



3M India Limited
WeWork Prestige Central
3rd Floor, 36 Infantry Road
Bengaluru 560001, India
Tel: +91 80 22231414
www.3M.com/in

August 1, 2023

Corporate Relationship Department
BSE 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 Sir,

Sub: Notice of the 36th Annual General Meeting (AGM).

Ref: Reg. 30(2) read with Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015.

Please find enclosed herewith a copy of the Notice of the 36th Annual General Meeting (AGM) of the Company to be held at **10:30 A.M. IST on Friday, the August 25, 2023** through Video Conferencing / Other Audio-Visual Means.

The Notice is being sent to the members of the Company through electronic mode.

The Annual Report 2022-23 is available on the website of the Company at https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/.

Kindly bring this to the notice of the Members of the Stock Exchange.

Thanking you
For 3M India Limited

Pratap Rudra Bhuvanagiri
Company Secretary &
Compliance Officer

Encl: as above

Regd Office: Plot No 48-51
Electronics City, Bangalore 560100
CIN No: L31300KA1987PLC013543
Email: investorhelpdesk.in@mmm.com
PAN: AAACB5724H
GSTIN: 29AAACB5724H1ZQ

3M INDIA LIMITED

CIN: L31300KA1987PLC013543

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

NOTICE

NOTICE is hereby given that the Thirty Sixth (36th) Annual General Meeting (“AGM/eAGM”) of 3M India Limited will be held at 10.30 am (IST) on Friday, August 25, 2023 through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Standalone Financial Statements for the financial year ended March 31, 2023.**

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

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Auditors’ Report thereon and the Board’s Report, be and are hereby received, considered and adopted.”

2. Adoption of Consolidated Financial Statements for the financial year ended March 31, 2023.

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

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Auditors’ Report thereon, be and are hereby received, considered and adopted.”

3. Confirmation of Interim Dividend and recommendation of Final Dividend for the financial year ended March 31, 2023.

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

“**RESOLVED THAT** the Interim Dividend of ₹ 850/- (Rupees Eight Hundred and Fifty only) per equity share of face value ₹ 10/- each for the financial year ended March 31, 2023, be and is hereby noted and confirmed as the Interim Dividend for the financial year 2022-23.

RESOLVED THAT a Final Dividend of ₹ 100/- (Rupees One Hundred only) per equity share of face value ₹ 10/- each as recommended by the Board of Directors for the financial year ended March 31, 2023, be and is hereby declared and the same be paid to the eligible shareholders as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

4. Re-appointment of Ms. Yun Jin (DIN: 09474323) who retires by rotation, as a Director.

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

“**RESOLVED THAT** Ms. Yun Jin (DIN: 09474323) Director, who retires by rotation at this Annual General Meeting and being eligible, having offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:**5. Approval of Material Related Party Transactions with 3M Company, USA.**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modifications(s) or re-enactments(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to enter into material related party transactions with its Holding Company, 3M Company, USA, being related party as defined under Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding in aggregate ₹ 1,153.03 crores for the period from the 36th Annual General Meeting until the 37th Annual General Meeting, 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 authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient in order to give effect to this Resolution.”

6. Approval of Material Related Party Transactions with 3M Innovation Singapore Pte Ltd.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (“the Listing Regulations”) (including any statutory modifications(s) or re-enactments(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to enter into material related party transactions with 3M Innovation Singapore Pte Ltd, being related party as defined under Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding in aggregate ₹ 422.19 crores for the period from the 36th Annual General Meeting until the 37th Annual General Meeting, 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 Innovation Singapore Pte Ltd.

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

7. Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for FY 23-24.

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if

any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof), the remuneration payable to Messrs. Rao, Murthy & Associates, Bengaluru (Firm Registration No. 000065), Cost Auditors, appointed by the Board of Directors based on the recommendation of the Audit Committee of the Company to conduct the audit of the cost records of the Company for FY 23-24 for ₹ 475,000/- (Rupees Four Lakhs Seventy Five Thousand only) excluding applicable taxes and re-imbursement of out of pocket expenses incurred by them in connection with the audit of cost records, be and is hereby ratified and approved.

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

By order of the Board

Pratap Rudra Bhuvanagiri
Company Secretary
(ACS 22297)

Place: Bengaluru
Date : May 30, 2023

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

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

The following statements set out all material facts relating to Ordinary/Special business proposed to be transacted under Item No. 5, 6 and 7 of the accompanying Notice dated May 30, 2023 and shall be taken as forming part of the Notice.

Item No. 5 and 6:

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 and branch 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 and 3M Innovation Singapore Pte Ltd, being related parties 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 maximise 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”). The details of actual transactions with Related Parties during past three (3) financial years are as under:

		(₹ in crores)		
Sl. No.	Nature of Transaction	Actual Value of transaction for FY 20-21	Actual Value of transaction for FY 21-22	Actual Value of transaction for FY 22-23
INCOME				
1	Income from Contract Research	13.45	16.11	14.58
2	Sale of Goods	25.00	23.89	81.22
3	Re-charge of expenses	49.27	53.15	38.04
Total		87.72	93.15	133.83
EXPENDITURE				
1	Purchase of Materials	924.10	1,116.91	1,454.74
2	Royalty	29.70	44.48	57.45
3	Re-charge of expenses	2.37	1.55	-
4	Corporate Management Fee	103.27	119.04	117.71
Total		1,059.44	1,281.98	1,629.90
Grand		1,147.16	1,375.13	1,763.73

The above activities have been essential for the Company to carry out its business operations and maximise its growth and performance. The aggregate value of these transactions in a year has been exceeding 10% of the Company’s turnover. Being “material” in nature, pursuant to Regulation 23 of the Listing Regulations.

The Company estimates that transactions of above nature will be recurrent in each year in the future course of Company’s business. Considering the historical levels of such transactions, anticipated business transactions and business environment, it is proposed to seek fresh approval of members by way of an ordinary resolution for related party transactions as set out at Item No. 5 and 6 of this Notice.

Members may kindly note the following:

- (i) The estimated value of related party transactions with 3M Company, USA and 3M Innovation Singapore Pte Ltd are as under for a term from the 36th Annual General Meeting to the 37th Annual General Meeting:

		(₹ in crores)	
Nature of Transactions	3M Company, USA	3M Innovation Singapore Pte Ltd	
Sale of Goods	4.22	-	
Purchase of materials	980.30	422.19	
Royalty expenses	133.90	-	
Income from Contract Research	18.86	-	
Recharge of expenses paid	15.75	-	
TOTAL	1,153.03	422.19	

- (ii) Whilst the approval of the Shareholders is being sought for the total value of related party transactions, the value shown against various categories of nature of transactions at Sl. No. (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) 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 commencing from 36th Annual General Meeting to the 37th Annual General Meeting.

Details of the proposed related party transactions between the Company and 3M Company USA and 3M Innovation Singapore Pte Ltd., 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. No.	Description	Details	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	3M Innovation Singapore Pte Ltd
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, royalty and recharge of expenses paid for an amount not exceeding in aggregate ₹ 1,153.03 crores for a period from the 36 th Annual General Meeting to the 37 th Annual General Meeting of the Company. These transactions are in the ordinary course of business and are on an arm's length basis.	Transactions in the nature of purchase of materials for an amount not exceeding in aggregate ₹ 422.19 crores for a period from the 36 th Annual General Meeting to the 37 th Annual General Meeting of the Company. These transactions are in the ordinary course of business and are on an arm's length basis.
c	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	42.68%	15.63%
2	Justification for the proposed RPTs.	As set out in the explanatory notes, pursuant to Section 102(1) of the Companies Act, 2013.	As set out in the explanatory notes, pursuant to Section 102(1) of the Companies Act, 2013.
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	NA	NA
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	All the transactions are on arm's length basis. Valuation report wherever required will be obtained for proposed related party transaction(s) and will be made available to the shareholders on request.	All the transactions are on arm's length basis. Valuation report wherever required will be obtained for proposed related party transaction(s) and will be made available to the shareholders on request.
5	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	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 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 No. 5 & 6 of the Notice, for the approval of the Members of the Company.

Item No. 7

The Board of Directors of the Company at its meeting held on May 30, 2023 had on the recommendation of the Audit Committee, approved the re-appointment and remuneration of Messrs. Rao, Murthy & Associates, Cost Accountants, Bengaluru, (Firm Registration No. 000065), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024 for the products covered (as per the details below) as per the Companies (Cost Records and Audit) Rules, 2014, on a remuneration of ₹ 475,000/- (Rupees Four Lakhs Seventy Five Thousand) plus applicable taxes and out of pocket expenses at actuals.

In terms of the provisions of Section 148(3) of the Act read with Rule 14(a) (ii) of the Companies (Audit and

Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. The proposed remuneration to the Cost Auditor will commensurate with the size and complexity of the Business. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Promoters/Directors/Key Managerial Personnel of the Company/their relatives, is in any way concerned or interested financial or otherwise, in the Resolution set out at Item No. 7 of the Notice.

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

By order of the Board

Pratap Rudra Bhuvanagiri
Company Secretary
(ACS 22297)

Place: Bengaluru
Date : May 30, 2023

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

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

Item No. 4

Ms. Yun Jin, Non-Executive Director (09474323), will retire at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment. A brief profile of Ms. Yun Jin, 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 under the provisions of the Listing Regulations are exhibited below:

Name of the Director	Yun Jin
Director Identification Number	09474323
Category	Non-Executive, Non-Independent Director
Date of Birth	March 11, 1974
Nationality	Chinese
Qualification	Graduate in Accounting, MBA and CPA
Brief Profile of the Director	Ms. Yun Jin was appointed as a Non-Executive Non-Independent Director of the Company with effect from February 4, 2022. She was named as Vice President Finance, 3M Asia from December 1, 2021. She has rich experience, partnering with business and finance leadership teams to drive growth and improve profitability. She has over 27 years of diverse experiences across Greater China Area and the United States in finance and business. She has held several roles of increased responsibility in the finance organisation, including business finance, operational accounting, treasury and tax in China, Greater China Area Financial Planning & Analysis leader and Country General Manager of 3M Hong Kong. Her immediate prior role was as Global Finance Director for 3M Personal Safety Division based in 3M's headquarters in St. Paul, Minnesota, USA. Ms. Yun Jin graduated from Shanghai University with a major in Accounting and holds an MBA jointly from Shanghai University of Finance and Economy and Webster University and is a Certified Public Accountant in China.
Date of first appointment on the Board	February 4, 2022

No. of Board Meeting attended during financial year 2022-23	5 (Attended all Board Meetings)
Shareholding in 3M India Limited including shareholding as a beneficial owner	Nil
Expertise in specific functional areas	Finance, Tax, Treasury and General Management of Business
Last Remuneration drawn as Non-Executive Director	NA
Details of Remuneration sought to be paid	NA
List of Directorships held in other Public Limited companies	Nil
Resignation from the directorship of the listed companies in the past three years	Nil
Memberships / Chairmanships of Committees of Boards in Companies	3M India Limited – Member of Audit Committee
Disclosure of relationships between Directors/KMP inter-se	None

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

Notes to e-AGM Notice:

1. Pursuant to General Circular nos. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular 10/2022 dated December 28, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/ HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. As per the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM, participate thereat and cast their votes through e-voting. Since this AGM is being held pursuant to the above MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. The Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Explanatory Statement pursuant to Section 102 of the Act in respect of Special Business is annexed hereto.
5. The Shares of the Company are mandated by Securities and Exchange Board of India for trading in dematerialised form by all investors. Members holding Shares in physical form are advised to dematerialise their Shares to avoid the risks associated with the physical holding of such Share Certificates.
6. The Registrar and Transfer Agent: KFin Technologies Limited, KFinTech Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serlingampally Mandal, Gachibowli, Hyderabad – 500 032 is handling registry work in respect of Shares held both in physical form and in electronic/ demat form.
7. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Company shall send physical copy of the Annual Report for FY 22-23 to those members who request for the same at investorhelpdesk.in@mmm.com and rajeev.kr@kfintech.com mentioning their Folio No./DP ID and Client ID. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local-websites-of-the-Stock-Exchanges-i.e.-BSE-Limited-and-National-Stock-Exchange-of-India-Limited-at-www.bseindia.com-and-www.nseindia.com-respectively-and-NSDL-at-https://www.evoting.nsdl.com.
8. Members may refer to additional information on Directors recommended for appointment/re-appointment under the provisions of Listing Regulations.
9. Members holding Shares in electronic form are requested to register their e-mail addresses with their respective Depository Participants and Members holding Shares in Physical form are requested to register their e-mail address with the Company's Registrar and Transfer Agents and participate in the "Green initiative" launched by the Ministry of Corporate Affairs in future. As per rule 3 of the Companies (Management & Administration) Rules, 2014, Registers of Members of all the Companies now should have additional details pertaining to e-mail, PAN/ CIN, UID, Occupation, Status, Nationality. The Company seeks from all the Members of the Company to update their details with their respective Depository

Participants in case of Shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding immediately.

10. Members holding Shares in physical form are requested to notify to the Company's Registrar and Transfer Agent of any change in their address and update their Bank account details. Members holding Shares in electronic form are requested to notify any change of address and update bank account details to their respective Depository Participants directly.
11. Pursuant to Section 72 of the Act, Shareholders holding Shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of Shares held in electronic/ demat form, the nomination form may be filed with the respective Depository Participant.
12. Electronic copy of the Notice of the 36th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting is being sent only to all the Members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes.
13. e-AGM: The Company has appointed National Securities Depository Limited (NSDL), to provide VC/OAVM facility for the AGM and the attendant enablers for conducting of the e-AGM.
14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
15. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with **National Securities Depository Limited (NSDL)** for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the AGM will be provided by NSDL.
16. The Company has appointed Mr. Vijayakrishna K.T, Company Secretary in practice (C.P. No. 980, Membership No. FCS 1788), who in the opinion of the Board is a duly qualified person, as Scrutiniser who will collate the electronic voting process in a fair and transparent manner, provided that the Scrutiniser so appointed may take assistance of a person who is not in employment of the Company and who is well-versed with the electronic voting system.
17. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING e-AGM ARE AS UNDER:**
The remote e-voting period begins at **9.00 am (IST) on Tuesday, August 22, 2023** and ends at **5.00 pm IST on Thursday, August 24, 2023**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 18, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up Equity Share Capital of the Company as on the cut-off date, being Friday, August 18, 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 124728 then user ID is 101456001***

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

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

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

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to Mr. Vijayakrishna K.T. at vijaykt@vjkt.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (other than Individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/Authority letter etc., by clicking on “Upload Board Resolution/Authority Letter” displayed under ‘e-voting’ tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.022-48867000 and 022-24997000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorhelpdesk.in@mmm.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorhelpdesk.in@mmm.com.

- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

Members questions prior to e-AGM: Shareholders who desire to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorhelpdesk.in@mmm.com from **9.00 am (IST) on Tuesday, August 22, 2023 to 5.00 pm (IST) on Wednesday, August 23, 2023**. The same will be replied by the Company suitably at the AGM. Please note that only those Members who continue to hold shares as of cut-off date as on Friday, August 18, 2023 will be entitled to this facility. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name demat account number/folio number, email id, mobile number at investorhelpdesk.in@mmm.com. Questions /queries received by the Company till 5.00 pm IST on Wednesday, August 23, 2023 shall only be considered and responded during the AGM.

Speaker Registration for e-AGM: Members who would seek to express their views or ask questions during the AGM may register themselves as a speaker by using the login method explained at note no. 1A i.e, under the sub head

“Step 1: Access to NSDL e-Voting system” from **9.00 am (IST) on Tuesday, August 22, 2023 to 5.00 pm (IST) on Thursday, August 24, 2023**. After successful login, Members will be able to register themselves as a speaker shareholder by clicking on the link available against the EVEN of 3M India Limited.

OTHER IMPORTANT GENERAL INSTRUCTIONS:

- The Company urges Members to support 3M’s commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, KFin Technologies Limited at einward.ris@kfinotech.com to receive copies of the Annual Report 2022-23 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report.
- Members may note that the VC/OAVM Facility, provided by NSDL, has capacity to allow participation of at least 1,000 Members on a first-come first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 36th AGM without any restriction on account of first-come first-served principle.
- Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, August 18, 2023 are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 am IST on Tuesday, August 22, 2023 and will close at 5.00 pm IST on Thursday, August 24, 2023. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and a Member may avail of the facility at his/ her/its discretion, subject to compliance with the instructions prescribed in the notes. The Company has engaged the services of NSDL for facilitating remote e-voting for the Annual General Meeting. The Members desiring to vote through remote e-voting mode may refer to the detailed procedure on e-voting provided in the notes.

- (d) Once the vote on the Resolution is cast by the Shareholder, he shall not be allowed to change it subsequently.
- (e) The voting rights of the Shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. Friday, August 18, 2023.
- (f) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, August 18, 2023, are entitled to vote on the Resolutions set forth in this Notice.
- (g) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **Friday, August 18, 2023**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **022-48867000 and 022-24997000**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, August 18, 2023 may follow steps mentioned in the Notice of the AGM under “**Access to NSDL e-Voting system**”.
- (h) A Member may participate in the AGM through VC/OAVM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (i) The Scrutiniser shall, within Two (2) working days of the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and submit a Scrutiniser’s Report of the votes cast in favour or against, if any, forthwith to the Chairman or designated Director or Key Managerial Personnel of the Company.
- (j) The Results shall be declared within two working days from the date of AGM. The results declared along with the Report of the Scrutiniser shall be placed on the website of the Company https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/ and on NSDL immediately after the result is declared by the Chairman (or a person authorised by him). The Company shall, simultaneously, forward the results to the Stock Exchanges where the Shares are listed.
- (k) In case of joint Shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (l) Institutional members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc., to the Scrutiniser through e-mail at vijaykt@vjkt.in. File naming convention should be ‘Corporate Name’. The documents should reach the Scrutiniser on or before the close of working hours on Thursday, August 24, 2023.

Webcast facility:

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

Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in or call 022-48867000 and 022-24997000.

Procedure for Inspection of documents:

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and all the documents referred to in the accompanying Notice and Explanatory Statements will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. August 25, 2023. Members seeking to inspect such documents can send an email to investorhelpdesk.in@mmm.com.