

3M India Limited
CIN: L31300KA1987PLC013543

Concorde Block, UB City
24, Vittal Mallya Road,
Bangalore - 560 001
Phone: 080-3061 4366
Fax: 080-2223 1450
Website: www.3m.com/in
E-Mail: vsrinivasan@mmm.com

3M

July 5, 2016

✓ The Corporate Relationship Department
Bombay Stock Exchange Limited,
1st Floor, New Trading Ring, Rotunda Building
P.J. Towers, Dalal Street, Fort
Mumbai - 400 001

Scrip Code - 523395

✓ The Secretary
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051

Scrip Code - 3MINDIA

Dear Sirs/ Madam,

Sub: Notice of the 29th Annual General Meeting

Ref: Reg. 30(2) of SEBI (LODR) Regulations, 2015

In continuation of our letter dated May 27, 2016, please find attached Notice of the 29th Annual General Meeting to be held on Friday, August 5, 2016 at 11.00 A.M at Trinity Hall, Vivanta by Taj, 41/3, M. G. Road, Bengaluru - 560 001

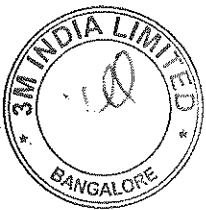
Please bring the above to the notice of your members.

Thanking you,

Yours faithfully,
For 3M India Limited,



(V. Srinivasan)
Company Secretary



Encl: as above

Regd. Office & Factory: Plot Nos. 48-51, Electronic City, Hosur Road, Bangalore - 560100

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: vsrinivasan@mnm.com, website: www.3m.com/in

NOTICE TO MEMBERS

NOTICE is hereby given that the Twenty Ninth (29th) Annual General Meeting of the Company will be held at 11.00 A.M. on Friday, the 5th August 2016 at Trinity Hall, Vivanta by Taj, 41/3, M. G. Road, Bengaluru – 560 001, to transact the following business:

ORDINARY BUSINESS:

ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016.

1. *To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:*

“RESOLVED THAT the Financial Statements of the Company including Audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors’ Report thereon and the Board’s Report including Secretarial Audit Report be are hereby received, considered and adopted.”

RE-APPOINTMENT OF MR. RAMESH RAMADURAI, WHO RETIRES BY ROTATION.

2. *To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:*

“RESOLVED THAT Mr. Ramesh Ramadurai (DIN-07109252), Director, who retires by rotation at this Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

APPOINTMENT OF MESSRS. BSR & CO. LLP, CHARTERED ACCOUNTANTS, BENGALURU (ICAI FIRM REGISTRATION No. 101248W/W-100022), AS AUDITORS FOR A PERIOD FIVE (5) YEARS AND FIXING THEIR REMUNERATION.

3. *To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:*

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules and based on the recommendation of the Audit Committee and of the Board of Directors, Messrs. BSR & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five(5) years from the conclusion of the 29th Annual General Meeting up to the conclusion of fifth Annual General Meeting to be held after the 29th Annual General Meeting, subject to ratification at every Annual General Meeting, at a remuneration as may be decided by the Board of Directors of the Company every year.”

SPECIAL BUSINESS:

APPOINTMENT OF MS. RADHIKA RAJAN AS AN INDEPENDENT DIRECTOR.

4. *To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:*

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and provisions of Listing Regulations, Ms. Radhika Rajan (DIN-00499485), Director of the Company, in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office from May 27, 2016 to May 26, 2021.”

RATIFICATION OF REMUNERATION PAYABLE TO MESSRS. RAO, MURTHY & ASSOCIATES, COST AUDITORS FOR THE FINANCIAL YEAR ENDING 2016-17.

5. *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(s) or re-enactment thereof for the time being in force), the remuneration payable to Messrs. Rao, Murthy & Associates, Bengaluru (holding ICAI 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 the Financial year 2016-17 amounting to Rs. 430,000/-(Rupees Four Lakhs Thirty Thousand only) as also the payment of service tax as applicable and re-imbusement of out of pocket expenses incurred by them in connection with the audit of cost records be and is hereby ratified and confirmed.”

APPOINTMENT OF MS. DEBARATI SEN AS DIRECTOR OF THE COMPANY.

6. *To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:*

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), Ms. Debarati Sen (DIN-07521172), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 27, 2016 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall not be liable to determination by retirement of Directors by rotation.”

APPOINTMENT OF MS. DEBARATI SEN AS MANAGING DIRECTOR OF THE COMPANY.

7. *To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:*

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, the consent of the Company be and is hereby accorded to the appointment of Ms. Debarati Sen (holding DIN-07521172), who was appointed as a non-retiring Director of the Company by the Board of Directors with effect from June 1, 2016 under the Articles of Association of the Company, as the Managing Director of the Company for a period of five(5) years effective from June 1, 2016 up to May 31, 2021, on the terms and conditions of appointment and remuneration as contained in the agreement, and the Board of Directors be and 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 Ms. Debarati Sen.”

APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR 2016-17 WITH 3M COMPANY, USA.

8. *To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:*

“RESOLVED THAT pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) (including any statutory modification(s) or amendments(s) or re-enactments(s) thereof, for the time being in force), approval of the members be and is hereby accorded to the following Material Related Party transactions estimated / to be entered into and to be carried out in ordinary course of business and at arm's length price with 3M Company, USA (Parent Company), a 'Related party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2 (zb) of the Listing Regulations:

Rs. in crores

Sl No.	Nature of Transactions	Estimated value of transactions for the Financial year 2016-17
INCOME		
1.	Income from Contract Research	25.79
2.	Sale of Goods	9.31
3.	Re-charge of expenses	15.34
	Total	50.44
EXPENDITURE		
1.	Purchases of Materials	298.66
2	Royalty	24.55
3	Re-charge of expenses	1.25
4.	Corporate Management Fee	72.91
	Total	397.37

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

NOTICE TO THE MEMBERS

3M India Limited

PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR FIVE (5) FINANCIAL YEARS COMMENCING FROM THE FINANCIAL YEAR APRIL 01, 2016.

9 *To consider and, if thought fit, to pass, the following resolution as a special resolution:*

"RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) a sum not exceeding one percent (1%) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst the Directors (other than the Managing Director or Whole-time Director of the Company) or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five(5) financial years commencing from April 1, 2016.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By order of the Board

V. Srinivasan

Company Secretary

ACS-16430

Place : Bengaluru
Date May 27, 2016

NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED/LODGED AT THE REGISTERED / CORPORATE OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING. A PROXY FORM IS SENT HERWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
- (2) Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
- (3) The Register of Members and the share transfer books of the Company will remain closed from July 30, 2016 (Saturday) to August 5, 2016 (Friday), both days inclusive.
- (4) The shares of the Company are mandated by the Securities and Exchange Board of India for trading in dematerialized form by all investors. Members holding shares in physical form are advised to dematerialize their shares to avoid the risks associated with the physical holding of such share certificates. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
- (5) The Registrar and Transfer Agent; Karvy Computer Share Private Limited, Karvy Selenium Tower-B, Plot Nos. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad- 500 032 is handling registry work in respect of shares held both in physical form and in electronic/demat form.
- (6) Members are requested to bring their copy of the Annual Report and the Attendance Slip to the Annual General Meeting. ONLY MEMBERS/ PROXIES WILL BE ADMITTED INTO THE HALL FOR THE MEETING.
- (7) Members may refer Additional Information on Directors recommended for appointment / re-appointment under the provisions of Listing Regulations.
- (8) Members holding shares in electronic form are requested to register their e-mail address 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 Companies (Management & Administration) Rules, 2014, Register of Members of all the Company's now should have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status, Nationality. We request 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.

- (9) 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.
- (10) Pursuant to Section 72 of the Companies Act, 2013, 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.
- (11) Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection during normal business hours on all working days except Saturdays, up to and including the date of the Meeting.
- (12) **Voting through electronic voting system(Remote E-Voting) :**

Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of 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 Standard 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 July 29, 2016 (Friday) i. e. the date prior to the commencement of Book closure date are entitled to vote on the Resolution set forth in this Notice. The remote e-voting period will commence at 10.00 A.M. on August 1, 2016 (Monday) to 5.00 P.M. on August 4, 2016 (Thursday). 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/it discretion, subject to compliance with the instructions prescribed below. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) 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 given hereinafter.

INSTRUCTION FOR REMOTE E-VOTING

- (a) To use the following URL for remote e-voting: From Karvy website : <https://evoting.karvy.com>
- (b) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
- (c) Enter the login credentials [i. e., user id and password mentioned in the Notice of the AGM]. The Event No+ Folio No/DP ID-Client ID will be your user ID.
- (d) After entering the details appropriately, click on LOGIN.
- (e) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character(@, #, \$). The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (f) You need to login again with the new credentials.
- (g) On successful login, the system will prompt you to select the EVENT i. e., 3M India Limited and click on SUBMIT.
- (h) Now you are ready for e-voting as "Cast Vote" page opens. On the voting page, the number of shares as held by the shareholder as on July 29, 2016 (Friday) will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click FOR / AGAINST as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting
- (i) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- (j) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.

- (k) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (l) The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 P.M. on the date preceding the date of the AGM. Accordingly the Portal will be open for voting from: 10.00 A.M. on August 1, 2016 (Monday) to 5.00 P.M. on August 4, 2016 (Thursday). The e-voting module shall be disabled by Karvy at 5.00 P.M. on the same day. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 29, 2016 (Friday), may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (m) 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 <https://evoting.karvy.com> or contact Mr. Rajeev Kumar of Karvy Computershare Pvt Ltd at 040-67161524 OR at Tel No. 1800 345 4001 (toll free).
- (n) The Company has appointed Mr. Vijaykrishna K. T, Practising Company Secretary, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner: provided that the scrutinizer 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.
- (o) 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 of July 29, 2016 (Friday).
- (p) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, July 29, 2016, are entitled to vote on the Resolutions set forth in this Notice.
- (q) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Annual Report and holding shares as of the cut-off date i. e. July 29, 2016 (Friday), may obtain the login ID and password by sending an email to evoting@karvy.com / rajeev.kr@karvy.com, by mentioning their Folio No. /DP ID and Client ID No. Else, if your Mobile number is registered against Folio No. /DP ID-Client ID, the member may send SMS:MYEPWD <space> Event Number + Folio or DP ID Client ID to +91 9212993399.
- Example for NSDL :MYEPWD <SPACE> IN12345612345678
 Example for CDSL :MYEPWD <SPACE> 1402345612345678
 Example for PHYSICAL :MYEPWD <SPACE> XXX1234567
- However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If e-mail or mobile number of the member is registered against Folio No. /DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate as password.
- (r) A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- (s) **Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.
- (t) The scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and make not later than three(3) days of conclusion of the meeting a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (u) The results declared along with the report of the scrutinizer shall be placed on the website of the Company www.3m.com/in and on <https://evoting.karvy.com> immediately after the result is declared by the Chairman. The Company shall, simultaneously, forward the results to the stock exchanges where the shares are listed.
- (v) 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.
- (w) 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 Scrutinizer through e-mail at vijaykt@vjkt.in, with a copy marked to evoting@karvy.com. File naming convention should be 'Corporate Name EVENT NO. ' The documents should reach the Scrutinizer on or before the close of working hours on August 4, 2016 (Thursday).

NOTICE TO THE MEMBERS

3M India Limited

- (x) In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy) in the permitted mode:
- (i) Initial password as below is given in the attendance slip for the AGM:

<u>EVEN</u> (E-Voting Event Number)	<u>USER ID</u>	<u>PASSWORD</u>
XXXXXXXX	XXXXXXXX	XXXXXXXX

- (ii) Please follow all steps from Sl. No. (12)(c) to (12)(j) above to cast your vote.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS PER THE PROVISIONS OF LISTING REGULATIONS:

Item 2

In terms of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, for the purpose of determining the Directors liable to retire by rotation, the Independent Directors shall not be included in the total number of Directors of the Company. Mr. Ramesh Ramadurai, Non-Executive Director, shall accordingly retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. A brief profile of Mr. Ramesh Ramadurai, nature of his expertise in specific functional areas, names of companies in which he holds directorships, memberships of the Board's Committees, shareholding in the Company and relationships between Directors inter-se, as stipulated under the provisions of Listing Regulations are exhibited below.

Mr. Ramesh Ramadurai, Non-Executive Director (DIN- 07109252): Mr. Ramesh Ramadurai, 54, was appointed as Business Director for 3M Industrial Business in July 2014 and is based out of Shanghai 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 Business and Electro & Telecommunications. He was seconded to Global Headquarters in St Paul, USA, and worked as Market Segment Manager in Industrial Business, as Global Business Manager for a line of Industrial Tapes, and as International Business Manager for 3M's Packaging, Masking and Specialty Tapes businesses. Prior to 3M, Mr. Ramesh Ramadurai worked for a year as a Production Engineer at an Offshore Oil Production facility, and for about 3 years in a business planning and development role at an automotive parts and motorcycle manufacturer. Mr. Ramesh Ramadurai holds MBA from the Indian Institute of Management in Calcutta and is a Bachelor of Technology in Chemical Engineering from the Indian Institute of Technology, Kanpur. He was appointed as a Non-Executive Director of the Company from March 27, 2015. Mr. Ramesh Ramadurai is not related to any other Directors of the Company.

Mr. Ramesh Ramadurai is neither a Director nor a member in any Company registered in India / outside India. He is a Member of Corporate Social Responsibility Committee. Accordingly, the Board recommends his re-appointment.

Except Mr. Ramesh Ramadurai, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in Item No. 2.

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

Appointment of other Directors (item Nos. 4 and 6)

For the details pertaining to Ms. Radhika Rajan and Ms. Debarati Sen, please refer to the below Explanatory Statements in respect of the Special Business set out at item Nos. 4 and 6 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item 3

The Explanatory Statement for this Item No. 3 is being provided voluntarily though strictly not required as per Section 102 of the Companies Act, 2013 ("the Act"). The Members are informed that Messrs. Lovelock & Lewes (LL) are Statutory Auditors of the Company since 1995. At the Annual General Meeting (AGM) of the Company held on August 4, 2015, Messrs. Lovelock & Lewes were appointed as Statutory Auditors for a period of two years viz., FY 2015-16 & 2016-17 (subject to ratification by the shareholders at the AGM in 2016) in line with the provisions of Section 139 of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014.

Subsequent thereto, Messrs. Lovelock & Lewes informed us of the rotation of assigned partner as part of its internal policy for the financial year 2016-17. As the new Statutory Auditors for the Company were to be appointed under the Act for the FY 2017-18 onwards,

it was considered desirable to have the new Statutory Auditors appointed from the financial year 2016-17 itself. This was deliberated between the Company and Messrs. Lovelock & Lewes and was unconditionally agreed by both, so as to ensure and facilitate smooth transition of audit work. Accordingly, a written confirmation from Messrs. Lovelock & Lewes was considered at the Audit Committee and Board of Directors of the Company in their respective meetings held on May 26, 2016 and May 27, 2016.

Pursuant to and in light of the above, the Company has identified Messrs. BSR & Co., LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), Bengaluru- 560071 as new Statutory Auditor.

In view of above, the Board of Directors of the Company on the recommendation of Audit Committee has appointed Messrs. BSR & Co., LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), Bengaluru- 560071 as Statutory Auditors of the Company, subject to the approval of the members of the Company at this Annual General Meeting. Messrs. BSR & Co., LLP, Chartered Accountants Bengaluru- 560071 being eligible, have indicated their willingness to serve as Statutory Auditors of the Company, if appointed at this Meeting. The Company has received a Special Notice under Section 140(4) (i) of the Companies Act, 2013 read with Rule 23 of the Companies (Management and Administration) Rules, 2014 from 3M Company, USA, shareholder holding 75% of total share capital proposing the name of Messrs. BSR & Co., LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), Bengaluru-560071, for appointment as Statutory Auditors for a period of 5 years from the conclusion of the 29th Annual General Meeting till the conclusion of the fifth Annual General Meeting thereafter. Their appointment as Statutory Auditors, if approved, by the members of the Company, will take effect from the conclusion of this Annual General Meeting. Further, as required under the provisions of Sections 139 and 141 of the Act, Messrs. BSR & Co., LLP, Chartered Accountants Bengaluru- 560071 have confirmed that their appointment, if made at this Annual General Meeting, shall be in accordance with the provisions of the Act.

None of the Promoters /Directors/Key Managerial Personnel of the Company/ their respective relatives, is, in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the Notice.

The Board recommends the ordinary resolution set forth at Item No. 3 of the Notice, for the approval of the members of the Company.

Following Explanatory Statements are furnished in respect of Special Business:

Item 4

Ms. Radhika Rajan, 60, is a Non-Executive Independent Director of the Company. She was appointed as an Additional Director of the Company by the Board of Directors with effect from May 27, 2016, pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of ensuing Annual General Meeting.

Section 149 (10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board. Further, Section 149 (13) of the Companies Act, 2013 states that the provisions relating to retirement of Directors by rotation shall not apply to the appointment of Independent Directors.

Further, in view of the above, it is proposed to appoint Ms. Radhika Rajan as an Independent Director under Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under read with the provisions of Listing Regulations.

The Nomination & Remuneration Committee of the Company at its meeting held on May 26, 2016 has recommended the appointment of Ms. Radhika Rajan as an Independent Director under Section 149 of the Companies Act, 2013 from May 27, 2016 to May 26, 2021.

The Company has received notice in writing from a Member along with the deposit of Rs. 1,00,000/- proposing the candidature of Ms. Radhika Rajan for the office of Director of the Company. The Company has received from Ms. Radhika Rajan –

- (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming her eligibility for such appointment, and
- (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.
- (iv) In the opinion of the Board, Ms. Radhika Rajan fulfills the conditions of her appointment as Independent Director as specified in the Companies Act, 2013, Rules made there under and the provisions of Listing Regulations and is Independent of the Management.

A Brief profile of Ms. Radhika Rajan, nature of her expertise in specific functional areas, names of companies in which she holds directorships, memberships of the Board's Committees, shareholding in the Company and relationships between directors inter-se, as stipulated as per the provisions of Listing Regulations is given below. Copy of the draft letters of appointment of the proposed Director as Independent Director setting out the terms and conditions are available for inspection by Members at the Corporate Office of the Company and the same has been disclosed in the website of the Company.

Ms. Radhika Rajan, (DIN- 00499485):

Ms. Radhika Rajan, 60, heads DSP Investments, the umbrella Company of the Kothari Family Office, in Mumbai, India. The Kothari portfolio comprises of Indian securities, fixed-income, corporate paper and loans, and some angel and private equity investments. Previously, Radhika was President of TCG Advisory of the TCG Group, New York. In this capacity, Radhika conceived, set up, structured and managed the operations of TCG's offshore Indian Equities Funds for 7 years. Prior to joining the Fund in 2003, she advised TCG and several other private equity groups on various companies and proposed investments in the US-India corridor.

Ms. Radhika Rajan is a US citizen and long term resident of New York who relocated to India a few years earlier. She has focused on India as an investment destination since 1999, when she became New York based Executive Vice-President of Mphasis. Prior to Mphasis, Ms. Rajan worked as a global macro proprietary trader at Chemical Bank (now JPMorgan) Itochu, UBS, Bank of America, and Bank of Montreal where she created and managed several profitable trading structures. As a global macro trader, she traded and took proprietary positions in a range of currencies, cash and options and in interest rate and commodity futures and derivatives

Ms. Rajan holds an MBA degree from the Indian Institute of Management Ahmedabad and an MSc (Physics) from Indian Institute of Technology, Mumbai. She was a National Science Talent Scholar through her Masters 'degree.

Ms. Rajan is an invited author of "The Global Internet Economy," a book published by MIT Press in 2003. She is a charter member of TIE, the global Entrepreneurs organization and served as an Executive Board Member of TIE Tristate for over 5 years. TIE, a global association of entrepreneurs active in accelerating the globalization of Indian business. (www.tie.org and www.tietristate.org)

Names of other companies/firms in which Ms. Radhika Rajan hold/held office as Director/Partner is given below:

- Sonata Software Limited
- Tata Advanced Systems Limited
- Tata Sikorsky Aerospace Limited
- Nova Integrated Systems Limited
- Tata Lockheed Martin Aero Structures Limited
- TAS-AGT Systems Limited
- Sonata Information Technology Limited

Names of Committees/Chairmanships held by Ms. Radhika Rajan is given below:

Name of the Company	Membership of Committee		Chairmanship of Committees	
	Audit	Stakeholder's Relationship	Audit	Stakeholder's Relationship
Tata Advanced Systems Limited	✓			
Tata Sikorsky Aerospace Limited	✓			
Nova Integrated Systems Limited	✓			
Tata Lockheed Martin Aero Structures Limited	✓			
TAS-AGT Systems Limited	✓			
3M India Limited(from May 27, 2016)	✓	✓		

Ms. Radhika Rajan does not hold by herself or for any other person on a beneficial basis, any shares in the Company. She is not related to any other Directors of the Company.

The Board considers her appointment would be of immense benefit to the Company and it is desirable to avail services of Ms. Radhika Rajan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Radhika Rajan as an Independent Director, for the approval by the members of the Company.

Except Ms. Radhika Rajan, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

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

Item 5

The Board of Directors of the Company at its meeting held on May 27, 2016 had on the recommendation of the Audit Committee, approved the re-appointment and remuneration of Messrs. Rao, Murthy & Associates, Cost Accountants, Bengaluru, (holding Registration No. 000065), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2017 for the

products covered as per the Companies (Cost Records and Audit) Rules, 2014, on an remuneration of Rs. 430, 000/- plus service tax as applicable and out of pocket expenses at actuals.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 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. 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, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested or otherwise, in the resolution set out at Item No. 5.

Item 6

Based on the nomination from 3M Company, USA, the Nomination & Remuneration Committee of the Company at its meeting held on May 26, 2016 has recommended the appointment of Ms. Debarati Sen as a Director of the Company. The Board of Directors at its meeting held on May 27, 2016, appointed Ms. Debarati Sen as an Additional Director of the Company from June 1, 2013, pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of ensuing Annual General Meeting.

The Company has received notice in writing from a Member along with the deposit of Rs. 1,00,000/- proposing the candidature of Ms. Debarati Sen for the office of Director of the Company.

Ms. Debarati Sen does not hold by herself or for any other person on a beneficial basis, any shares in the Company. She is not related to any other Directors of the Company.

She is neither a Director nor a member in any other Company registered in India. She has been appointed as a member of the Stakeholder's Relationship Committee and Corporate Social Responsibility (CSR) Committee of the Company from June 1, 2016.

A brief profile of Ms. Debarati Sen, nature of her expertise in specific functional areas is given below:

Ms. Debarati Sen (DIN-07521172):

Ms. Debarati Sen, 48, held the position of Director, Corporate Sales Operations for 3M Company, USA leading corporate initiatives critical to growth, sales effectiveness and efficiency. She was the Director for 3M's US Atlantic & Pacific Branch Operations (Puerto Rico, Hawaii, Guam & Alaska).

Ms. Debarati Sen's career spans over 24 years in Asia and US with over 18 years in 3M in various global, regional and country roles driving marketing, sales and customer engagement, product development, business development, strategy as well as mergers and acquisitions. In her last role she headed the global Oil & Gas business for 3M. She has also held the position of Vice President of Global Marketing – Equipment Protection Business at Pentair, Inc.

She is on the board of the 3M A3CTION (Asian Employee Resource Network) and an Executive Member of 3M's Women's Leadership Forum. She also volunteers her time in reducing homelessness and poverty in the community and in supporting education and empowerment in women and is on the national governing board of Jeremiah Program, a Minnesota based national charity.

Ms. Debarati holds a BS/BE in Electronics Engineering, as well as an MBA in Marketing & Finance. Her career with 3M started in India in 1996 where she was the Division Manager for Personal Safety Division for 5 years and also led the Disposable Respirator business for Asia.

Names of other companies/firms in which Ms. Debarati Sen hold/held office as Director/Partner are given below:

- 3M Lanka (Private) Limited, Sri Lanka, Managing Director

The Board considers that the appointment of Ms. Debarati Sen as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company whose period of office is not liable to determination by retirement of Directors by rotation.

Except Ms. Debarati Sen, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

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

Item 7

The Board of Directors at their meeting held on May 27, 2016, appointed Ms. Debarati Sen as a non-retiring Director of the Company with effect from June 1, 2016 and subject to necessary approvals as the Managing Director of the Company for a period of five (5)

years with effect from the said date. She has been appointed as a member of the Shareholders'/ Investors' Grievance Committee and Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company from June 1, 2016. The appointment was made pursuant to the nomination from 3M Company, USA, nominating Ms. Debarati Sen as the Managing Director in place of Mr. Amit Laroya, who relinquished office as the Managing Director of the Company with effect from the closing hours of May 31, 2016. Application will be filed with the Central Government for the appointment of Ms. Debarati Sen as the Managing Director, since she was not staying in India for a continuous period of twelve (12) months immediately preceding the date of her appointment as the Managing Director.

The appointment of Ms. Debarati Sen is appropriate and in the best interest of the Company. The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Ms. Debarati Sen as the Managing Director and the remuneration payable to her. The terms and conditions fixed by the Board of Directors at their meeting held on May 27, 2016 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important position as that of the Managing Director.

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

Period of Appointment: Five (5) years with effect from June 1, 2016.

Salary including allowances and Incentives (excluding Perquisites): Not exceeding Rs. 39 Lakhs per month. (Upper limit for her entire tenure of (Five) 5 years)

Perquisites: She 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: She 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 Ms. Debarati Sen, the Company incurs a loss or its profits are inadequate, the Company subject to the approval of Central Government shall pay the same remuneration as stated above but subject to being within the overall limits on managerial remuneration as provided under Section 197 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 the Central Government approval including any revision in the terms of remuneration to Ms. Debarati Sen for her acceptance.

The Contract of service of Ms. Debarati Sen is terminable with a notice period of 90 days on either side.

She 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.

Ms. Debarati Sen may be deemed to be concerned or interested in this proposal to the extent of the remuneration payable to her.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

She does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Except Ms. Debarati Sen, being the appointee herself, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

This may be deemed to be the abstract of terms of contract and memorandum of interest as required under Section 190 of the Companies Act, 2013.

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

Item 8

The Company is the flagship listed Company of 3M Company, USA in India. 3M Company, USA holds 75% equity stake in the Company.

3M Company, USA is a diversified technology Company with a global presence in the following businesses: Industrial; Safety and Graphics; Electronics and Energy; Health Care; and Consumer. 3M is among the leading manufacturers of products for many of the markets it serves. Most 3M products involve expertise in product development, manufacturing and marketing, and are subject to competition from products manufactured and sold by other technologically oriented companies.

3M India Limited manages its operations in five (5) operating business segments: *Industrial; Safety and Graphics; Energy; Health Care; and Consumer*. 3M's five business segments bring together common or related 3M technologies, enhancing the development of innovative products and services and providing for efficient sharing of business resources. These segments have worldwide responsibility for virtually all 3M product lines. The Company has three Manufacturing Plants and a nationwide sales and branch network in India.

The Company being a part of 3M conglomerate, has rights to carry out the business within India and accordingly, has access to Group's synergies, state of art products and technologies, competencies and "3M" brand name which are very critical and essential to carry out its business operations more efficiently in an increasingly globalized and competitive scenario. As a part of its regular business, the Company purchases, avails/renders services from/to 3M Company, USA at arm's length basis.

The Audit Committee at its meeting held on February 5, 2016 has reviewed and after due consideration, accorded omnibus approval for the estimated value of transactions mentioned in the item No. 8 of the Notice for the year 2016-17 (estimated). An analysis of all the Related Party Transactions(RPTs) estimated / to be entered into by the Company during the year for the year 2016-17(estimated) and the basis of charge was undertaken through a third party professional firm. The Audit Committee upon review of such analysis, is of the view that all these RPTs by the Company are at Arm's Length basis.

3M Company, USA is a Holding Company (Promoter) of the Company and is a "Related Party" as per the definition under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Listing Regulations with respect to RPTs were notified on September 2, 2015, inter-alia requires that all existing material related party contracts or arrangements entered prior to September 3, 2015 and which may continue beyond such date shall be placed for approval by way of an ordinary resolution of the shareholders in the first General Meeting subsequent to the notification of the Listing Regulations.

As per the provisions of Companies Act, 2013 and Listing Regulations, based on past trend, the transactions as described hereunder are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company(2015-16) and may exceed the materiality threshold as prescribed by Companies Act, 2013 and Listing Regulations. Thus, in terms of the provisions of Companies Act, 2013 and Listing Regulations, these transactions would require the approval of the members by way of an Ordinary Resolution.

As per the provisions of Listing Regulations, all entities falling under the definition of related parties shall abstain from voting on the resolution and accordingly, the promoters will not vote on item No. 8.

Particulars	Information
Name of the Related party	3M Company, USA.
Nature of relationship	Holding Company (Parent)of the Company
Period for which the shareholders' approval is sought	April 1, 2016 to March 31, 2017
Name of Director(s) or key Managerial personnel who is related, if any,	None, except Mr. Albert C Wang, Mr. Manuel B Pardo, Mr. Ramesh Ramadurai, Ms. Debarati Sen, Mr. Amit Laroya and Mr. B. V. Shankaranarayana Rao (being Nominees of 3M Company, USA on the Board of the Company).
Nature and Particulars of transactions with 3M Company, USA ("RPTs")	Income from Contract Research, Sale of Goods, Purchases of Materials, Royalty, Re-charge of expenses paid and received and Corporate Management Fee. These transactions are in the ordinary course of business and are on an arm's length basis.
Material terms of the contracts/arrangements/ transactions	Terms and Conditions for the transaction are in ordinary course of business and on arm's length basis, which is same for the entire 3M Companies throughout the world. Details are given in Annexure G to the Report of the Directors.

Duration of these RPTs have been continued from the past	These transactions have been undertaken since inception of the Company from time to time depending on needs of business.
The value of each type of RPTs in the last two years	This information forms part of the notes to the audited financial statements for the FY 2015-16.
Estimated Monetary value of such RPTs	The Company adopts April-March as its financial year. Accordingly, the current financial year FY 2016-17 has just begun for the Company. Considering the business phenomenon being dynamic, and given the fact that the Company is seeking the approval of the Members in midst of the current financial year, the Company expects the level of transactions for the year 2016-17 with 3M Company, USA to be above the Materiality threshold as prescribed under the provisions of Companies Act, 2013 and Listing Regulations.
Whether the transactions have been approved by the Audit Committee	Yes. The Audit Committee has granted omnibus approval as per the prevailing legal requirements. The proposed RPTs are in accordance with the RPTs Policy of the Company.
Any other Information relevant or important for the Members to make a decision on the proposed transactions.	None.

Considering the current volatility in the business environment, where neither nor foreign exchange rates can be predicted in advance, the Company expects the level of transactions to be above the materiality threshold as prescribed under the Listing Regulations for the period for which the approval of Members is sought as stated above.

The proposed RPTs are in ordinary and normal course of business and on Arms' Length basis and play a significant role in the Company's business operations and accordingly the Board recommends the Ordinary resolution set forth in item No. 8 of the Notice for the approval of the Members in terms of Regulation 23 of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company except Mr. Albert C Wang, Mr. Manuel B Pardo, Mr. Ramesh Ramadurai, Ms. Debarati Sen, Mr. Amit Laroya and Mr. B. V. Shankaranarayana Rao (being Nominees of 3M Company, USA on the Board of the Company) and their relatives may be deemed to be concerned or interested, directly or indirectly, in this Resolution.

Item 9

The Members of the Company by way of Postal Ballot had approved on September 14, 2011 by way of a Special Resolution, the payment of remuneration by way of Commission to the Non-Executive Directors of the Company, of a sum not exceeding one percent (1%) per annum of the Net Profits of the Company, calculated in accordance with the provisions of the Companies Act, 1956, for a period of five (5) years commencing from April 1, 2011.

It is proposed to extend the remuneration for further period of five (5) years of the Company commencing from April 1, 2016, provided that the remuneration in the form of Commission shall not exceeding one percent (1%) per annum of the Net Profits of the Company computed in accordance with the provisions of the Companies Act, 2013. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013.

The Directors shall receive individually a sum as may be decided by the Board from time to time and this remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings. Accordingly, a fresh approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of Commission to the Directors of the Company, other than Managing Director and Whole-time Director, for a period of five (5) years commencing from April 1, 2016 as set out in the Resolution at Item No. 9 of the Notice.

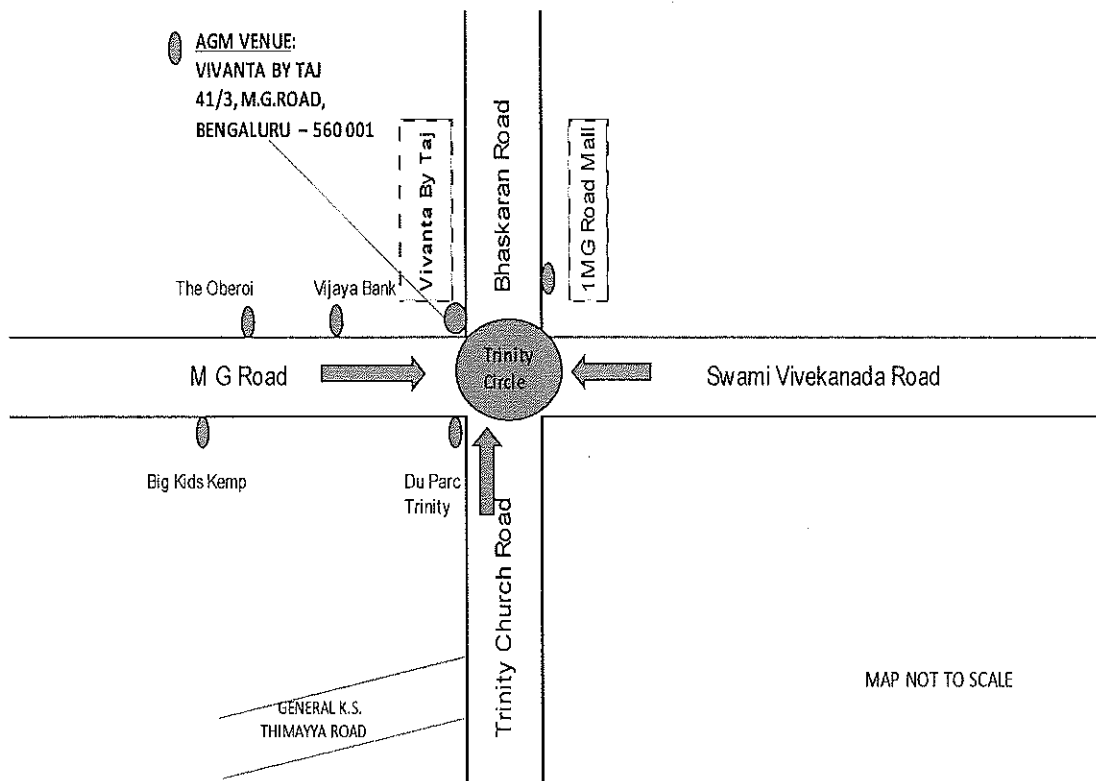
Directors other than the Managing Director, Whole-time Director and Key Managerial Personnel of the Company are deemed to be concerned or interested in the resolution set out at item No. 9 of the Notice to the extent of the remuneration that may be received by them.

By order of the Board

V. Srinivasan
Company Secretary
ACS-16430

Place : Bengaluru
Date : May 27, 2016

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON AUGUST 5, 2016 AT TRINITY HALL, VIVANTA BY TAJ, 41/3, M.G. ROAD, BENGALURU – 560 001.



ATTENDANCE SLIP
(To be presented at the entrance)

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: vsrinivasan@mmmm.com, website: www.3m.com/in

29th ANNUAL GENERAL MEETING ON FRIDAY, AUGUST 5, 2016 AT 11.00 A.M. at Trinity Hall, Vivanta by Taj, 41/3, M.G. Road, Bengaluru – 560 001.

I/We hereby record my / our presence at the 29th Annual General Meeting of the Company on Friday, August 5, 2016 at Trinity Hall, Vivanta by Taj, 41/3, M.G. Road, Bengaluru – 560 001 at 11.00 A.M.

Member's Folio/DPID-Client ID No.

Member's/ Proxy's name in Block Letters

Member's/ Proxy's Signature

Note:

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of the meeting Hall.
2. Bodies corporate, whether a Company or not, who are members, may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.
3. In case of shares held in demat/electronic form, the signature of the Beneficial Owner is liable for verification with the record furnished to the Company by NSDL/CDS.
4. Electronic copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
5. Physical copy of the Annual Report for 2015-16 and Notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
XXXXXXX	XXXXXXX	XXXXXXXX

Please refer Notice for instructions on remote e voting.

E-voting facility is available during the following voting period

Commencement of remote e-voting	End of remote E-voting
Monday, August 1, 2016 (from 10.00 AM)	Thursday, August 4, 2016 (up to 5.00 PM)

PROXY FORM

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: vsrinivasan@mmm.com, website: www.3m.com/in

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP/ID:

I/We, being the member (s) of shares of the above named Company, hereby appoint :

- (1) Name: _____ Address: _____
 E-mail id: _____ Signature: _____ or failing him;
- (2) Name: _____ Address: _____
 E-mail id: _____ Signature: _____ or failing him;
- (3) Name: _____ Address: _____
 E-mail id: _____ Signature: _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on August 5, 2016, Friday at 11.00 A.M. at Trinity Hall, Vivanta by Taj, 41/3, M.G. Road, Bengaluru – 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
ORDINARY BUSINESS			
1	Adoption of Financial Statements for the year ended March 31, 2016.		
2.	Re-appointment of Mr. Ramesh Ramadurai, who retires by rotation.		
3.	Appointment of Messrs. BSR & Co. LLP, Chartered Accountants, Bengaluru (ICAI Firm Registration No. 101248W/W-100022), Bengaluru- 560071), as Auditors for a period five (5) years and fixing their remuneration.		
SPECIAL BUSINESS			
4.	Appointment of Ms. Radhika Rajan as an Independent Director.		
5.	Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for FY 2016-17.		
6.	Appointment of Ms. Debarati Sen as Director of the Company.		
7.	Appointment of Ms. Debarati Sen as Managing Director of the Company.		
8.	Approval of Material Related Party Transactions for the year 2016-17 with 3M Company, USA.		
9.	Payment of remuneration by way of Commission to Non-Executive Directors of the Company for five (5) financial years commencing from the Financial Year April 01, 2016.		

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office/ Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 29th Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.