

3M INDIA LIMITED

CIN: L31300KA1987PLC013543

Registered Office: Plot Nos. 48-51, Electronic City, Hosur Road, Bengaluru – 560100
Phone: 080-22231414, Email: investorhelpdesk.in@mmm.com, Website: www.3m.com/in

NOTICE is hereby given that the Thirty Eight (38th) Annual General Meeting (“AGM/eAGM”) of 3M India Limited (“the Company”) will be held at **10:30 am (IST) on Tuesday, August 26, 2025** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the financial year ended March 31, 2025.

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

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Auditors’ Report thereon and the Board’s Report, be and are hereby received, considered and adopted.”

2. Declaration of Dividend for the financial year ended March 31, 2025.

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

“RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, approval of Members of the Company be and is hereby accorded for declaration and payment of final dividend of ₹ 160 (Rupees One Hundred and Sixty only) and a special dividend of ₹ 375 (Rupees Three Hundred and Seventy-Five only), aggregating to ₹ 535 (Rupees Five Hundred and Thirty-Five only) per equity share of face value ₹ 10 each, for the financial year ended March 31, 2025, and be payable to all those shareholders whose names appear in the Register of Members as on the record date for payment of the Dividend.”

3. Re-appointment of Ms. Kong Sau Wai Elizabeth (DIN: 10879418) who retires by rotation, as a Director.

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

“RESOLVED THAT Ms. Kong Sau Wai Elizabeth (DIN: 10879418) Director, who retires by rotation at this Annual General Meeting, and being eligible, having offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. Approval of Material Related Party Transactions with 3M Company, USA.

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modifications(s) or re-enactments(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to enter into Material Related Party Transactions with its Holding Company, 3M Company, USA, being related party as defined under Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding in aggregate ₹ 763 crores (Rupees Seven Hundred and Sixty-Three Crores only) for the period from the 38th Annual General Meeting until the 39th Annual General Meeting of the Company on such terms as may be mutually agreed for between the Company and 3M Company, USA.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient in order to give effect to this resolution.”

5. Approval for payment of Royalty to 3M Company, USA.

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

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any amendment(s) or modification(s) or re-enactment thereof), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) for the payment of Royalty by the Company to 3M Company, USA, being a related party, for an amount not exceeding ₹ 97 crores (Rupees Ninety Seven Crores only), for the period from the 38th Annual General



Meeting until the 39th Annual General Meeting of the Company, on such terms as may be mutually agreed for between the Company and 3M Company, USA.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient in order to give effect to this resolution.”

6. Appointment of Secretarial Auditor.

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Messrs. V Sreedharan & Associates, Company Secretaries in Practice (Firm’s Registration No. P1985KR14800) as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 1, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

7. Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for FY 25-26.

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof), the remuneration payable to Messrs. Rao, Murthy & Associates, Bengaluru (Firm’s Registration No. 000065), Cost Auditors, appointed by the Board of Directors based on the recommendation of the Audit Committee of the Company to conduct the audit of the cost records of the Company for FY 25-26 for a fee of ₹ 575,000 (Rupees Five Lakhs Seventy-Five Thousand only) excluding applicable taxes and re-imbursement of out of pocket expenses incurred by them in connection with the audit of cost records, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient in order to give effect to this resolution.”

By order of the Board
Pratap Rudra Bhuvanagiri
Company Secretary (ACS 22297)

Place: Bengaluru

Date : May 28, 2025

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS AMENDED.

The following statements set out all material facts relating to Ordinary/Special business proposed to be transacted under Item No. 4 to 7 of the accompanying Notice dated May 28, 2025 and shall be taken as forming part of the Notice.

Item No. 4 and 5: Approval of Material Related Party Transactions with 3M Company, USA and Payment of royalty to 3M Company, USA.

The Company is the flagship listed company of 3M Company, USA in India. 3M Company, USA holds 75% equity stake, with the balance of the outstanding equity being held by public shareholders. 3M Company, USA is a diversified technology company with a global presence in the following businesses: Safety and Industrial; Transportation & Electronics and Consumer. 3M and its group companies (3M Group) are among the leading manufacturers of products for many of the markets they serve. Most 3M products involve expertise in technology, product development, manufacturing, and marketing, and are subject to competition from products manufactured and sold by other technologically oriented companies. The Company manages its operations in four (4) operating business segments: Safety and Industrial; Transportation & Electronics; Consumer and Health Care. The Company's four business segments bring together common or related 3M technologies which enhance the development of innovative products and services and provide for efficient sharing of business resources. The Company has 3 (three) Manufacturing Plants and a nationwide sales network in India.

In the ordinary course of its business, the Company enters into transactions for the sale and purchase of goods and

raw materials with, for availing/ rendering services from/to, and other commercial transactions with 3M Company, USA, being a related party as defined under Regulation 2(1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), at arm's length basis. Among these related-party transactions, there has been an on-going intellectual property arrangement under which 3M Company, USA has granted the Company access to 3M Group's synergies, state of art products and technologies, competencies and "3M" and other 3M-owned brands in an increasingly global and competitive business environment.

In the absence of such arrangement and the full performance of the duties and obligations thereunder by the Company, the Company would no longer have access to 3M products or technologies or the use of the "3M" and other 3M-owned brands.

3M Company, USA is a Holding Company (Promoter) of the Company, and together with other members of 3M Group are "related parties" as per the definition under Regulation 2(1) (zb) of the Listing Regulations.

Members may note the following particulars:

- (i) The approval being sought from the Members through this notice pertains specifically to material related party transactions with the Parent Company viz., 3M Company, USA. These transactions are estimated based on historical trends and adjusted for anticipated business activity and prevailing market conditions during the relevant period. The said transactions are essential for the Company to carry out its business operations and maximise its growth and performance.
- (ii) The table below provides details of actual transactions with all Related Parties within the 3M Group entities over the past three financial years:

(₹ in crores)			
Nature of Transaction	Actual Value of transaction for FY 22-23	Actual Value of transaction for FY 23-24	Actual Value of transaction for FY 24-25 ¹
INCOME			
Income from Contract Research	14.58	12.50	22.40
Sale of Goods	81.22	89.34	23.78
Re-charge of expenses	38.04	48.80	46.88
Total	133.83	150.64	93.06
EXPENDITURE			
Purchase of Materials	1,453.74	1392.35	1,333.07
Royalty	57.45	76.76	75.48
Corporate Management Fee	117.71	118.43	124.18
Total	1,629.90	1587.54	1,532.73
Grand Total	1,763.73	1738.18	1,625.79

1. The values for FY 24-25 include the values of merged entity—3M Electro & Communication India Private Limited.



- (iii) The table below provides details of actual transactions with the Parent Company viz. 3M Company, USA for the previous financial year, along with the estimated transaction values from 37th AGM to 38th AGM, and the projected transaction values for the period from 38th AGM to 39th AGM of the Company.

(₹ in crores)					
A	B	C	D	E	F
Nature of Transaction	Actual Value of transaction for FY 22-23	Actual Value of transaction for FY 23-24	Actual Value of transaction for FY 24-25	Estimated value for the period from 37 th AGM to 38 th AGM ¹	Estimated value of transactions for which approval is sought for the period from 38 th AGM to 39 th AGM
INCOME					
Income from Contract Research	15	12	22	27	35
Sale of Goods	1	3	9	7	20
Re-charge of expenses	-	-	9	11	20
Total	16	16	41	46	75
EXPENDITURE					
Purchase of Materials	634	562	461	475	673
Re-charge of expenses	-	-	-	-	10
Purchase of capital goods	-	-	-	-	5
Total	634	562	461	475	688
Grand Total	650	578	502	521	763
Royalty	57	77	75	79	97²

- The values are actuals upto June 2025 and estimates for July 2025 to August 2025.
- Royalty expense is wholly attributed to estimated volume in manufacturing activities.
- The proposed increase in cost of purchase of materials from August 2025 to August 2026 is attributable to growth in business volumes, supply chain adjustments and probable changes in the sources of supply.
- The reduction in the value of goods purchased for FY 24-25 compared to FY 23-24 is attributed to the transition of Health Care-related purchases to Solventum Inc, which, effective April 1, 2024, is no longer a related party for the Company.

- (iv) At Sl. (iii), Column F, the values shown against various categories of the nature of transactions are indicative and may vary inter se. The approval of Members is being sought for the total value of related party transactions specified in the resolution with 3M Company USA, and transactions will remain within such overall values proposed for approval of the Members.
- (v) The payment of royalty to 3M Company, USA has been carved out as a separate resolution. The intent is to separate the payment of royalty from the other transactions which pertain to ongoing purchase and sale of goods, income from ongoing contract research activities, and cost recharges from ongoing business operations.
- (vi) Members may kindly note that in terms of SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2022/40 dated March 30, 2022 and SEBI/ HO/CFD/ CMD1/ CIR/P/2022/47 dated April 8, 2022, the approval of Members is sought to the aforesaid material related party transactions for a period commencing from 38th AGM to 39th AGM of the Company.
- (vii) Information on the Intellectual Property agreement entered by the Company with 3M Company, USA, basis for Royalty and benefits derived by the Company from the Intellectual Property Agreement and Royalty payment:
- 3M Company, USA has granted the Company access to 3M Group's synergies, state of art products and technologies, competencies and "3M" and other 3M-owned brands which are very critical and essential for the Company to carry out its business operations and maximise its growth and performance in an increasingly global and competitive business environment.
 - The Intellectual Property agreement with 3M allows the Company to access and rights to manufacture using the parent company's licensed technologies, product portfolio and the "3M" brand. The parent company, 3M Company, USA and 3M Group has a broad portfolio of products across multiple technology platforms protected by Intellectual Property Rights. 3M Company, USA owns 49 technology platforms, which cover platforms such as adhesives, abrasives, ceramics, nanotechnology and several more. 3M Company, USA and its affiliates invested about USD 1.1 Billion in Research and Development in 2024. The consistent investment in R&D over the years helped produce 135,077 patents in the company's history, and a steady stream of unique products for customers that are accessible to 3M India. New products have been introduced in all the business segments.

- c. The “3M” brand was ranked among the top 100 list of global best brands ranking, by Interbrand in 2023. Further, 3M Company, USA along with its global affiliates, is highly regarded in the business world as well as with stakeholders. The 3M Group has received several global accolades and recognition. To name a few, 3M Company was recognised as:
1. 50 Most Innovative Companies, by Boston Consulting Group
 2. Top 100 Global Innovators 2023 by Clarivate
 3. Brands That Matter 2023 by Fast Company.
 4. World’s Most Trustworthy Companies 2023 by Newsweek.
 5. Top 100 Global Leaders in Sustainable Innovation 2023, by LexisNexis.
- (viii) Such global recognition earned over several years, gives the 3M brand a strong value in the marketplace, which the Company benefits from. Access to and use of the “3M” brand has benefited the Company to gain business and customers for its innovative products and deliver business growth.
- (ix) As a result of the IP agreement, the Company has significantly increased its manufacturing footprint in India over the past several years.
- 63% of the incremental growth delivered over the last six years was contributed by the increase in manufacturing activities. This increase in manufacturing is dependent on access to 3M Company’s intellectual property, product portfolios and the 3M brand.
 - As at March 31, 2014 locally manufactured products contributed 52.9% to total sales. The contribution of locally manufactured products increased to 59.4% of total sales as at March 31, 2025. During the same period, the Company’s profit before tax increased from 3.9% to sales in FY 13-14 to 17.4% in FY 24-25. This represents a compounded growth rate in the value of profit before tax by 24.56%.
- (x) Effective April 1, 2023, the Company does not pay any royalty on trading sales and royalty are paid on sales of manufactured products only, on net sales value. This change in royalty arrangement aligned the royalty payment closely with the increase in the mix and sales of locally manufactured products and aligned 3M India with 3M Group’s royalty arrangement across entities/affiliates in the Group. Additionally, this benefits the Company in the medium to long-term to increase the local manufacturing footprint and build sustainable competitive moats in the marketplace.
- (xi) The Company is strengthening the Profit Before Tax (PBT) since the Company is able to penetrate better by accessing the technologies of 3M which is clearly seen in PBT growth and topline growth.
- (xii) Payment of Royalty to parent company is on the following categories:
- a. Manufacturing & Services: 3.25% on sale of manufactured products, consistent with previous approvals. There has been no change in the royalty rate payable compared to previous year. The current approval sought is for ₹ 97 Crores, covering royalties for these products and services.
 - b. Other Software: 17.5% on net sales. Historically, there have been no payments under “Other Software”. Transactions are not anticipated, and no specific approval has been sought for this category.
- (xii) The terms and conditions and the rates of royalty remain unchanged from April 1, 2024 and consistent with the previous year’s approval.
- (xiii) Effective April 01, 2024 Parent 3M Company, USA has spun off Healthcare Business to Solventum Inc, USA which is not a related party. Accordingly the value of royalty proposed to be paid to 3M Company, USA does not include royalty payable on Health Care business.
- (xiii) For FY 23-24, the royalty paid was ₹ 76.76 crores (1.95 % to sales) and for FY 24-25, the royalty paid was ₹ 75.48 crores (1.70 % to sales).
- (xiv) Although approval was sought last year for transactions with two entities - 3M Company, USA and 3M Innovation Singapore Pte Limited - the actual value of transactions with 3M Innovation Singapore Pte Limited did not exceed the materiality threshold. Furthermore, the estimated value of transactions with 3M Innovation Singapore Pte Limited from 38th AGM to 39th AGM is also unlikely to exceed this threshold. Therefore, only the transaction with 3M Company USA, considered material, is being proposed to shareholders for the period from 38th AGM to 39th AGM.
- (xv) Transactions relating to Corporate Management Fee:
- a. The Company has established an inter-company services agreement with 3M Global Service Center Management Company, USA (“3M GSCMC”), aimed at leveraging technical expertise, usage of various IT platforms, market intelligence to drive business growth, sales strategy, product customisation support based on business needs, technical support and product training and familiarisation to end customers, transaction processing in various areas such as sourcing, accounting, IT and wide range of support services, thus benefiting from the operational capabilities and cost efficiencies through economies of scale. These services are competitively provided, optimising cost efficiencies and capitalising on 3M’s expertise in international business management and diverse product portfolios.



- b. Under the 3M global support services arrangement the Company receives and also renders support services.
- c. The services received and rendered are in the nature of:
- Laboratory, Technical assistance and Manufacturing
 - Selling and Marketing
 - Strategic and Managerial
 - Information Technology
 - Routine Administration
 - Foreign Services Employees Expenses and
 - Outsourced Services of Transaction Processing on competitive conditions.
- d. Basis for Corporate Management Fee:
- The Company incurs support service charges in the mentioned areas, calculated based on the hours dedicated by employees from other 3M Group companies to 3M India.
 - The cost allocation of the common IT platforms (such as ERP, office, HR, security applications etc.), infrastructure and security ecosystem expenses housed globally, incurred by 3M group and being utilised by 3M India are allocated on the basis of sales ratio / utilisation.
 - Globally, 3M operates captive shared service centers responsible for handling a spectrum of transactional activities, including Source to Pay, Record to Report, HR, and Customer Service. For 3M India, these essential activities are managed by outsourcing to 3M's Shared Service Centers. Costs incurred in this process are meticulously allocated to 3M India, based on actual time spent and capacity utilisation.
 - On similar lines 3M India also recharges for the services rendered by 3M India to other 3M global entities based on the time spent.
 - Therefore, resulting in both recharge of expenses by 3M India to 3M GSCMC accounted as revenue from Operation (refer note 18 of Financial Statements and recharge of expenses by 3M GSCMC to the Company, accounted under 'Other expenses – Corporate Management Fee' (refer note 25 of Financial Statements).
- It is pertinent to note that, while 3M India pays a Corporate Management Fee of 2.79% of revenues from operations for FY 24-25, if the same is adjusted for similar recharge from 3M India to 3M GSCMC, then the cost of net Corporate Management Fee will be 2.48% of the revenue from operations. Further, if the cost of transactional process outsourcing (which is 0.11% of sales) is adjusted being a direct cost, the net cost of Corporate Management Fee to revenue from operation will be only 2.37%.
- e. The Company's continued arrangement with 3M Global Service Center Management Company, USA includes services like sales strategy development, product application engineering, technical support, and transaction processing across multiple areas. By doing so, 3M India benefits from operational efficiencies and cost saving owing to economies of scale. This partnership has allowed 3M India to lower its expenses on the back of total sales, thereby leading to improved profitability.
- f. The Corporate Management Fee as a percentage to sales has been reducing over the last 3 years, while contributing to the Company's growth.
- g. The above services are availed on a continuous basis and benefit the Company to continue delivering consistent, competitive and profitable growth.
- h. It is clarified that the proposal in Resolution No. 5 is exclusively for the payment of royalty to 3M Company, USA, and does not cover the corporate management fee. The Corporate Management Fee is paid to 3M GSCMC, and the combined value of all related party transactions with GSCMC does not exceed the materiality threshold. Therefore, the proposals for approval of shareholder in this notice do not include the Corporate Management Fee.
- i. Details of the proposed related party transactions between the Company, 3M Company, USA, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/015 dated November 11, 2024, are as follows:

Sl. No	Description	Details
1	Details of Summary of information provided by the management to the Audit Committee	
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	3M Company, USA
	b. Type, material terms, monetary value and particulars of the proposed RPTs.	Transactions in the nature of sale and purchase of goods and raw materials with, for availing/ rendering services from/ to, and other commercial transactions with 3M Company, USA, for an amount not exceeding in aggregate ₹ 763 crores (and royalty of ₹ 97 crores) for a period from 38 th AGM to 39 th AGM of the Company. These transactions are in the ordinary course of business and are on an arm's length basis.
	c. Percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	RPTs (other than royalty) 17.16% Royalty 2.18%
2	Justification for the proposed RPTs.	As set out in the explanatory notes, pursuant to Section 102(1) of the Companies Act, 2013.
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	NA
4	Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	All the transactions are on arm's length basis. Valuation report wherever required will be obtained for proposed related party transaction(s) and will be made available to the shareholders on request.
5	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The proposed related party transactions are in the ordinary and normal course of business and on arm's length basis and play a significant role in the Company's business operations. Accordingly, the Board, based on the recommendation and approval of the Audit Committee, recommends the Ordinary Resolutions set forth at Item No. 4 and 5 for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company, nor their relatives, are considered to have any direct or indirect interest in the resolutions outlined in Item No. 4 and 5 of the Notice convening the AGM. However, it may be noted that the Non-Executive Non-Independent Directors, Ms. Kong Sau Wai Elizabeth and Ms. Jung Hyun Kim, are employees of the 3M Group.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolutions set forth in this Notice, whether the entity is a Related Party to the particular transaction or not.

The Board recommends the Ordinary Resolutions set forth at Item No. 4 and 5 of the Notice for the approval of the Members of the Company.

Item No. 6: Appointment of Secretarial Auditor.

As per Section 204 of the Companies Act, 2013 (effective April 1, 2013), every listed company is required to include a Secretarial Audit Report – prepared by a Company Secretary in Practice – in its Annual Report. This report must follow the format prescribed under the Act. SEBI reinforced this requirement through a circular dated February 8, 2019, which introduced Regulation 2A to the SEBI Listing Regulations. This regulation mandates listed companies to include a Secretarial Audit Report from the financial year ending March 31, 2019, onwards, in the prescribed format. Further more, as per the revised Regulation 24A of the SEBI Listing Regulations

- Every listed company must conduct a Secretarial Audit through a Peer-Reviewed Company Secretary.
- The company may appoint either an individual Company Secretary in Practice or a firm of Company Secretaries in Practice for this audit.
- An individual may serve as Secretarial Auditor for only one term of five consecutive years, while a firm can serve for up to two such terms.



- The appointment of the Secretarial Auditor must be approved by the shareholders at the Annual General Meeting (AGM). Further, the Auditor cannot be removed before the end of their term unless such removal is also approved by shareholders at the AGM.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Messrs. V Sreedharan & Associates, Company Secretaries in Practice, bearing Unique Identification No. P1985KR14800, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing on April 1, 2025, and ending on March 31, 2030, covering audits for FY 25-26 through FY 29-30. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending Secretarial Auditor for appointment, the Board and the Audit Committee evaluated various factors, including their professional credentials, experience, ability to handle the audit, industry standing, their clientele, and they was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

Messrs. V Sreedharan & Associates is a peer-reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise is seen across different fields such as audits, advisory, transactional services, due diligence, and compliance management.

The remuneration for the Secretarial Audit for the financial year ending March 31, 2026 is proposed at ₹ 300,000 (Rupees Three Lakh only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with Messrs. V Sreedharan & Associates, and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years from 2026 to 2030 will also be approved by the Board and/ or the Audit Committee.

Messrs. V Sreedharan & Associates have provided consent to act as the Secretarial Auditors of the Company and have confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

The current auditor, CS Parameshwar Bhat, has completed a five-year term. As a good corporate governance, the Board has recommended this change and proposed the appointment of Messrs. V Sreedharan & Associates.

The proposed remuneration to the new Secretarial Auditor Rs. 300,000 is lower than fee of Rs. 500,000 paid to the outgoing Secretarial Auditor for the FY 24-25. The remuneration to the new Secretarial Auditor is based on

independent fee proposal provided by the auditor, which, based on the scope of work, has been mutually agreed upon. Additionally, the fee was compared to other independent quotes to ensure a fair and competitive determination of the remuneration.

Accordingly, the consent of the shareholders is sought for the appointment of Messrs. V Sreedharan & Associates as the Secretarial Auditor of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested, directly or indirectly, in this resolution.

The Board recommends the Ordinary Resolution set forth at Item No. 6 of the Notice for the approval of the Members of the Company.

Item No. 7: Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for FY 25-26.

The Board of Directors of the Company at its meeting held on May 28, 2025 had on the recommendation of the Audit Committee, approved the re-appointment and remuneration of Messrs. Rao, Murthy & Associates, Cost Accountants, Bengaluru, (Firm's Registration No. 000065), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 for the products covered (as per the details below) as per the Companies (Cost Records and Audit) Rules, 2014, on a remuneration of ₹ 575,000 (Rupees Four Lakhs Seventy-Five Thousand Only) plus applicable taxes and out of pocket expenses at actuals.

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

None of the Directors or Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested, directly or indirectly, in this resolution.

The Board recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for the approval of the Members of the Company.

By order of the Board
Pratap Rudra Bhuvanagiri
Company Secretary (ACS 22297)

Place: Bengaluru

Date : May 28, 2025

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

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT PURSUANT TO SECRETARIAL STANDARD-2 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 3: Re-appointment of Ms. Kong Sau Wai Elizabeth (DIN: 10879418) who retires by rotation, as a Director.

Information in relation to re-appointment of Ms. Kong Sau Wai Elizabeth as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Name of the Director	Kong Sau Wai Elizabeth
Director Identification Number	10879418
Category	Non-Executive and Non-Independent Director
Date of Birth	November 28, 1981
Nationality	Singapore
Qualification	Bachelor of Arts in Law and MBA
Brief Profile of the Director	<p>Ms. Kong brings over four years of experience with the 3M Group, where she currently serves as the Asia General Counsel based in Singapore. She has previously supported various business segments, including Safety & Industrial, Transportation & Electronics, Enterprise Supply, and also Enterprise Operations.</p> <p>Prior to joining 3M, she worked as Counsel at Clifford Chance, focusing on cross-border mergers and acquisitions, private equity, joint ventures, corporate restructuring, and anti-trust matters. She also served as an International Partner at Morgan Lewis Stamford, specialising in equity capital markets, public mergers and acquisitions, corporate finance, funds, corporate governance, and securities regulation.</p> <p>Ms. Kong holds a Bachelor of Arts in Law with Double First Class honors from the University of Cambridge and an Executive MBA with distinction from the INSEAD-Tsinghua Dual Masters programme, where she excelled in advanced corporate finance, strategy, financial and management accounting, marketing, operations management, economics, and organisational behavior.</p>
Date of first appointment on the Board	January 1, 2025
No. of Board Meeting attended during FY 24-25	4 (Attended all Board meetings held after the date of appointment)
Shareholding in 3M India Limited including shareholding as a beneficial owner	Nil
Expertise in specific functional areas	Law, Mergers and Acquisitions, Finance, and Securities market.
Last Remuneration drawn as Non- Executive Director	NA
Details of Remuneration sought to be paid	NA
List of Directorships held in other companies	Nil
Resignation from the directorship of the listed companies in the past three years	Nil
Memberships / Chairmanships of Committees of Boards in Companies (Including 3M India Limited)	3M India Limited – Audit Committee, Stakeholders Relationship Committee and Risk Management Committee
Disclosure of relationships between Directors/KMP inter-se	Nil

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



NOTES TO E-AGM NOTICE:

1. Pursuant to General Circular nos. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, and No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/ HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/ HO/CFD/CMD2/ CIR/P/2022/62 on May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’) permitted the holding of the Annual General Meeting (‘AGM’) through VC/OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. As per the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM, participate thereat and cast their votes through e-voting. Since this AGM is being held pursuant to the above MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. The Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Explanatory Statement pursuant to Section 102 of the Act in respect of Special Business is annexed hereto.
5. The Shares of the Company are mandated by Securities and Exchange Board of India for trading in dematerialised form by all investors. Members holding Shares in physical form are advised to dematerialise their Shares to avoid the risks associated with the physical holding of such Share Certificates.
6. The Registrar and Transfer Agent: KFin Technologies Limited, KFinTech Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serlingampally Mandal, Gachibowli, Hyderabad – 500 032 is handling registry work in respect of Shares held both in physical form and in electronic/ demat form.
7. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Company shall send physical copy of the Annual Report for FY 24-25 to those members who request for the same at investorhelpdesk.in@mmm.com and rajeev.kr@kfinetech.com mentioning their Folio No./DP ID and Client ID. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company’s website at https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and NSDL at www.evoting.nsdl.com.
8. Members may refer to additional information on Directors recommended for appointment/ re-appointment under the provisions of Listing Regulations.
9. Members holding Shares in electronic form are requested to register their e-mail addresses with their respective Depository Participants and Members holding Shares in Physical form are requested to register their e-mail address with the Company’s Registrar and Transfer Agents and participate in the “Green initiative” launched by the Ministry of Corporate Affairs in future. As per rule 3 of the Companies (Management & Administration) Rules, 2014, Registers of Members of all the Companies now should have additional details pertaining to e-mail, PAN/ CIN, UID, Occupation, Status, Nationality. The Company seeks from all the Members of the Company to update their details with their respective Depository Participants in case of Shares held in electronic form and with the Company’s Registrar and Transfer Agents in the case of physical holding immediately.
10. Members holding Shares in physical form are requested to notify to the Company’s Registrar and Transfer Agent of any change in their address and update their Bank

account details. Members holding Shares in electronic form are requested to notify any change of address and update bank account details to their respective Depository Participants directly.

11. Pursuant to Section 72 of the Act, Shareholders holding Shares in physical form may file nomination in the prescribed Form SH- 13 with the Company's Registrar and Transfer Agent. In respect of Shares held in electronic/ demat form, the nomination form may be filed with the respective Depository Participant.
12. Electronic copy of the Notice of the 38th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting is being sent only to all the Members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes.
13. e-AGM: The Company has appointed National Securities Depository Limited (NSDL), to provide VC/ OAVM facility for the AGM and the attendant enablers for conducting of the e-AGM.
14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
15. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended) and the MCA Circulars, the Company is providing

facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the AGM will be provided by NSDL.

16. The Company has appointed Mr. Vijayakrishna K.T, Company Secretary in practice (C.P. No. 980, Membership No. FCS 1788), who in the opinion of the Board is a duly qualified person, as Scrutiniser who will collate the electronic voting process in a fair and transparent manner, provided that the Scrutiniser so appointed may take assistance of a person who is not in employment of the Company and who is well- versed with the electronic voting system.

17. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING e-AGM ARE AS UNDER:

The remote e-voting period begins at **9.00 am (IST)** on **Saturday, August 23, 2025** and ends at **5.00 pm IST** on **Monday, August 25, 2025**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. **Monday, August 18, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up Equity Share Capital of the Company as on the cut-off date, being **Monday, August 18, 2025**.



How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password . Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password . 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting . Additionally, there is also links provided to access the system of all e-Voting Service Providers , so that the user can visit the e-Voting service providers' website directly . 3. If the user is not registered for Easi/Easiest , option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option . 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers .
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility . Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting .

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 134827 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to Mr. Vijayakrishna K.T. at vijaykt@vjkt.in with a copy marked to evoting@nsdl.com. Institutional shareholders (other than Individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/ Authority letter etc., by clicking on “Upload Board Resolution/ Authority Letter” displayed under ‘e-voting’ tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022-48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the Resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorhelpdesk.in@mmm.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorhelpdesk.in@mmm.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members questions prior to e-AGM:

Shareholders who desire to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorhelpdesk.in@mmm.com till **5.00 pm (IST) on Saturday, August 23, 2025**. The same will be replied by the Company suitably at the AGM. Please note that only those Members who continue to hold shares as of cut-off date as on **Monday, August 18, 2025** will be entitled to this facility. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name demat account number/folio number, email id, mobile number at investorhelpdesk.in@mmm.com. Questions/queries received by the Company till 5.00 pm IST on Saturday, August 23, 2025 shall only be considered and responded during the AGM.

Speaker Registration for e-AGM:

Members who would seek to express their views or ask questions during the AGM may register themselves as a speaker by using the login method explained at note no. 1A i.e, under the sub head “Step 1: Access to NSDL e-Voting system” till 5.00 pm (IST) on **Friday, August 22, 2025**. After successful login, Members will be able to register

themselves as a speaker shareholder by clicking on the link available against the EVEN of 3M India Limited. Members may also send request for speaker registration to email ID investorhelpdesk.in@mmm.com.

OTHER IMPORTANT GENERAL INSTRUCTIONS:

- (a) The Company urges Members to support 3M's commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com to receive copies of the Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report.
- (b) Members may note that the VC/OAVM Facility, provided by NSDL, has capacity to allow participation of at least 1,000 Members on a first-come first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 37th AGM without any restriction on account of first-come first-served principle.
- (c) Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, August 18, 2025 are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 am (IST) on Saturday, August 23, 2025 and ends at 5.00 pm IST on Monday, August 25, 2025. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and a Member may avail of the facility at his/ her/its discretion, subject to compliance with the instructions prescribed in the notes. The Company has engaged the services of NSDL for facilitating remote e-voting for the Annual General Meeting. The Members desiring to vote through remote e-voting mode may refer to the detailed procedure on e-voting provided in the notes.

- (d) Once the vote on the Resolution is cast by the Shareholder, he shall not be allowed to change it subsequently.
- (e) The voting rights of the Shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. Monday, August 18, 2025.
- (f) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Monday, August 18, 2025**, are entitled to vote on the Resolutions set forth in this Notice.
- (g) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **Monday, August 18, 2025**, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022-48867000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Monday, August 18, 2025** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- (h) A Member may participate in the AGM through VC/OAVM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (i) The Scrutiniser shall, within 2 (two) working days of the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and submit a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairperson or designated Director or Key Managerial Personnel of the Company.
- (j) The Results shall be declared within 2 (two) working days from the date of AGM. The results declared along with the Report of the Scrutiniser shall be placed on the website of the Company https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/ and on NSDL immediately after the result is declared by the Chairperson (or a person authorised by him). The Company shall, simultaneously, forward the results to the Stock Exchanges where the Shares are listed.
- (k) In case of joint Shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (l) Institutional members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc., to the Scrutiniser through e-mail at vijaykt@vjkt.in. File naming convention should be 'Corporate Name'. The documents should reach the Scrutiniser on or before the close of working hours on Monday, August 25, 2025.

Webcast facility:

The Company is pleased to provide the facility of live webcast of the proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM at www.evoting.nsdl.com using their secure login credentials. Members are encouraged to use this facility of webcast.

Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com or call 022-48867000.

Procedure for Inspection of documents:

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and all the documents referred to in the accompanying Notice and Explanatory Statements will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. August 26, 2025. Members seeking to inspect such documents can send an email to investorhelpdesk.in@mmm.com.