



3M India Limited
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Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring, Rotunda Building
P.J. Towers, Dalal Street, Fort
Mumbai - 400 001

October 5, 2023

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

Scrip Code - 523395

Scrip Code – 3MINDIA

Dear Sirs,

Sub: Intimation under Regulation 30 of the SEBI (LODR) Regulations. 2015 - Postal Ballot Notice.

Re: Postal Ballot process for:

- To approve Material-Related Party transactions with 3M Company, USA.**
- To approve payment of Royalties to 3M Company, USA.**

In continuation of our letter dated September 29, 2023, this is to inform you that the Postal Ballot Notice is being sent to all the Members of the Company whose names appear in the Register of Members/list of Beneficial Owners as on Friday, September 22, 2023, being the cut-off date for sending Postal Ballot Notice to the Members who are entitled for e-voting. Enclosed herewith is the copy of the Postal Ballot Notice for your information and records.

Kindly note the calendar of main events for the Postal Ballot as under:

- Cutoff date/Benpos date for sending Notice to Members: **September 22, 2023 (Friday).**
- E-voting period starts on: **October 6, 2023 (Friday).**
- E-voting period ends on: **November 4, 2023 (Saturday).**
- Scrutinizer's Report and date of declaration of results of the Postal Ballot: on or before **November 7, 2023 (Tuesday).**

Kindly bring this to the notice of the members of the Exchange

Thanking you

Yours faithfully

For 3M India Limited

Pratap Rudra Bhuvanagiri
Company Secretary & Compliance Officer

Encl: as above

3M INDIA LIMITED

CIN: L31300KA1987PLC013543

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

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of 3M India Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time). This Notice is accordingly being issued in compliance with the said MCA Circulars and is being sent through email to all the Members who have registered their email addresses with the Company or with depository / depository participants and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot. The communication of assent / dissent of the Members will take place only through the remote e-voting system.

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

The Company has engaged the services of KFin Technologies Limited (“KFin”) for facilitating e-voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5:00 P.M. IST on Saturday, November 4, 2023**, failing which it will be strictly considered that no reply has been received from the Member.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Vijayakrishna K. T, Company Secretary in practice (C.P. No. 980, Membership No. FCS 1788) as ‘Scrutinizer’ to scrutinize the Postal Ballot process in a fair and transparent manner. Mr. Vijayakrishna K. T has consented to act as the Scrutinizer for this Postal Ballot Process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or a person authorized by the Chairman, within 2 (two) working days. The result of the Postal Ballot will be announced on or before Tuesday, November 7, 2023 and will be displayed at the Company’s website https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/, besides communicating to the stock exchanges and depositories. The Company will also display the results of the Postal Ballot at its Registered Office. The last date for receipt of votes vide e-voting i.e., Saturday, November 4, 2023 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with SS-2 on General Meetings.

The Resolutions proposed to be passed through Postal Ballot through e-voting together with the Explanatory Statements setting out the material facts are as follows:

SPECIAL BUSINESS:

ITEM 1: TO APPROVE 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 (“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 ₹ **1,019.00 Crores** for a period of 1 (one) year from the date of approval of this resolution, as per the details set out in the explanatory statement annexed to this notice, 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 authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient in order to give effect to this Resolution.

ITEM 2: TO APPROVE PAYMENT OF ROYALTIES 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 and any other applicable provisions 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 deferment(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 Royalties by 3M India Limited (“the Company”) to **3M Company, USA**, being a related party, for an amount not exceeding ₹ **86.00 Crores**, for a period of 1 (one) year from the date of approval of this resolution, as per the details set out in the explanatory statement annexed to this notice.

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

Registered Office:

Plot Nos. 48-51,
Electronic City,
Hosur Road,
Bengaluru – 560100
Place: Bengaluru
Date: September 29, 2023

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

Pratap Rudra Bhuvanagiri
Company Secretary
A22297

EXPLANATORY STATEMENT

(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Amended)

The following Explanatory Statement is furnished in respect of Special Business set out in Items 1 and 2:

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; Health Care; and Consumer. 3M and its group companies (e.g. subsidiaries, associate companies and joint venture 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; Health Care; and Consumer. 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 three (3) 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 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 which are very critical and essential for the Company to carry out its business operations and maximize its growth and performance 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The details of actual transactions with all Related Parties with the 3M Group entities during past three (3) financial years are as under:

Nature of Transaction	Actual Value of transaction for FY 2020-21	Actual Value of transaction for FY 2021-22	(₹ in crores)
			Actual Value of transaction for FY 2022-23
INCOME			
Income from Contract Research	13.45	16.11	14.58
Sale of Goods	25.00	23.89	81.22
Re-charge of expenses	49.27	53.15	38.04
Total	87.72	93.15	133.83
EXPENDITURE			
Purchase of Materials	924.10	1,116.91	1,454.74
Royalty	29.70	44.48	57.45
Re-charge of expenses	2.37	1.55	-
Corporate Management Fee	103.27	119.04	117.71
Total	1,059.44	1,281.98	1,629.90
Grand Total	1,147.16	1,375.13	1,763.73

The above represents the aggregate value of the transactions with all the 3M group entities. Of the aggregate transactions, there are two entities where the transaction values individually exceed 10% of the Company's consolidated turnover, based on last audited financial statements, namely transactions with **3M Company, USA** and **3M Innovation Singapore Pte Ltd**, and hence considered material pursuant to Regulation 23 of the Listing Regulations.

At the 36th Annual General Meeting held on August 25, 2023, the Company obtained approval of shareholders for Material Related party transactions with **3M Innovation Singapore Pte Ltd** for an amount not exceeding ₹ **422.19 Crores** for a period from the 36th Annual General Meeting until the 37th Annual General Meeting, in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposal for which approval of the Members is being sought vide this notice is specific to the material related party transactions with **3M Company, USA** only, in relation to estimated transactions after considering the historical level of such transactions, anticipated business and the business environment. The aforesaid activities have been essential for the Company to carry out its business operations and maximize its growth and performance.

In this regard, Members may kindly note the following-

- (i) The estimated value of related party transactions with **3M Company, USA** are as under for a term of 1 (one) year:

(₹ in crores)				
Nature of Transaction	Actual for FY 2022-23	Estimated transaction value for 1 year from Dec 21, 2022 to Dec 20, 2023 as approved by shareholders in Dec 2022	Estimated transaction value placed for approval at 36 th AGM, to be valid till 37 th AGM, however not approved at 36 th AGM on Aug 25, 2023	Proposed Transaction Values for approval for 1 year from Nov 4, 2023 to Nov 3, 2024
INCOME				
Income from Contract Research	15	33	19	19
Sale of Goods	1	7	4	4
Sub-total (A)	16	40	23	23
EXPENDITURE				
Purchase of materials	707	924	980	980
Recharge of expenses paid (expense)	-	10	16	16
Sub-total (B)	707	934	996	996
Grand-total (A +B)	723	974	1019	1019
Royalty expenses	57	133	134	86

- (ii) Under Resolution No. 1, whilst the approval of the Shareholders is being sought for the total value of related party transactions with **3M Company, USA** of ₹ 1,019 crores, the value shown against various categories of nature of transactions at Sl. (i) above are indicative and may vary inter se. However, the total value of related party transactions will remain within the overall limit as may be approved by the Members.
- (iii) The Company continues to have related party transactions with several other 3M Group companies and the aggregate estimated value of transactions with such companies for the proposed period is estimated to be ₹ **1,126 Crores**, and do not individually cross the materiality threshold as per Regulation 23 of the Listing Regulations with any of the companies in the 3M Group.

(iv) Summary of changes from the previous proposal in 36th AGM Notice:

- The revised RPTs will cover the period of 12 months from the date of approval of the said Resolutions (viz November 4, 2023 to November 3, 2024), going across two financial years, instead of the previously proposed period of 36th AGM to 37th AGM.
- 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. The proposals set out in Resolutions No. 1 and 2 are related to activities essential for the Company to carry out its business operations and maximize its growth and performance.

(v) Additional Notes to Resolution 2:

a) Information on the Intellectual Property agreement entered by the Company with 3M Company, USA, basis for Royalties 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 maximize its growth and performance in an increasingly global and competitive business environment.

- The Company entered into an initial Intellectual Property agreement with **3M Company, USA** effective July 1, 2006, and the royalty payments commenced from July 1, 2009, after a waiver of three years. The said agreement has now been reviewed after a period of nearly 14 years since commencement of payment of royalty.
- The Intellectual Property agreement 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 51 technology platforms, which cover platforms such as adhesives, abrasives, ceramics, nanotechnology and several more. **3M Company, USA** and its affiliates invested about 5.6 percent of its sales in R&D (2022). The consistent investment in R&D over the years helped produce more than 3,500 patents each year (previous 5-year average) and a steady stream of unique products for customers that are accessible to 3M India. New products have been introduced in all the four business segments.
- The "3M" brand was among the top 100 list of global best brands ranking, by Interbrand in 2022. 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 recognized as:
 - Among the Top 50 Most Innovative Companies globally, by Boston Consulting Group, in 2023.
 - One of the Top 50 World's Most Admired Companies, by Fortune, in 2023.
 - One of the World's Best Companies of 2023, named by Time.
 - The 2023 World's Most Ethical Companies® Honoree List, by Ethisphere.
- 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.
- As a result of the IP agreement, the Company has significantly increased its manufacturing footprint in India over the past several years. Two-thirds 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 60.5% of total sales as at March 31, 2023. During the same period, the Company's profit before tax increased from 3.9% to sales in FY 2013-14 to 14.8% in FY 2022-23, at a compounded growth rate of 26.2%.
- The royalty paid is linked to the sales performance as explained in the table below.

b) Details of the change in royalty rates and alignment with performance:

- Prior to April 1, 2023, the Company paid Royalty based on rates as stipulated by RBI vide Press Note 2 of 2003.
- In the Board meeting of the Company held on February 8, 2023, the Board approved a change in the royalty rates, which was intimated to the stock exchanges on the same day. The details of the changes approved in said meeting are set out in the table below (Column No. D). The change in royalty rates was effective April 1, 2023. For comparison purposes only, had these revised rates been applied to FY 22-23, the royalties amount would be ₹ 89.63 Cr (2.40 % to sales), as explained in column No. E, in the table below:

A	B	C	D	E
Particulars	Earlier applicable Rates	Royalty paid in FY 2022-23 (₹ in Crores)	Rates effective April 1, 2023	Royalty value by applying revised rates for FY 22-23, for comparison (₹ in Crores)
Manufactured	5% on Value Addition	49.76	4% on Net Sales	89.26
Service Income	1% on Value Addition	0.07		
Export of Manufactured Goods	8% on Value Addition	0.38		
Health Care Software	35% on Sales Value	0.37	35% on Sales Value	0.37
Traded – 3M Trademark	1% on Value Addition	6.79	Nil	-
Trading – Re-export	2% on Value Addition	0.08	Nil	-
Total		57.45		89.63
Royalty as Percentage to Sales		1.54%		2.40%

- Further, as can be seen from the table above, effective April 1, 2023, the Company does not pay any royalties on trading sales and royalties are paid on sales of manufactured products only, on net sales value. This change aligns the royalty payment closely with the increase in the mix and sales of locally manufactured products. This will also be beneficial for the Company in the medium to long-term to increase the local manufacturing footprint and build sustainable competitive moats in the marketplace. The change in royalty arrangement also aligns with 3M Group's royalty arrangement across entities/affiliates in the Group.

c) Amendment (reduction) to the Revised Royalty Rates retrospectively from April 1, 2023:

- The Management of the Company discussed with **3M Company, USA** to review and reduce the percentage of royalty payable on sales of manufactured products and service income. After extended discussions, a revised proposal was submitted to the Board. The Board of the Company in its meeting held on September 29, 2023, reviewed the revised proposal and approved the payment of royalty at the rate of 3.25% on sales of manufactured products and service income, to be retrospectively effective April 1, 2023. This was also intimated to the stock exchanges on the same day.
- With this change, the royalty payment for FY 2022-23 would have increased from 1.54% of total turnover (actual) to approximately 1.95% based on the new amended rates (refer column E below). This will also be a reduction of approximately 45 basis points from the 2.4% of turnover which was previously negotiated.
- The details of the amended rates are shown in the table below.

A	B	C	D	E
Particulars	Earlier applicable Rates	Royalty paid in FY 2022-23 (₹ in Crores)	Amended rates retrospectively effective April 1, 2023*	Royalty value by applying revised amended rates for FY 22-23, for comparison (₹ in Crores)
Manufactured	5% on Value Addition	49.76	3.25% on Net Sales	72.53
Service Income	1% on Value Addition	0.07		
Export of Manufactured Goods	8% on Value Addition	0.38		
Health Care Software	35% on Sales Value	0.37	35% on Sales Value	0.37
Traded – 3M Trademark	1% on Value Addition	6.79	Nil	
Trading – Re-export	2% on Value Addition	0.08	Nil	
Total		57.45		72.90
Royalty as Percentage to Sales		1.54%		1.95%

*Amended rates approved by the Board of Directors on September 29, 2023

- Globally (across all 3M Group entities), the system of computation of royalties has changed and royalties are charged only to the 'manufacturing entity', thereby dispensing the charge of royalty on trading activities. Accordingly, the royalty % is applied on value of net Sales rather than the 'value addition'. With this change 3M India is fully aligned with global value chain process consistent to all other 3M group companies.

d) Other factors for consideration by shareholders:

- The audit committee annually reviews transfer pricing studies in relation to royalty payments prepared by an independent Big4 firm. The review indicates that the revised royalty rate as a percentage of revenues is lower than the median Industry range when compared to the relevant comparable listed multinational companies in India, and is on an arm's length basis.
- 3M India benefits substantially by being a part of the global 3M network and having access to various capabilities such as technologies, manufacturing process technologies, various common global platforms, sharing of key account information, marketing programs, and several more. The breadth of technologies, the breadth of product portfolio and an engaged and committed team of 3M'ers gives the Company ingredients for resilience. We are leveraging these strengths to position the Company for sustainable growth. 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.

(vi) Transactions relating to Corporate Management Fee:

- The Company has established an inter-company services agreement with 3M Global Service Center Management Company, USA, aimed at leveraging technical expertise, usage of various IT platforms, market intelligence to drive business growth, sales strategy, product customization support based on business needs, technical support and product training and familiarization 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, optimizing cost efficiencies and capitalizing on 3M's expertise in international business management and diverse product portfolios.

- With the company availing the above support, the expenses net of Corporate Management fee and Royalties was at 7.85 % of the total sales for FY 22-23 and the Company has been able to manage the cost headwinds. These benefits flow into the Company's profitability. The Corporate Management Fee paid as a percentage of total income has also been reducing over the last 3 years. The above services are availed on a continuous basis and benefit the company to continue delivering consistent, competitive and profitable growth.
 - It is clarified that the proposal in Resolution No. 2 pertains only to payment of royalties to **3M Company, USA**, and is not for payment of corporate management fee.
- e) 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 Shareholders is sought to the aforesaid material related party transactions for a period of 1 (one) year.

The Company had vide postal ballot notice dated November 9, 2022 received approval of shareholder for material related party transactions with 3M Company, USA for a value upto ₹ 1,107 Crores for a term of 1 year viz., December 21, 2022 to December 20, 2023.

Details of the proposed related party transactions between the Company and **3M Company, USA**, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sl.	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, (Holding Company of 3M India Limited)
b	Type, material terms, monetary value and particulars of the proposed RPTs.	Transactions in the nature of contract research, sale of goods, purchase of materials and recharge of expenses paid for an amount not exceeding in aggregate ₹ 1,019 Crores for a period 1 (one) year. Royalties not exceeding ₹ 86 Crores for a period 1 (one) year. The aforesaid transactions are in the ordinary course of business and are on an arm's length basis. Refer Explanatory Statement.
c	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	Resolution No. 1: 25.51% Resolution No. 2: 02.17 %.
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	Not Applicable.
4	Arm's length pricing and a 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	Not applicable, since the Company has been dealing with 3M Company, USA , in the ordinary course of business and on arm's length basis.
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 and accordingly the Board, based on the approval and recommendation of the Audit Committee, recommends the Ordinary Resolutions set forth for the Notice for approval of the Shareholders in terms of Regulation 23 of the Listing Regulations.

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. However, it may be noted that Mr. Ramesh Ramadurai, Ms. Vidya Sarathy, Ms. Yun Jin and Mr. Amit Laroya represent as nominees of 3M Company, USA on the Board of the Company.

The Shareholders 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 1 and item 2 of the Notice, for the approval of the Members of the Company.

Registered Office:

Plot Nos. 48-51,
Electronic City,
Hosur Road,
Bengaluru – 560100
Place: Bengaluru
Date: September 29, 2023

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

Pratap Rudra Bhuvanagiri
Company Secretary
A22297

Notes:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, September 22, 2023, (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited (“KFin”) at <https://evoting.kfintech.com>.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only. Once the vote on the resolutions is casted by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2, and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of KFin as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
7. **The e-voting period commences at 9:00 a.m. (IST) on Friday, October 6, 2023 and ends at 5:00 p.m. (IST) on Saturday, November 4, 2023. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.**
8. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Saturday, November 4, 2023.
9. Relevant documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to investorhelpdesk.in@mmm.com.

General information and instructions relating to e-voting.

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
Friday, October 6, 2023 (9:00 a.m. IST)	Saturday, November 4, 2023 (5:00 p.m. IST)

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFin for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-Voting are explained herein below:
 - Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2: Access to KFin e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

- 1) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</p> <ul style="list-style-type: none"> i. Visit the e-services of NSDL https://eservices.nsdl.com either on a personal computer website or on a mobile. ii. On the e-services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Thereafter enter the existing user ID and password. iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on 'Access to e-voting' under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. '3M India Limited' or ESP i.e. KFin v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. <p>2. Those not registered under IDeAS:</p> <ul style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select 'Register Online Ideas for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. iv. 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. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on Company name i.e '3M India Limited' or i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period viii. Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of Member	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFinTechnologies where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30 or 020 48867001 or 022 24997000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

- i) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7715, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.

- iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach 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 (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVEN” i.e., “7715 Postal Ballot” and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s). Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID vijaykt@vjkt.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”
- (B) Members whose email IDs are not registered with the Company/Registrar and Transfer Agent of the Company/ Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members holding shares in physical mode and who have not registered / updated their email address / KYCs with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent (RTA), Kfin Technologies Limited at einward.ris@kfintech.com. Members holding shares in dematerialized mode are requested to register / update email addresses with their respective Depository Participant.

After successful registration of the e-mail address / KYC, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the Member. In case of any queries, Members may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Postal Ballot Notice and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Registered Office:

Plot Nos. 48-51,
Electronic City,
Hosur Road,
Bengaluru – 560100
Place: Bengaluru
Date: September 29, 2023

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

Pratap Rudra Bhuvanagiri
Company Secretary
A22297