

VIJAYAKRISHNA K T  
BBM, LLB, FCS, ACMA  
Company Secretary

# 496/4, II Floor, 10th Cross  
Near Bashyam Circle, Sadashivanagar,  
Bangalore - 560 080, INDIA  
Tel : +91 80 23610847, 41231106  
e-mail : vijaykt@vjkt.in  
ktvijaykrishna@gmail.com

## SCRUTINIZER'S REPORT

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

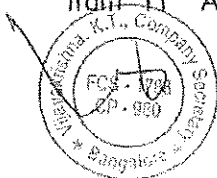
To  
Mr. Bharat. D. Shah  
Chairman  
3M India Limited  
Bangalore

Dear Sir,

I, Vijayakrishna 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 as Scrutinizer by 3M India Limited for the purpose of scrutinizing the voting through remote e-voting and through Insta Poll facility provided at the 32<sup>nd</sup> Annual General Meeting held on 14<sup>th</sup> August, 2019, at Trinity Hall, Taj MG Road, 41/3, Mahatma Gandhi Road, Bangalore – 560 001, 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.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Insta Poll facility at the Annual General Meeting venue for the resolutions proposed in the notice of 32<sup>nd</sup> Annual General Meeting of the Members of the Company held on 14<sup>th</sup> August, 2019. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent 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 32<sup>nd</sup> Annual General Meeting of the Company, based on the report provided by Karvy Fintech Private Limited, the Agency engaged by the Company to provide e-voting and Insta Poll facility at the venue of the Meeting.

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 e-voting was kept open for three days from 11<sup>th</sup> August, 2019 (9.00 A.M. IST) till 13<sup>th</sup> August, 2019 (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.

The Members holding Equity Shares as on the "cut-off date" i.e., 9<sup>th</sup> August, 2019 were entitled to vote on the resolutions proposed in the Notice calling the 32<sup>nd</sup> Annual General Meeting.

At the end of the e-voting period on 13<sup>th</sup> August, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 14<sup>th</sup> August, 2019 in the presence of Mr. Parameshwar G. Bhat and Mrs. Kalai Vani S, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

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 Insta Poll and the report generated from the e-voting website of Karvy Fintech Private Limited i.e. [www.evoting.karvy.com](http://www.evoting.karvy.com) and based on such reports,

- a. 84 members (folio wise) have cast their votes through remote e-voting.
- b. 46 members (folio wise) have cast their votes through Insta Poll facility at the Annual General Meeting.

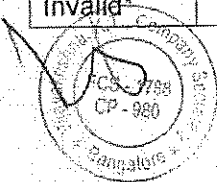
The brief analysis of the results of the remote e-voting and Insta Poll is as under:

**ORDINARY BUSINESS:**

Item No.1: Adoption of Financial Statements (Standalone and Consolidated) for the financial year ended 31<sup>st</sup> March, 2019:

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	82	9584240	46	52853	128	9637093	99.99
Dissent	2	32	0	0	2	32	0.01
Total	84	9584272	46	52853	130	9637125	100.00
Abstained/ Invalid*	2	1281	0	0	2	1281	NA



Item No. 2: Re-appointment of Mr. Jongho Lee(holding DIN: 06720950), who retires by rotation:

Ordinary Resolution:

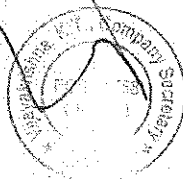
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	74	9556039	46	52853	120	9608892	99.71
Dissent	10	28233	0	0	10	28233	0.29
Total	84	9584272	46	52853	130	9637125	100.00
Abstained/ Invalid*	2	1281	0	0	2	1281	NA

SPECIAL BUSINESS:

Item No. 3: Appointment of Mr. Biren Gabhawala (holding DIN: 03091772) as a Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	79	9577285	46	52853	125	9630138	99.93
Dissent	5	6987	0	0	5	6987	0.07
Total	84	9584272	46	52853	130	9637125	100.00
Abstained/ Invalid*	2	1281	0	0	2	1281	NA



Item No. 4: Appointment of Ms. Sadhana Kaul (holding DIN: 02589934) as a Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	72	9555720	46	52853	118	9608573	99.70
Dissent	12	28552	0	0	12	28552	0.30
Total	84	9584272	46	52853	130	9637125	100.00
Abstained/ Invalid*	2	1281	0	0	2	1281	NA

Item No. 5: Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for the Financial Year 2019-20:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	81	9584165	46	52853	127	9637018	99.99
Dissent	3	107	0	0	3	107	0.01
Total	84	9584272	46	52853	130	9637125	100.00
Abstained/ Invalid*	2	1281	0	0	2	1281	NA



Item No. 6: Re- appointment of Mr. Biren Gabhawala (holding DIN: 03091772) as an Independent Director of the Company for a second term:

**Special Resolution:**

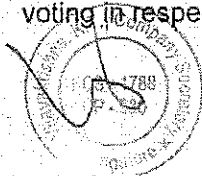
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	79	9577285	46	52853	125	9630138	99.93
Dissent	5	6987	0	0	5	6987	0.07
Total	84	9584272	46	52853	130	9637125	100.00
Abstained/ Invalid*	2	1281	0	0	2	1281	NA

Item No. 7: Appointment of Mr. Ramesh Ramadurai (holding DIN: 07109252) as Managing Director of the Company:

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Insta Poll		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	77	9577786	46	52853	123	9630639	99.93
Dissent	7	6486	0	0	7	6486	0.07
Total	84	9584272	46	52853	130	9637125	100.00
Abstained/ Invalid*	2	1281	0	0	2	1281	NA

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

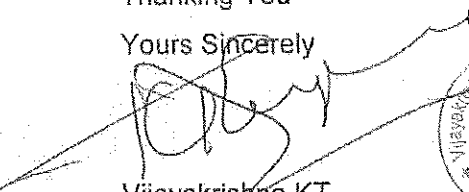


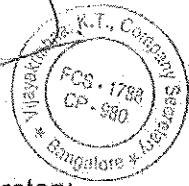
Based on the foregoing, the resolution numbers from 01 to 07 may be deemed to have been passed by requisite majority.

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

Thanking You

Yours Sincerely


  
Vijayakrishna KT  
Practising Company Secretary  
FCS No.: 1788  
C. P. No.: 980




Date: 14.08.2019

Place: Bangalore

Witnesses:

  
1. Parameshwar G. Bhat

  
2. Kalai Vani S

Received  
V. Janavalan  
14/8/19

VIJAYAKRISHNA K T  
BBM, LLB, FCS, ACMA  
Company Secretary

# 496/4, II Floor, 10th Cross  
Near Basyam Circle, Sadashivanagar,  
Bangalore - 560 080, INDIA  
Tel : +91 80 23610847, 41231106  
e-mail : vijaykt@vjkt.in  
ktvijaykrishna@gmail.com

**Form No. MGT-13**

[Pursuant to rule Section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and administration) Rules, 2014]

To  
Mr. Bharat. D. Shah  
Chairman  
3M India Limited  
Bangalore

Held on 14<sup>th</sup> August, 2019 at Trinity Hall, Taj MG Road,  
41/3, Mahatma Gandhi Road,  
Bangalore – 560 001

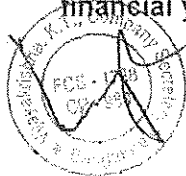
Dear Sir,

I, Vijaykrishna KT, Practising Company Secretary, Bangalore, appointed as Scrutinizer for the purpose of the Insta Poll taken on the below mentioned resolutions at the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of 3M India Limited, held on 14<sup>th</sup> August, 2019, at Trinity Hall, Taj MG Road, 41/3, Mahatma Gandhi Road, Bangalore – 560 001, submit my report as under:

1. After the time fixed for closing of the Poll by Chairman, Insta Poll i.e. electronic mode, facility was extended in my presence.
2. The results of the Insta Poll are as under:

**ORDINARY BUSINESS:**

1. Adoption of Financial Statements (Standalone and Consolidated) for the financial year ended 31<sup>st</sup> March, 2019 (Ordinary Resolution):



i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
46	52853	100.00

ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
0	0	0

iii. Invalid votes:

No. of Persons voted	No. of Votes cast
0	0

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

i. Voted in favour of the resolution:

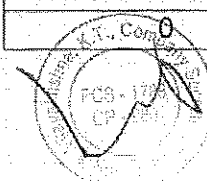
No. of Persons voted	No. of Votes cast	% of total Valid Votes
46	52853	100.00

ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
0	0	0

iii. Invalid votes:

No. of Persons voted	No. of Votes cast
0	0



**SPECIAL BUSINESS:**

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

i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
46	52853	100.00

ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
0	0	0

iii. Invalid votes:

No. of Persons voted	No. of Votes cast
0	0

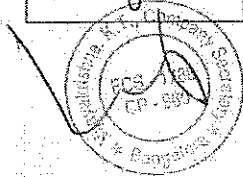
**4. Appointment of Ms. Sadhana Kaul (holding DIN: 02589934) as a Director of the Company (Ordinary Resolution):**

i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
46	52853	100.00

ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
0	0	0



iii. Invalid votes:

No. of Persons voted	No. of Votes cast
0	0

5. Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for the Financial Year 2019-20 (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
46	52853	100.00

ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
0	0	0

iii. Invalid votes:

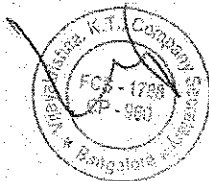
No. of Persons voted	No. of Votes cast
0	0

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

i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
46	52853	100.00

ii. Voted against the resolution:



No. of Persons voted	No. of Votes cast	% of total Valid Votes
0	0	0

iii. Invalid votes:

No. of Persons voted	No. of Votes cast
0	0

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

i. Voted in favour of the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
46	52853	100.00

ii. Voted against the resolution:

No. of Persons voted	No. of Votes cast	% of total Valid Votes
0	0	0

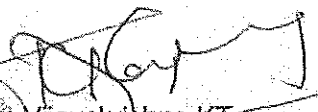
iii. Invalid votes:

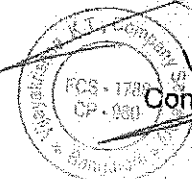
No. of Persons voted	No. of Votes cast
0	0

All records were sealed and handed over to the Company Secretary for safe keeping.

Yours faithfully,

Place: Bangalore  
Date: 14.08.2019

  
Vijayakrishna KT  
Company Secretary  
FCS No.: 1788  
C. P. No.: 980



Received  
V. Inwala  
14/8/19