



**3M India Limited**

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

July 28, 2022

The Corporate Relationship Department  
Bombay Stock Exchange Limited,  
1<sup>st</sup> 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 35<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting (AGM) of the Company to be held at 10:30 A.M. IST on Thursday, the August 25, 2022 through Video Conferencing / Other Audio-Visual Means.

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

The Annual Report 2021-22 is available on the website of the Company at [https://www.3mindia.in/3M/en\\_IN/company-in/about-3m/financial-facts-local/](https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/).

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

Thanking you,  
For 3M India Limited,

**Ramesh Ramadurai**  
**Managing Director**  
(DIN: 07109252)

*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, Fax: 080-2223 1450, Email id: investorhelpdesk.in@mmm.com, Website: www.3m.com/in

July 26, 2022

Dear Members,

We are pleased to invite you to the 35<sup>th</sup> Annual General Meeting of the Members of 3M India Limited (“the Company”) to be held at 10.30 A.M. IST on Thursday, the August 25, 2022 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The Notice of the Meeting, containing the business to be transacted and other statutory reports is enclosed herewith. As per Section 108 of the Companies Act, 2013 (“the Act”), read with the related rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”), the Company is pleased to provide its Members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

The Company has appointed National Securities Depository Limited, to provide VC/OAVM facility for the Annual General Meeting and the attendant enablers for conducting of the Annual General Meeting.

Thanking you

Yours faithfully

**For 3M India Limited**

Sd/-

**Ramesh Ramadurai**

Managing Director

(DIN: 07109252)

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## 3M INDIA LIMITED

CIN: L31300KA1987PLC013543

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

Phone: 080-22231414, Fax: 080-2223 1450, Email id: investorhelpdesk.in@mmm.com, Website: www.3m.com/in

### NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty Fifth (35<sup>th</sup>) Annual General Meeting (“AGM/eAGM”) of 3M India Limited will be held at 10.30 A.M. IST on Thursday, the August 25, 2022 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, 2022.**

*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, 2022, 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, 2022.**

*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, 2022, together with the Auditors’ Report thereon be and are hereby received, considered and adopted.”

**3. Re-appointment of Mr. Amit Laroya (holding DIN: 00098933) who retires by rotation.**

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

“RESOLVED THAT Mr. Amit Laroya (holding DIN: 00098933) Director, who retires by rotation at this Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

#### SPECIAL BUSINESS:

**4. Appointment of Ms. Vidya Sarathy (holding DIN: 01689378) as a Director of the Company.**

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

“RESOLVED THAT Ms. Vidya Sarathy (holding DIN: 01689378), who was appointed as an Additional Director of the Company with effect from June 1, 2022 and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on May 27, 2022 for consideration by the Members under Section 161(1) of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or amendments or re-enactments thereof) and Article 115 of the Articles of Association of the Company and who holds office up to the date of three months from the date of her appointment by the Board or the date of the next Annual General Meeting, whichever is earlier, be and is hereby appointed as a Director of the Company.

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

**5. Appointment of Ms. Vidya Sarathy (holding DIN: 01689378) as a Whole-time Director of the Company for the period from June 1, 2022 to February 21, 2026 (till the date of her superannuation).**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration

## NOTICE TO MEMBERS

Committee and of the Board of Directors at their Meetings held on May 27, 2022, consent of the Members be and is hereby accorded for the appointment of Ms. Vidya Sarathy (holding DIN: 01689378) as the Whole-time Director of the Company (designated as “Whole-time Director and Chief Financial Officer”) for the period from June 1, 2022 to February 21, 2026 (till the date of her superannuation) on the terms and conditions of appointment and remuneration as contained in the agreement, and the Board of Directors is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to, by the Board of Directors and Ms. Vidya Sarathy and further that Ms. Vidya Sarathy being already a Key Managerial Personnel pursuant to Section 203 of the Act and whose office shall not be liable to retire by rotation.

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

### 6. Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for the financial year 2022-23.

*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 the financial year 2022-23 for Rs. 475,000/- (Rupees Four Lakhs Seventy Five Thousand only) excluding applicable taxes and re-imbursment 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 authorized 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*

**Ramesh Ramadurai**  
*Managing Director*  
(DIN: 07109252)

Place: Bengaluru

Date : May 27, 2022

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

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### Notes to e-AGM Notice:

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 and General Circular No. 02/2022 dated May 5, 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 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 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.

1. 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 and participate there at and cast their votes through e-voting. However, since this AGM is being held pursuant to the above MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed

## NOTICE TO MEMBERS

with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Explanatory Statement pursuant to Section 102 of the Act in respect of Special Business is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, August 19, 2022 to Thursday, August 25, 2022 (both days inclusive).
5. The Shares of the Company are mandated by Securities and Exchange Board of India for trading in dematerialized form by all investors. Members holding Shares in physical form are advised to dematerialize their Shares to avoid the risks associated with the physical holding of such Share Certificates. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The forms for updating the same are available at <https://www.3mindia.in/3M/en-IN/company-in/about-3m/financial-facts-local>.
6. The Registrar and Transfer Agent: KFin Technologies Limited (formerly: KFin Technologies Private 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 2021-22 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 the financial year 2021-22 to those members who request for the same at [investorhelpdesk.in@mmm.com](mailto:investorhelpdesk.in@mmm.com) and [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com) mentioning their Folio No./DP ID and Client ID. Members may note that the Notice and Annual Report 2021-22 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and NSDL at <https://www.evoting.nsdl.com>.
8. Members may refer 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 35<sup>th</sup> 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 Participant(s) for communication purposes. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection during normal business hours on all working days except Saturdays, up to and including the date of the Meeting.

## NOTICE TO MEMBERS

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. Pursuant to the provisions of the circulars of MCA on the VC/OAVM (e-AGM):
  - a. Members can attend the meeting by following the instructions mentioned in the notice to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
  - b. Appointment of proxy to attend and cast vote on behalf of the Member is not available.
  - c. Bodies Corporate are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
15. 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.
16. **Remote e-Voting and Voting at the e-AGM:** 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 authorized 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.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [https://www.3mindia.in/3M/en\\_IN/company-in/about-3m/financial-facts-local/](https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com). The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act, MCA Circulars, SEBI Circular and the listing regulations.
18. 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 Scrutinizer who will collate the electronic voting process in a fair and transparent manner: provided that the Scrutinizer so appointed may take assistance of a person who is not in employment of the Company and who is well-versed with the electronic voting system.
19. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING e-AGM ARE AS UNDER:**

The remote e-voting period begins at **9: 00 A.M. IST on Monday, August 22, 2022** and ends at **5: 00 P.M. IST on Wednesday, August 24, 2022**. 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. Thursday, August 18, 2022, 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 Thursday, August 18, 2022.

### 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.

## NOTICE TO MEMBERS

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"> <li data-bbox="392 285 1455 591">1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="392 597 1455 689">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="392 695 1455 1002">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li> <li data-bbox="392 1008 1455 1072">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="708 1081 1117 1327" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="392 1334 1455 1455">1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li data-bbox="392 1461 1455 1525">2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li data-bbox="392 1532 1455 1596">3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li data-bbox="392 1602 1455 1753">4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, 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. Click on options available against company name or <b>e-Voting service provider-NSDL</b> 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 &amp; voting during the meeting.</p>

## NOTICE TO MEMBERS

**Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

### B) Login Method 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 120246 then user ID is 120246001***

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.



## NOTICE TO MEMBERS

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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 e-AGM on NSDL e-Voting system.

#### How to cast your vote electronically and join e-AGM 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Vijayakrishna K.T. at [vijaykt@vjkt.in](mailto:vijaykt@vjkt.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 or 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

## NOTICE TO MEMBERS

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

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

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

**Members questions prior to e-AGM:** Shareholders who desire to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investorhelpdesk.in@mmm.com](mailto:investorhelpdesk.in@mmm.com) from **9.00 A.M. IST on Monday, August 22, 2022 to 5.00 P.M. IST on Tuesday, August 23, 2022**. 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 Thursday, August 18, 2022 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](mailto:investorhelpdesk.in@mmm.com). Questions /queries received by the Company till 5.00 P.M. IST on Tuesday, August 23, 2022 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. 19 E-voting: under the sub head “ Step 1: Access to NSDL e-Voting system” from **9.00 A.M. IST on Monday, August 22, 2022 to 5.00 P.M. IST on Tuesday, August 23, 2022**. 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.

## NOTICE TO MEMBERS

### OTHER IMPORTANT GENERAL INSTRUCTIONS:

- (a) The Company urges Members to support 3M's commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) to receive copies of the Annual Report 2021-22 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report.
- (b) Members may note that the VC/OAVM Facility, provided by NSDL, has capacity to allow participation of at least 1,000 Members on a first-come first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 35<sup>th</sup> AGM without any restriction on account of first-come first-served principle.
- (c) Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, August 18, 2022 i.e. the date prior to the commencement of Book Closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 A.M. IST on Monday, August 22, 2022 to 5.00 P.M. IST on Wednesday, August 24, 2022. 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 Companies (Management and Administration) Amendment Rules, 2015 provide that the electronic voting period shall close at 5.00 P.M. IST on the date preceding the date of the AGM. Accordingly, the Portal will be open for voting from 9.00 A.M. IST on Monday, August 22, 2022 to 5.00 P.M. IST on Wednesday, August 24, 2022. The e-voting module shall be disabled by NSDL at 5.00 P.M. IST on Wednesday, August 24, 2022. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, August 18, 2022, may cast their vote electronically.
- (f) 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. Thursday, August 18, 2022.
- (g) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, August 18, 2022, are entitled to vote on the Resolutions set forth in this Notice.
- (h) 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. **Thursday, August 18, 2022**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990** or **1800 22 44 30**. 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. Thursday, August 18, 2022 may follow steps mentioned in the Notice of the AGM under "**Access to NSDL e-Voting system**".
- (i) 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.
- (j) The Scrutinizer 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 Scrutinizer's Report

## NOTICE TO MEMBERS

of the votes cast in favour or against, if any, forthwith to the Chairman or designated Director or Key Managerial Personnel of the Company.

- (k) The Results shall be declared within two working days from the date of AGM. The results declared along with the Report of the Scrutinizer 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. The Company shall, simultaneously, forward the results to the Stock Exchanges where the Shares are listed.
- (l) 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.
- (m) Institutional members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., to the Scrutinizer through e-mail at [vijaykt@vjkt.in](mailto:vijaykt@vjkt.in). File naming convention should be 'Corporate Name'. The documents should reach the Scrutinizer on or before the close of working hours on Wednesday, August 24, 2022.

### 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](http://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](mailto:evoting@nsdl.co.in) or call 1800 1020 990 or 1800 22 44 30.

### 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, 2022. Members seeking to inspect such documents can send an email to [investorhelpdesk.in@mmm.com](mailto:investorhelpdesk.in@mmm.com).

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

### Item No. 3

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

<b>Name of the Director</b>	Mr. Amit Laroya
<b>Director Identification Number</b>	00098933
<b>Category</b>	Non-Executive, Non-Independent Director
<b>Date of Birth</b>	September 29, 1964 (Age 57 years)
<b>Nationality</b>	Indian
<b>Qualification</b>	Economics Honors graduate from the University of Delhi and MBA in Marketing and Finance from XLRI, India

## NOTICE TO MEMBERS

<b>Brief Profile of the Director</b>	Mr. Amit Laroya was appointed as a Non-Executive Non-Independent Director of the Company with effect from June 1, 2016. Mr. Amit Laroya was the President and Managing Director of 3M Korea Limited from June 1, 2016 to December 31, 2019. He was the Managing Director of the Company from October 1, 2013 to May 31, 2016. He has been appointed as Senior Vice President – Asia for Transportation and Electronics Business Group with effect from January 1, 2020. Mr. Amit Laroya started his career at Asian Paints and moved to 3M India in 1990 as the Division Head of Traffic, Safety and Security. He has held positions in 3M India as the Country Business Leader in Safety & Graphics, Industrial, Electro and Telecommunication in addition to being the first Master Black Belt for India region. He has also held positions as the M&A Manager for India region and General Manager of 3M Lanka. His previous assignment as the Managing Director of 3M Indonesia and 3M India Limited made him well suited to understand emerging market needs. He also has good understanding of global corporate strategies at 3M having recently worked in St Paul, USA, as the Global Director for 3M Strategy & Corporate Development & the Director of International Strategic Planning & M&A.
<b>Date of first appointment on the Board</b>	June 1, 2016
<b>No. of Board Meeting attended during financial year 2021-22</b>	Held: 6 Attended: 5
<b>Shareholding in 3M India Limited including shareholding as a beneficial owner</b>	Nil
<b>Expertise in specific functional areas</b>	Marketing, Mergers and Acquisitions, Finance and General Management of Business
<b>Last Remuneration drawn as Non-Executive Director</b>	NA
<b>Details of Remuneration sought to be paid</b>	NA
<b>List of Directorships held in other Public Limited companies</b>	Nil
<b>Resignation from the directorship of the listed companies in the past three years</b>	Nil
<b>Memberships / Chairmanships of Committees of Boards in Companies (Including 3M India Limited)</b>	3M India Limited – Member of Nomination and Remuneration Committee
<b>Disclosure of relationships between Directors/KMP <i>inter-se</i></b>	Nil

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice, for the approval of the Members of the Company.

Except Mr. Amit Laroya, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in Item No. 3.

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

### **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 Nos. 4, 5 and 6 of the accompanying Notice dated May 27, 2022 and shall be taken as forming part of the Notice.

## NOTICE TO MEMBERS

### Item Nos. 4 and 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on May 27, 2022 has appointed Ms. Vidya Sarathy (DIN: 01689378) as an Additional Director and Whole-time Director (designated as Whole-time Director and Chief Financial Officer) of the Company for the period from June 1, 2022 to February 21, 2026 (till the date of her superannuation) (categorized as Executive, Non- Independent Director) who holds office up to the date of three months from the date of her appointment by the Board or the date of the next Annual General Meeting, whichever is earlier. The appointment was made pursuant to the nomination received from 3M Company, USA.

The appointment of Ms. Vidya Sarathy is appropriate and in the best interests of the Company. The approval of the Members is being sought for the appointment and for the terms, conditions, and stipulations for the appointment of Ms. Vidya Sarathy as the Whole-time Director and the remuneration payable to her. The terms and conditions fixed by the Board of Directors at its meeting held on May 27, 2022, are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important positions as that of the Whole-time Director.

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

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

**Period of Appointment:** For the period from June 1, 2022 to February 21, 2026 (till the date of her superannuation).

**Salary including allowances and Incentives:** Not exceeding Rs.15 Lakhs per month (Upper limit for her entire period of appointment).

**Perquisites:** She will be entitled to all the perquisites listed herein below in addition to the Salary including allowances and incentives mentioned above.

**Personal Accident Insurance:** In accordance with the rules of the Company as applicable.

**Provident Fund:** Contribution to Provident Fund in accordance with the Rules of the Company as applicable, to the extent such contributions, either singly or put together are not taxable under the Income Tax Act, 1961.

**Gratuity:** In accordance with the Rules of the Company as applicable.

**Other perquisites:** She will be entitled to all other perquisites in accordance with the rules of the Company as applicable as per eligibility. The perquisites stated shall be valued as per Income Tax Act, 1961, wherever applicable, and in the absence of any provisions in the said Act, the perquisites shall be valued at actuals.

**Minimum Remuneration:** Notwithstanding anything herein above stated, where in any financial year during the currency of the tenure of Ms. Vidya Sarathy, the Company incurs a loss or its profits are inadequate, the Company subject to the approval of Central Government, if so required, shall pay the same remuneration as stated above but subject to being within the overall limits on managerial remuneration as provided under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act. The Board of Directors shall communicate any revision in the terms of remuneration to Ms. Vidya Sarathy for her acceptance.

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

She is not liable to retire by rotation.

No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

**INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT PURSUANT TO SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

<b>Name of the Director</b>	Ms. Vidya Sarathy
<b>Director Identification Number</b>	01689378
<b>Category</b>	Executive, Non-Independent Director
<b>Date of Birth</b>	February 22, 1966 (Age 56 years)

## NOTICE TO MEMBERS

<b>Nationality</b>	Indian
<b>Qualification</b>	Bachelor's Degree in Science from Madras University, and is a qualified Chartered Accountant and Company Secretary. Cost Management Accountant (Intermediate). She also holds Diploma in IFRS from the ACCA (UK).
<b>Brief Profile of the Director</b>	Ms. Vidya Sarathy was appointed as a Whole-time Director (designated as "Whole-time Director and Chief Financial Officer") of the Company with effect from June 1, 2022. Initially Ms. Vidya Sarathy was appointed as Chief Financial Officer of the Company with effect from June 1, 2021. She has about 28 years of experience and has extensive experience of working in senior finance positions in diversified industries. Her experiences include working with corporations such as Robert Bosch Engineering & Business Solutions (Bosch), Landmark Retail Group, Tata Motors and Tata Cummins. Her experience runs across broadly in finance function, including Accounting and Controlling, Financial Planning, Treasury, M&A, Taxation and Corporate Secretarial-related compliance roles.
<b>Date of first appointment on the Board</b>	June 1, 2022
<b>No. of Board Meeting attended during financial year 2021-22</b>	Held: 5 Attended: 5-As Chief Financial Officer of the Company from June 1, 2021
<b>Shareholding in 3M India Limited including shareholding as a beneficial owner</b>	Nil
<b>Expertise in specific functional areas</b>	Finance, Tax, Treasury, Mergers and Acquisitions and General Management of Business
<b>Last Remuneration drawn as Chief Financial Officer</b>	Rs. 1,08,37,674 (part of the financial year 2021-22) (Chief Financial Officer of the Company w.e.f June 1, 2021)
<b>Details of Remuneration sought to be paid</b>	Not exceeding Rs. 15 Lakhs per month (Upper limit for her entire period of appointment). The remuneration as approved by the Board is within the limits prescribed by the Companies Act, 2013.
<b>List of Directorships held in other Public Limited companies</b>	Nil
<b>Resignation from the directorship of the listed companies in the past three years</b>	Nil
<b>Memberships / Chairmanships of Committees of Boards in Companies (Including 3M India Limited)</b>	3M India Limited – Member of Corporate Social Responsibility Committee (from June 1, 2022)
<b>Disclosure of relationships between Directors/KMP <i>inter-se</i></b>	Nil

Considering the experience and knowledge of Ms. Vidya Sarathy, the Board recommends the Ordinary Resolutions as set out at Item Nos. 4 and 5 of Notice for approval by the Members of the Company.

None of the Directors/Key Managerial Personnel or their relatives except Ms. Vidya Sarathy is concerned or interested financially or otherwise in the resolutions set forth in Item Nos. 4 and 5 is in the said Resolutions.

### Item No. 6

The Board of Directors of the Company at its meeting held on May 27, 2022 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, 2023 for the products covered (as per the details below) as per the Companies (Cost Records and Audit) Rules, 2014, on a remuneration of Rs. 475,000/- (Rupees Four Lakhs Seventy Five Thousand) plus applicable taxes and out of pocket expenses at actuals.

## NOTICE TO MEMBERS

The details of products covered are as under:

### Regulated Sector: 3

Industries/sectors/products/services	CETA heading (wherever Applicable)	No. of tariff items/ Products/Services
Drugs and pharmaceuticals	3004	2
Drugs and pharmaceuticals	3005	4
Drugs and pharmaceuticals	3006	1

### Non-Regulated Sector: 16

Industries/sectors/products/services	CETA heading (wherever Applicable)	No. of tariff items/ Products/Services
Organic & Inorganic Chemical, etc.	3402	1
Organic & Inorganic Chemical, etc.	3403	1
Insecticides	3808	1
Organic & Inorganic Chemical, etc.	3811	1
Organic & Inorganic Chemical, etc.	3814	1
Plastics and Polymers	3901	1
Plastics and Polymers	3904	1
Plastics and Polymers	3907	1
Plastics and Polymers	3919	1
Plastics and Polymers	3920	1
Plastics and Polymers	3921	1
Rubber and allied products	4015	1
Iron and Steel	7323	1
Electricals or electronic machinery	8544	1
Medical devices (Other)	9018	1
Medical devices (Other)	9020	1

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. 6 of the Notice.

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

*By order of the Board*

Place: Bengaluru

Date : May 27, 2022

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

**Ramesh Ramadurai**  
Managing Director  
(DIN: 07109252)



### IMPORTANT INFORMATION AT A GLANCE

Particulars	Details
Time and date of AGM	10:30 A.M. IST on Thursday, August 25, 2022
Mode	Video Conferencing /Other Audio-Visual Means
Link for participation through VC and webcasting	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
Helpline number for VC participation	Toll free no.: 1800 1020 990 or 1800 22 44 30
Webcast and transcripts	<a href="https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/">https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/</a>
Cut-off date for e-voting	Thursday, August 18, 2022
E-voting start time and date	9.00 A.M. IST on Monday, August 22, 2022
E-voting end time and date	5.00 P.M. IST on Wednesday, August 24, 2022
E-voting website of NSDL	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
Name and contact details of e-voting service provider	Ms. Pallavi Mhatre, Senior Manager National Securities Depository Limited, 4 <sup>th</sup> Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India Email ID: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Contact number: Toll free no.: 1800 1020 990/1800 224 430
Name and contact details of Registrar and Transfer Agent	Mr. Rajeev Kumar Kfin Technologies Limited TowerB, Plot 31 & 32, Financial District, Nanakramguda, Serlingampally Mandal, Gachibowli, Hyderabad – 500 032 Email id: <a href="mailto:rajeev.kr@kfintech.com">rajeev.kr@kfintech.com</a> Contact No.: 040-6716 1524
Contact details for obtaining the Annual Report, e-AGM notice, and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios	<a href="https://evoting@nsdl.co.in">https://evoting@nsdl.co.in</a>
Members Questions prior to e-AGM and Speaker Registration for e-AGM start and end time and date	9.00 A.M. IST on Monday, August 22, 2022 to 5.00 P.M. IST on Tuesday, August 23, 2022
Company's contact details	Mr. Vilas Kuradikeri Deputy Company Secretary Email id: <a href="mailto:investorhelpdesk@mmm.com">investorhelpdesk@mmm.com</a> Contact No: +91 99803 55411