cast (shares) | No. of members voted | No. of Votes cast (shares) | No. of members voted | No. of Votes cast (shares) |                           |
| Assent              | 176                       | 9528194                    | 17                   | 4032                       | 193                  | 9532226                    | 99.99                     |
| Dissent             | 3                         | 10                         | 1                    | 100                        | 4                    | 110                        | 0.01                      |
| Total               | 179                       | 9528204                    | 18                   | 4132                       | 197                  | 9532336                    | 100                       |
| Abstained/ Invalid* | 1                         | 14908                      | 0                    | 0                          | 1                    | 14908                      | NA                        |



Item No. 3: Re-appointment of Mr. AmitLaroya (holding DIN: 00098933) who retires by rotation:

**Ordinary Resolution:**

| Particulars         | No. of votes contained in |                            |                      |                            |                      |                            | Percentage on Valid votes |
|---------------------|---------------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|---------------------------|
|                     | Remote E-voting           |                            | E-voting at the AGM  |                            | Total                |                            |                           |
|                     | No. of members voted      | No. of Votes cast (shares) | No. of members voted | No. of Votes cast (shares) | No. of members voted | No. of Votes cast (shares) |                           |
| Assent              | 111                       | 9225247                    | 17                   | 4032                       | 128                  | 9229279                    | 97.41                     |
| Dissent             | 65                        | 244957                     | 1                    | 100                        | 66                   | 245057                     | 2.59                      |
| Total               | 176                       | 9470204                    | 18                   | 4132                       | 194                  | 9474336                    | 100                       |
| Abstained/ Invalid* | 4                         | 72908                      | 0                    | 0                          | 4                    | 72908                      | NA                        |

**SPECIAL BUSINESS:**

Item No. 4:Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for the Financial Year 2020-21:

**Ordinary Resolution:**

| Particulars         | No. of votes contained in |                            |                      |                            |                      |                            | Percentage on Valid votes |
|---------------------|---------------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|---------------------------|
|                     | Remote E-voting           |                            | E-voting at the AGM  |                            | Total                |                            |                           |
|                     | No. of members voted      | No. of Votes cast (shares) | No. of members voted | No. of Votes cast (shares) | No. of members voted | No. of Votes cast (shares) |                           |
| Assent              | 173                       | 9528103                    | 17                   | 4032                       | 190                  | 9532135                    | 99.99                     |
| Dissent             | 6                         | 101                        | 1                    | 100                        | 7                    | 201                        | 0.01                      |
| Total               | 179                       | 9528204                    | 18                   | 4132                       | 197                  | 9532336                    | 100                       |
| Abstained/ Invalid* | 1                         | 14908                      | 0                    | 0                          | 1                    | 14908                      | NA                        |



**Item No. 5: Approval of estimated Material Related Party Transactions for Three (3) Financial Years from April 1, 2020 to March 31, 2023:**

**Ordinary Resolution:**

| Particulars         | No. of votes contained in |                            |                      |                            |                      |                            | Percentage on Valid votes |
|---------------------|---------------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|---------------------------|
|                     | Remote E-voting           |                            | E-voting at the AGM  |                            | Total                |                            |                           |
|                     | No. of members voted      | No. of Votes cast (shares) | No. of members voted | No. of Votes cast (shares) | No. of members voted | No. of Votes cast (shares) |                           |
| Assent              | 136                       | 1027124                    | 14                   | 3950                       | 150                  | 1031074                    | 95.16                     |
| Dissent             | 42                        | 52278                      | 5                    | 182                        | 47                   | 52460                      | 4.84                      |
| Total               | 178                       | 1079402                    | 18**                 | 4132                       | 197                  | 1083534                    | 100                       |
| Abstained/ Invalid* | 2                         | 8463710                    | 0                    | 0                          | 2                    | 8463710                    | NA                        |

\* Certain Shareholders did not exercise their full entitlements of votes and abstained from voting in respect of for the rest of their shareholdings.

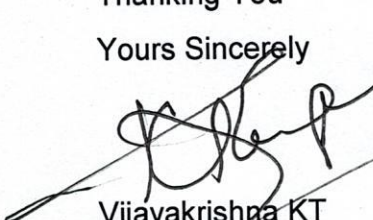

\*\* One person voted partly in favour and partly against the resolution.

Based on the foregoing, the resolution numbers from 01 to 05 maybe deemed to have been passed by requisite majority.

All the relevant records relating to remote e-voting and e-voting are under my safe custody and are being handed over to the Company Secretary of the Company for preserving safely.

Thanking You

Yours Sincerely

Vijayakrishna KT

Company Secretary

FCS: 1788 C. P.: 980

UDIN: F001788B000622551

Date: 27.08.2020

Place: Bangalore

Witnesses: Sharan Kumar S




S. R. Ravinand