

**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](mailto:investorhelpdesk.in@mmm.com)

Website: [www.3mindia.in](http://www.3mindia.in)

**POSTAL BALLOT NOTICE**

(ONLY THROUGH E-VOTING)

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

Dear Member(s),

Notice is hereby given that the resolutions set out below is proposed to be passed by the Members of 3M India Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time). This Notice is accordingly being issued in compliance with the said MCA Circulars. This Notice is being sent through email to all the Members who have registered their email addresses with the Company or with depository / depository participants and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot. The communication of assent / dissent of the Members will take place only through the remote e-voting system.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company through Postal Ballot/ e-voting.

The Company has engaged the services of KFin Technologies Private Limited (“KFin”) for facilitating e-voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (**FOR**) or dissent (**AGAINST**) through the remote e-voting process not later than 5:00 P.M. IST on Thursday, March 24, 2022, failing which it will be strictly considered that no reply has been received from the Member. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Thursday, March 24, 2022.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Vijayakrishna K. T, Company Secretary in practice (C.P. No. 980, Membership No. FCS 1788) as ‘Scrutinizer’ to scrutinize the Postal Ballot process in a fair and transparent manner. Mr. Vijayakrishna K. T has consented to act as the Scrutinizer for this Postal Ballot Process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or a person authorized by the Chairman. The result of the Postal Ballot will be announced on Saturday, March 26, 2022 and will be displayed at the Company’s website [https://www.3mindia.in/3M/en\\_IN/company-in/about-3m/financial-facts-local/](https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/), besides communicating to the stock exchanges and depositories. The Company will also display the results of the

Postal Ballot at its Registered Office. The last date for receipt of votes vide e-voting i.e., Thursday, March 24, 2022 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with SS-2 on General Meetings.

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

**SPECIAL BUSINESS:**

**ITEM NO. 1: RE-APPOINTMENT OF MR. RAMESH RAMADURAI (DIN: 07109252) AS A MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF TWO (2) YEARS FROM FEBRUARY 13, 2022 TO FEBRUARY 12, 2024.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), 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), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors at their Meetings held on February 3, 2022 consent of the Members be and is hereby accorded for the re-appointment of Mr. Ramesh Ramadurai (DIN: 07109252) as the Managing Director of the Company for a further period of two (2) years from February 13, 2022 to February 12, 2024 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, he shall continue to be a Key Managerial Personal pursuant to Section 203 of the Act and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.”

**ITEM NO. 2: APPOINTMENT OF MS. YUN JIN (DIN: 09474323) AS A DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** Ms. Yun Jin (DIN: 09474323), who was appointed as an Additional Director of the Company with effect from February 4, 2022 and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on February 3, 2022 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 who holds office up to the date of three months from the date of her appointment by the Board or the date of the next Annual General Meeting, whichever is earlier, be and is hereby appointed as a Director of the Company and whose office shall be liable to retirement of Directors by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.”

Registered Office:

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

Place: Bengaluru

Date: February 3, 2022

**By order of the Board  
For 3M India Limited**

**V. Srinivasan  
Company Secretary &  
Compliance Officer  
A16430**

**Notes:**

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 11, 2022 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at [https://www.3mindia.in/3M/en\\_IN/company-in/about-3m/financial-facts-local/](https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited (“KFin Tech”) at <https://evoting.kfintech.com>.
4. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or contact Mr. Rajeev Kumar of KFin Technologies Private Limited at 040-67161524 or at 1800 309 4001 (Toll Free).
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2, and any amendments thereto, the Company is providing the facility to the members to exercise their right to

vote on the proposed resolutions electronically. The Company has engaged the services of KFin Tech as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

8. **The e-voting period commences at 9:00 a.m. (IST) on Wednesday, February 23, 2022 and ends at 5:00 p.m. (IST) on Thursday, March 24, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.**
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, March 24, 2022.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [investorhelpdesk.in@mmm.com](mailto:investorhelpdesk.in@mmm.com).

**PROCEDURE FOR 'E-VOTING':**

**1) E-VOTING FACILITY:**

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-voting Facility provided by Listed Entities, the Company is providing e-voting facility of KFin Tech to its Members to exercise their right to vote on the proposed resolution by electronic means.
- ii. The e-voting facility will be available during the following period:

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
<b>Wednesday, February 23, 2022</b> (9.00 a.m. IST)	<b>Thursday, March 24, 2022</b> (5.00 p.m. IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

- iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.

**2) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

- i. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
- ii. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE.**

As per circular of SEBI on e-voting Facility provided by Listed Entities, dated December 9, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories/Depository Participant(s), is given below:

## PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

### **National Securities Depository Limited (NSDL)**

**1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:**

- i. Type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>.
- ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.
- iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
- iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-voting” under Value Added Services on the panel available on the left-hand side.
- v. Click on “Active E-voting Cycles” option under e-voting.
- vi. You will see Company Name: “3M India Limited” on the next screen. Click on the e-voting link available against 3M India Limited or select e-voting service provider “KFin Tech” and you will be re-directed to the e-voting page of KFin Tech to cast your vote without any further authentication.

**2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:**

- i. To register, type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>.
- ii. Select option “Register Online for IDeAS” available on the left-hand side of the page
- iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
- iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

**3. Users may directly access the e-voting module of NSDL as per the following procedure:**

- i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
- ii. Click on the button “Login” available under “Shareholder/Member” section.
- iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
- iv. On successful authentication, you will enter the e-voting module of NSDL. Click on “Active e-voting Cycles / VC or OAVMs” option under e-voting. You will see Company Name: “3M India Limited” on the next screen. Click on the e-voting link available against 3M India Limited or select e-voting service provider “KFin Tech” and you will be re-directed to the e-voting page of KFin Tech to cast your vote without any further authentication.

### **Central Depository Services (India) Limited (CDSL)**

**1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:**

- i. Type in the browser / Click on any of the following links:  
<https://web.cdslindia.com/myeasi/home/login> OR [www.cdslindia.com](http://www.cdslindia.com) and click on New System My Easi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)
- ii. Enter your User ID and Password for accessing Easi / Easiest.

- iii. You will see Company Name: “3M India Limited” on the next screen. Click on the e-voting link available against 3M India Limited or select e-voting service provider “KFin Tech” and you will be re-directed to the e-voting page of KFin Tech to cast your vote without any further authentication.

**2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:**

- i. To register, type in the browser / Click on the following link:  
<https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.
- iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

**3. Users may directly access the e-voting module of CDSL as per the following procedure:**

- i. Type in the browser / Click on the following links:  
[www.cdslindia.com](http://www.cdslindia.com) / <https://www.evotingindia.com>
- ii. Provide Demat Account Number and PAN.
- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
- iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against 3M India Limited or select e-voting service provider “KFin Tech” and you will be re-directed to the e-voting page of KFin Tech to cast your vote without any further authentication.

**PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT**

Individual shareholders holding shares of the Company in Demat mode can access e-voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for “e-voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-voting” and they will be redirected to e-voting modules of NSDL/CDSL (as may be applicable). Click on the e-voting link available against 3M India Limited or select e-voting service provider “KFin Tech” and you will be re-directed to the e-voting page of KFin Tech to cast your vote without any further authentication.

**Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.**

Members facing any technical issue during login can contact as detailed below:

NSDL helpdesk email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 / 1800 22 44 30.

CDSL helpdesk email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 / 022-23058542-43.

**iii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

- l. (A) In case a member receives an e-mail from the Company / KFin Tech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
  - a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
  - b. Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number+ Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFin Tech for 'e-voting', you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-309-4001 (from 9:00 a.m. IST to 6:00 p.m. IST on all working days) for assistance on 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 upon logging-in for the first time. 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, e-mail 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 (EVEN) for 3M India Limited. SHAREHOLDERS TO SELECT THE RESPECTIVE EVENS AND VOTE DEPENDING UPON THEIR SHAREHOLDING. FULLYPAID-UP OR PARTLY PAID-UP OR BOTH.
  - g. On the voting page, enter the number of shares as on the Cut-Off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to "ABSTAIN", and vote 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.
  - k. Once you confirm, you will not be allowed to modify your vote.
  - l. Corporate / Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in 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](mailto:vijaykt@vjkt.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

(B) In case of a Member whose e-mail address is not registered / updated with the Company / KFin Tech / Depository Participant(s), please follow the following steps to generate your login credentials:

- a. Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by clicking on <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> or by giving details of folio number, e-mail address and self- attested copy of PAN card to KFinTech at [evoting@kfintech.com](mailto:evoting@kfintech.com).
  - b. Members holding shares in dematerialized mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) where they maintain their demat accounts.
  - c. After due verification, the Company / KFin Tech will forward your login credentials to your registered e-mail address.
  - d. Follow the instructions at I.(A). (a) to (l) to cast your vote.
- II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFin Tech in the manner as mentioned below:
- a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> e-voting Event Number + Folio No. or DP ID Client ID to 9212993399  
Example for NSDL: MYEPWD <SPACE> IN12345612345678 Example for CDSL: MYEPWD <SPACE> 1402345612345678  
Example for Physical: MYEPWD <SPACE> XXXX123456789
  - b. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate password.
  - c. Member may call on KFin Tech’s toll-free number 1800-309-4001 (from 9:00 a.m. IST to 6:00 p.m. IST on all working days).
  - d. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). After due verification of the request, User ID and password will be sent to the Member.
  - e. If the Member is already registered with KFin Tech’s e-voting platform, then he/she/it can use his/her/its existing password for logging-in.

- IV. In case of any query on e-voting, Members may refer to the “Help” and “FAQs” sections / e-voting user manual available through a dropdown menu in the “Downloads” section of KFin Tech’s website for e-voting: <https://evoting.kfintech.com> or contact KFin Tech as per the details given under sub-point no. V below.
- V. Members are requested to note the following contact details for addressing e-voting related grievances:  
Mr. Rajeev Kumar  
Kfin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad-500032  
Email id: [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com) | Contact No. 040-6716 1524 | E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)  
Toll Free : 040-67161524 or at 1800 309 4001(9:00 a.m. to 6:00 p.m. on all working days)

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

Place: Bengaluru  
Date: February 3, 2022

**By order of the Board  
For 3M India Limited**

**V. Srinivasan  
Company Secretary &  
Compliance Officer  
A16430**

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### **EXPLANATORY STATEMENT**

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

**The following Explanatory Statements are furnished in respect of all the Special Business of the Postal Ballot Notice:**

**Item No.1:**

Mr. Ramesh Ramadurai (DIN: 07109252) was appointed as Managing Director of the Company for a period from June 1, 2019 to February 12, 2022, as per resolution passed by Members at the Thirty Second (32<sup>nd</sup>) Annual General Meeting of the Company held on August 14, 2019. His current term of appointment as the Managing Director of the Company will expire on February 12, 2022.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on February 3, 2022 has approved the re-appointment of Mr. Ramesh Ramadurai as the Managing Director of the Company for a further period of two (2) years from February 13, 2022 to February 12, 2024 (categorized as Executive and Non- Independent Director) subject to the approval of the Members of the Company.

Considering his knowledge of various aspects relating to the Company’s affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Ramesh Ramadurai should be available to the Company for a further period of two (2) years. The re-appointment was made pursuant to the nomination from 3M Company, USA. The re-appointment of Mr. Ramesh Ramadurai is appropriate and in the best interests of the Company.

The approval of the Members is being sought for the re-appointment and for the terms, conditions, and stipulations for the re-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 February 3, 2022 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important positions as that of the Managing Director.

A copy of the letter of appointment as Managing Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office/Corporate Office of the Company during the office hours on all working days other than on Saturdays and Sundays till last date for voting.

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

Period of Appointment: For a period of two (2) years from February 13, 2022 to February 12, 2024.

Salary including allowances and Incentives (excluding Perquisites): Not exceeding Rs.39 Lakhs per month (**Upper limit for his entire tenure of two (2) years**).

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, if any, if so required, shall pay the same remuneration as stated above but subject to being within the overall limits on Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 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 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 re-appointment of Mr. Ramesh Ramadurai as Managing Director of the Company is included to be passed by the Members through Postal Ballot.

**A brief profile of Mr. Ramesh Ramadurai is given below:**

Mr. Ramesh Ramadurai (aged 60 years) was initially appointed as a Non-Executive Non-Independent Director of the Company with effect from March 27, 2015. He was appointed as the Managing Director of the Company from June 1, 2019 to February 12, 2022. Previously Mr. Ramesh Ramadurai served as Business Director for 3M Industrial Business from July 2014 to May 2019. During this period, he was based in Shanghai, China, and was 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 and Electro & Telecommunications businesses. He was seconded to Global Headquarters in St Paul, USA, from November 2003 to December 2008, where he worked as Market Segment Manager, Global Product Manager, and International Business Manager in 3M's Industrial Business. Prior to 3M, Mr. Ramesh Ramadurai worked for a year as a Production Engineer at an Offshore Oil Production facility in India, and for about 3 years in a business planning role at an automotive parts and motorcycle manufacturer in India. Currently, Mr. Ramesh Ramadurai is the Chairman of Confederation Indian Industry (CII), Karnataka State Council, for the year 2021-22.

Mr. Ramesh Ramadurai holds Post Graduate Diploma in Management (PGDM) with specialization in Marketing from the Indian Institute of Management, Calcutta and a Bachelor of Technology in Chemical Engineering from the Indian Institute of Technology, Kanpur.

Considering his background, experience and contributions to the Company the Board of Directors recommends the Ordinary Resolution as set out at item no.1 of this Postal Ballot Notice for approval by the Members of the Company.

None of the Directors/Key Managerial Personnel or their relatives except Mr. Ramesh Ramadurai is concerned or interested financially or otherwise in the resolution set forth in Item No.1.

**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:**

<b>Name of the Director</b>	Mr. Ramesh Ramadurai	
<b>Director Identification Number (DIN)</b>	07109252	
<b>Date of Birth and Age</b>	February 13, 1962 (60 Years)	
<b>Date of First Appointment on the Board of the Company</b>	March 27, 2015	
<b>Qualifications</b>	B.Tech in Chemical Engineering -IIT, Kanpur and Post Graduate Diploma in Management with specialization in Marketing - IIM, Calcutta.	
<b>Expertise in Specific functional Area</b>	General Management of Business and Marketing.	
<b>No. of Board Meetings attended</b>	(April 01, 2021 till February 12, 2022) Held: 5 Attended: 5	(April 01, 2020 to March 31, 2021) Held: 4 Attended: 4
<b>Number of Shares held in the Equity Capital of the Company</b>	Nil	
<b>Shareholding in the Company as a beneficial owner</b>	Nil	
<b>Directorships held in other Public Limited Companies</b>	Nil	
<b>Resignation from the directorship of the listed companies in the past three years</b>	Nil	
<b>Memberships / Chairmanships of Committees of Boards in Companies (Including 3M India Limited)</b>	3M India Limited – Member of <ul style="list-style-type: none"> <li>• Stakeholders' Relationship Committee</li> <li>• Corporate Social Responsibility Committee</li> <li>• Risk Management Committee</li> </ul>	

<b>Remuneration last drawn (Paid for the Financial Year 2020-2021)</b>	Rs. 3,45,54,454/-
<b>Remuneration sought to be paid</b>	Not exceeding Rs. 39 Lakhs per month ( <i>upper limit for his entire tenure of two (2) years</i> ). The remuneration as approved by the Board is within the limits prescribed by the Companies Act, 2013.
<b>Disclosure of relationships between Directors/KMP inter-se</b>	Nil

**Item No. 2:**

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its Meeting held on February 3, 2022 has appointed of Ms. Yun Jin (DIN: 09474323) as an Additional Director (categorized as Non-Executive, Non- Independent Director) of the Company with effect from February 4, 2022 and who holds office up to the date of three months from the date of appointment by the Board or approval of the Members, whichever is earlier. The appointment was made pursuant to the nomination received from 3M Company, USA.

She is 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 Ms. Yun Jin as a Director of the Company is included to be passed by the Members through Postal Ballot.

**A brief profile of Ms. Yun Jin is given below:**

Ms. Yun Jin (aged 47 years) was named as Vice President Finance, 3M Asia from December 1, 2021. She has rich experience, partnering with business and finance leadership teams to drive growth and improve profitability. She has over 27 years of diverse experiences across Greater China Area and the United States in finance and business. She has held several roles of increased responsibility in the finance organization, including business finance, operational accounting, treasury and tax in China, Greater China Area Financial Planning & Analysis leader, and Country General Manager of 3M Hong Kong. Her immediate prior role was as Global Finance Director for 3M Personal Safety Division based in 3M's headquarters in St. Paul, Minnesota, USA.

Ms. Yun Jin graduated from Shanghai University with a major in Accounting and holds an MBA jointly from Shanghai University of Finance and Economy and Webster University and is a Certified Public Accountant in China.

Considering the experience and knowledge of Ms. Yun Jin, the Board recommends the Ordinary Resolution as set out at item no. 2 of this Postal Ballot Notice for approval by the Members of the Company.

None of the Directors/Key Managerial Personnel or their relatives except Ms. Yun Jin is concerned or interested financially or otherwise in the resolution set forth in Item no. 2.

**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:**

<b>Name of the Director</b>	Ms. Yun Jin
<b>Director Identification Number (DIN)</b>	09474323

<b>Date of Birth and Age</b>	March 11, 1974 (47 Years)
<b>Date of First Appointment on the Board</b>	February 4, 2022
<b>Qualifications</b>	Graduate in Accounting, MBA and CPA
<b>Expertise in Specific functional Area</b>	Finance, Tax, Treasury and General Management of Business
<b>No. of Board Meetings attended</b>	NA
<b>Number of Shares held in the Equity Capital of the Company</b>	Nil
<b>Shareholding in the Company as a beneficial owner</b>	Nil
<b>Directorships held in other Public Limited Companies</b>	Nil
<b>Resignation from the directorship of the listed companies in the past three years</b>	Nil
<b>Memberships / Chairmanships of Committees of Boards in Companies (Including 3M India Limited)</b>	3M India Limited • Audit Committee: Member (w.e.f. February 4, 2022)
<b>Remuneration last drawn</b>	NA
<b>Remuneration sought to be paid</b>	NA
<b>Disclosure of relationships between Directors/KMP <i>inter-se</i></b>	Nil

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

Place: Bengaluru  
Date: February 3, 2022

**By order of the Board  
For 3M India Limited**

**V. Srinivasan  
Company Secretary &  
Compliance Officer  
A16430**