

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, 2021

Dear Members,

We are pleased to invite you to the 34th 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 26, 2021 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



V. Srinivasan

Company Secretary & Compliance Officer

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NOTICE TO MEMBERS

NOTICE is hereby given that the **Thirty Fourth (34th) Annual General Meeting** (“AGM/eAGM”) of 3M India Limited will be held at **10.30 A.M. IST on Thursday, the August 26, 2021** 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, 2021.

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, 2021, together with the Auditors’ Report thereon and the Board’s Report including Secretarial Audit Report be and are hereby received, considered and adopted.”

2. Adoption of Consolidated Financial Statements for the financial year ended March 31, 2021.

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, 2021, together with the Auditors’ Report thereon be and are hereby received, considered and adopted.”

3. Re-appointment of Mr. Jongho Lee (holding DIN: 06720950) who retires by rotation.

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

“RESOLVED THAT Mr. Jongho Lee (holding DIN: 06720950) 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.”

4. Re-appointment of Statutory Auditors of the Company for a second term of Five (5) years and fixing their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendation of the Audit Committee and of the Board of Directors, Messrs. BSR & Co. LLP, Chartered Accountants, Bengaluru (ICAI Firm Registration No. 101248W/W-100022) who have offered themselves for re-appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for their second term of Five (5) years from the conclusion this 34th Annual General Meeting till the conclusion of 39th Annual General Meeting for the financial year 2025-2026 at a remuneration as may be decided by the Board of Directors of the Company every year in consultation with the said auditors and that this approval be and is hereby deemed as valid for the next 5 years, there being no need to seek further approval from the Shareholders each year.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

SPECIAL BUSINESS:

5. Payment of remuneration by way of commission to Non-Executive Independent Directors of the Company for Five (5) financial years commencing from the financial year April 01, 2021.

To consider and, if thought it, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Company be and is hereby accorded for payment to its Non-Executive Independent Directors, in addition to the sitting fees being paid for

NOTICE TO MEMBERS

attending the meetings of the Board or its Committees of the Board thereof, a sum not exceeding One percent (1%) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst the Non-Executive Independent Directors or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Nomination & Remuneration Committee and by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, for a period of Five (5) financial years commencing from April 1, 2021.

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

6. Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for the financial year 2021-22.

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 (ICAI Registration No. 000065), Cost Auditors, appointed by the Board of Directors based on the recommendation of the Audit Committee of the Company to conduct the audit of the cost records of the Company for the financial year 2021-22 at a remuneration of 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

Place: Bengaluru

Date : May 28, 2021

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

V. Srinivasan

Company Secretary

Membership No. A16430

Notes to e-AGM Notice:

In view of the continuing Covid-19 pandemic and also in view of continuing restrictions on the movement of persons at several places in the country due to outbreak of Covid-19 and the need to follow social distancing norms and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively 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. Pursuant to 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 Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, 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 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. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

NOTICE TO MEMBERS

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 Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 21, 2021 to Thursday, August 26, 2021 (both days inclusive).
6. 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. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent (R&T).
7. The Registrar and Transfer Agent: KFin Technologies Private Limited (formerly: Karvy Fintech 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.
8. In compliance with the MCA Circulars and SEBI Circulars Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 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>.
9. Members may refer additional information on Directors recommended for appointment/re-appointment under the provisions of Listing Regulations.
10. Members holding Shares in electronic form are requested to register their e-mail address with their respective Depository Participants and Members holding Shares in Physical form are requested to register their e-mail address with the Company's Registrar and Transfer Agents and participate in the "Green initiative" launched by the Ministry of Corporate Affairs in future. As per rule 3 of 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.
11. 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.
12. 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.
13. Electronic copy of the Notice of the 34th 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.
14. **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.**
15. 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.

NOTICE TO MEMBERS

- 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.
16. 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.
17. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. **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](#).
19. 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/. 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 and 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. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act, MCA Circulars, SEBI Circular and the listing regulations.
20. The Company has appointed **Mr. Parameshwar G Bhat**, Practising Company Secretary, 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.
21. **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 23, 2021** and ends at **5: 00 P.M. IST on Wednesday, August 25, 2021**. 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 20, 2021, 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 20, 2021.

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:

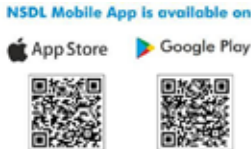
Step 1: Access to NSDL e-Voting system

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"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL 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 & voting during the meeting. If the user is 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 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 e-Voting service provider - 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. 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. 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 e-Voting service provider-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.

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 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 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 helpdesk.evoting@cdslindia.com 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 116497 then user ID is 116497001***

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.
 - 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 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 General 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. Parameshwar G Bhat at parameshwar@vjkt.in with a copy marked to evoting@nsdl.co.in.
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.: 1800 1020 990 or 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in or call 1800 1020 990 or 1800 22 44 30 .

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.

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. 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.
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. Member 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 General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 from **9.00 A.M. IST on Monday, August 23, 2021 to 5.00 P.M. IST on Tuesday, August 24, 2021**. 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 20, 2021 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 P.M. IST on Tuesday, August 24, 2021 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. 21 E-voting: under the sub head “ Step 1: Access to NSDL e-Voting system” from **9.00 A.M. IST on Monday, August 23, 2021 to 5.00 P.M. IST on Tuesday, August 24, 2021**. 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 Private Limited at einward.ris@kfintech.com to receive copies of the Annual Report 2020-21 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 34th 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 Friday, August 20, 2021 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 23, 2021 to 5.00 P.M. IST on Wednesday, August 25, 2021. 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 23, 2021 to 5.00 P.M. IST on Wednesday, August 25, 2021. The e-voting module shall be disabled by NSDL at 5.00 P.M. IST on Wednesday, August 25, 2021. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, August 20, 2021, 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. Friday, August 20, 2021.
- (g) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, August 20, 2021, 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 send through e-mail and holding shares as of the cut-off date i.e. **Friday, August 20, 2021**, 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. **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. **Friday, August 20, 2021** 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 make 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 parameshwar@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 25, 2021.

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, Manager at 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 26, 2021. Members seeking to inspect such documents can send an email to 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. Jongho Lee, 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. Jongho Lee, 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:

Mr. Jongho Lee (JH), Non-Executive Director (holding DIN- 06720950), aged 57 years, was appointed as a Non-Executive Non-Independent Director of the Company with effect from May 26, 2017. JH was named as a Finance Director - Asia based out of Hong Kong from April 1, 2017. JH comes with a strong pedigree and regional experience across multiple companies. JH has most recently been 3M Korea Finance Manager since April 1, 2014. Prior to that, he has held several roles in multiple companies as:

- VP & CFO, Korea Delphi Automotive Component Company
- FP&A Executive, GM Korea
- Korea Controller, GM
- Finance Controller, GM International Operation Manufacturing
- Asia Pacific HQs Strategy Board Planner (Shanghai), GM
- Finance Representative of Daewoo Group Restructuring Committee
- Treasurer, Daewoo Group

NOTICE TO MEMBERS

He is also the Co-Chairman of the AMCHAM CFO Committee, Korea, and a Tax Committee Member of Korea Chamber of Commerce. JH holds an MBA from the University of Michigan, Ann Arbor and a B.A., Seoul National University. He is appointed as Director- Accounting - APAC for International Finance from January 1, 2020.

Expertise in Specific Functional Areas	Finance and General Management of Business
List of Directorships held in other companies (excluding foreign, private, and Section 8 Companies) as on March 31, 2021	Nil

He is a Member of Audit Committee and Nomination and Remuneration Committee of the Company. He does not hold any Shares in the Company. There is no *inter-se* relationship among the Board Members. He has attended all the Committee/Board Meetings during the FY 2020-21. Kindly refer to the Corporate Governance Report for the details of the Board/ Committee Meetings attended by Jongho Lee for the financial year 2020-21.

Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies including 3M India Limited: 1

Remuneration last drawn (FY 2020-21) from the Company: Nil

Remuneration sought to be paid from the Company: 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 Jongho Lee, 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 Explanatory 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.

The following statements set out all material facts relating to Ordinary/Special business mentioned in the accompanying Notice dated May 28, 2021 and shall be taken as forming part of the Notice.

Item No. 4

Messrs. BSR & Co. LLP, Chartered Accountants, Bengaluru (ICAI Firm Registration No. 101248W/W-100022) were appointed as the Statutory Auditors of the Company at the 29th AGM held on August 5, 2016 for a term of Five (5) years and they hold office upto the conclusion of the ensuing 34th AGM of the Company.

The remuneration of Messrs. BSR & Co. LLP, Chartered Accountants, for conducting the audit for the financial year 2020-21, was Rs. 110 Lakhs (exclusive of applicable taxes thereon and out of pocket expenses) for audit of quarterly and annual financial statements of the Company under the IND AS and Tax Audit, for the financial year ended March 31, 2021.

Messrs. BSR & Co. LLP, Chartered Accountants, Statutory Auditors have conducted the statutory audit of the Company from the FY 2016-17 to FY 2020-21 and their performance was found to be satisfactory. Before recommending their re-appointment, the Audit Committee considered various parameters like capability to serve complex business, landscape with expertise in respect of manufacturing Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found them suitable to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The Board of Directors of the Company at its meeting held on February 10, 2021 had on the recommendation of the Audit Committee, approved the re-appointment Messrs. BSR & Co. LLP, Chartered Accountants, Bengaluru (ICAI Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company, subject to the approval of the Members of the Company at this AGM. Messrs. BSR & Co., LLP, being eligible, have indicated their willingness to serve as Statutory Auditors of the Company, if re-appointed at this Meeting.

Terms and Conditions of Re-appointment are as under:

Term of Appointment: 5 years from the conclusion of this 34th AGM till the conclusion of 39th AGM for FY 2025-26 without there being further approvals required from the Shareholders year after year for 5 years.

Remuneration: Remuneration will be as decided by the Board of Directors of the Company every year based on the recommendation of the Audit Committee. Remuneration will be fixed by the Board based on knowledge, expertise, industry experience, time and efforts required to be put in by Messrs. BSR & Co. LLP, during their association with the

NOTICE TO MEMBERS

Company. The fees proposed are in line with the industry benchmarks. The fees for services in the nature of Limited Review, Statutory certifications and other professional work will be in addition to the audit fee and will be decided by the management in consultation with the Auditors.

The Board of Directors of the Company at its meeting held on May 28, 2021, based on the recommendations of the Audit Committee has approved and has proposed Rs. 117 Lakhs (without considering the ongoing merger of the wholly owned subsidiary with the Company) or Rs. 122 Lakhs (considering the merger of the wholly owned subsidiary with the Company) as fees for the FY 2021-22 for audit of quarterly and annual financial statements of the Company under the IND AS and Tax Audit, as the case may be. Members can refer to the Standalone and Consolidated Notes to the financial statements for the total fees paid for the FY 2020-21 for all services rendered by the Auditors.

Brief Profile: Messrs. B S R & Co. LLP (“Firm”) converted into Limited Liability Partnership viz., B S R & Co. LLP on October 14, 2013 thereby having ICAI Firm Registration No. 101248W/W-100022. The Firm is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India, and their Bangalore office is situated at: Embassy Gold Links Business Park, Pebble Beach, ‘B’ Block, 3rd Floor, Bengaluru – 560071. The Firm is also registered in Mumbai, Gurugram, Kolkata, Vijayawada, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur, and Kochi.

Name of the current signing partner: Mr. Vikash Gupta, Membership no. 064597

None of the Promoters/Directors/Key Managerial Personnel of the Company/their respective relatives, is, in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

The Board recommends the Ordinary Resolution set forth at item no. 4 of the Notice, for the approval of the Members of the Company.

Item No. 5

The Members of the Company, at the 29th AGM held on August 5, 2011 by way of a Special Resolution approved, the payment of remuneration by way of Commission to the Non-Executive Independent Directors of the Company, of a sum not exceeding One percent (1%) per annum of the Net Profits of the Company, calculated in accordance with the provisions of the Act for a period of Five (5) years commencing from April 1, 2016.

The Board of Directors of the Company at its meeting held on May 28, 2021 had based on the recommendation of the Nomination and Remuneration Committee, recommended and approved payment of Commission not exceeding One percent (1%) of the Net Profits of the Company for a period of Five (5) years commencing from April 1, 2021.

It is proposed to continue with this remuneration for further period of Five (5) years of the Company commencing from April 1, 2021, provided that the remuneration in the form of Commission shall not exceed One percent (1%) per annum of the Net Profits of the Company computed in accordance with the provisions of the Act and Listing Regulations. This remuneration will be distributed amongst all the Non-Executive Independent Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act. The Directors shall receive individually a sum as may be decided by the Board from time to time and this remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

At present the Non- Executive Independent Directors receive Rs. 20,000/- per Committee /Board meeting attended and a fixed amount of Rs. 18 Lakhs as Commission per annum. The remuneration to Non- Executive Independent Directors for the FY 2020-21 is provided under ‘Annexure K’ to the Report of the Board of Directors.

Specific approval of the Shareholders is not required for the payment of sitting fees to Non-Executive Directors. Non-Executive Directors can also be paid commission/remuneration up to 1% of the net profits of the Company (if there is a Managing or Whole-time Director or Manager) and 3% otherwise, by passing an Ordinary Resolution. These limits are permitted to be extended on obtaining approval of the Shareholders by a Special Resolution. As per the Listing Regulations, approval of Shareholders must be obtained if annual remuneration for a single Non-Executive Director exceeds 50% of the total remuneration to all Non-Executive Directors.

In the event of no profits or inadequate profits, Non-Executive Directors and Independent Directors can receive remuneration in accordance with the limits based on the ‘effective capital’ of the Company. The Company may pay remuneration over the ceiling limit specified in Schedule V, if Members’ approval by way of a Special Resolution has been taken for a period not exceeding 3 years.

NOTICE TO MEMBERS

As the Company will generate/have adequate profits in future years also and does not expect/anticipate no profits or inadequate profits, accordingly, fresh approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Act and the Listing Regulations for payment of remuneration by way of Commission to the Independent Directors of the Company for a period of Five (5) years commencing from April 1, 2021 as set out in the Resolution at item no. 5 of the Notice.

Directors other than the Managing Director, Whole-time Director, Non-Executive Non Independent Directors and Key Managerial Personnel of the Company are deemed to be concerned or interested in the resolution set out at item no. 5 of the Notice to the extent of remuneration that may be received by them.

The Board recommends the Special Resolution set forth at item no. 5 of the Notice, for the approval of the Members of the Company.

Item No. 6

The Board of Directors of the Company at its meeting held on May 28, 2021 had on the recommendation of the Audit Committee, approved the re-appointment and remuneration of Messrs. Rao, Murthy & Associates, Cost Accountants, Bengaluru, (ICAI Firm Registration No. 000065), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022 for the products covered (as per the details below) as per the Companies (Cost Records and Audit) Rules, 2014, on an remuneration of Rs. 475,000/- (Rupees Four Lakhs Seventy-Five Thousand) plus applicable taxes and out of pocket expenses at actuals.

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
Plastics and Polymers	3919	1
Plastics and Polymers	3907	1
Plastics and Polymers	3921	1
Plastics and Polymers	3920	1
Organic and Inorganic Chemicals, etc.	3402	1
Organic and Inorganic Chemicals, etc.	3403	1
Organic and Inorganic Chemicals, etc.	3811	1
Organic and Inorganic Chemicals, etc.	3814	1
Iron and Steel	7323	1
Plastics and Polymers	3904	1
Plastics and Polymers	3901	1
Medical devices (Other)	9018	1
Medical devices (Other)	9020	1
Electricals or electronic machinery	8544	1
Insecticides	3808	1
Rubber and allied products	4015	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.

NOTICE TO MEMBERS

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.

Place: Bengaluru

Date : May 28, 2021

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

V. Srinivasan

Company Secretary

Membership No. A16430

IMPORTANT INFORMATION AT A GLANCE

Particulars	Details
Time and date of AGM	10: 30 A.M. IST on Thursday, August 26, 2021
Mode	Video Conferencing /Other Audio-Visual Means
Link for participation through VC and webcasting	https://www.evoting.nsdl.com
Helpline number for VC participation	Toll free no.: 1800 1020 990 or 1800 22 44 30
Webcast and transcripts	https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/
Cut-off date for e-voting	Friday, August 20, 2021
E-voting start time and date	9.00 A.M.IST on Monday, August 23, 2021
E-voting end time and date	5.00 P.M. IST on Wednesday, August 25, 2021
E-voting website of NSDL	https://www.evoting.nsdl.com
Name and contact details of e-voting service provider	Ms. Pallavi Mhatre, Manager National Securities Depository Limited, 4 th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India Email ID: evoting@nsdl.co.in . 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 Private Limited Hyderabad-500032 Email id: rajeev.kr@kfintech.com 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	https://evoting@nsdl.co.in
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 23, 2021 to 5.00 P.M. IST on Tuesday, August 24, 2021
Company's contact details	investorhelpdesk.in@mmm.com Mr. Vilas Kuradikeri, from Corporate Secretarial Department Contact No: +91 9980355411 Mr. V. Srinivasan, Company Secretary Contact No: +91 9886294790

NOTE TO MEMBERS

To the kind attention of the Members of the Company holding shares in physical form:

As you all aware, the shares of the Company are mandated by the Securities and Exchange Board of India (SEBI) for trading in dematerialized form by all Members. Members may please note that with effect from April 1, 2019, shares held in physical form cannot be transferred. Members in their own interest are requested to have their physical holdings dematerialized through a Depository Participant by opening a demat account.

We give below a brief overview of Depository, Depository Participants and Dematerialization (Demat) of Shares in order to encourage Members of the Company to convert their physical holdings to Demat form.

Depository/ Depository Participant:

A Depository can be compared to a bank. A Depository holds securities (like shares, debentures, bonds, Government Securities, units etc.) of Members in electronic form. Besides holding securities, a Depository also provides services related to transactions in securities. In India National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) are the 2 Depositories.

A Depository interfaces with the members through its agents called **Depository Participants** (DPs). If a member wants to avail the services offered by the Depository, the member has to open an account with a DP. This is similar to opening an account with any branch of a bank in order to utilize the bank's services. NSDL/CDSL provides its services to members through its agents called Depository Participants (DPs).

These agents are appointed by NSDL/CDSL with the approval of SEBI. According to SEBI Regulations, amongst others, 3 categories of entities i.e. Banks, Financial Institutions and Members of Stock Exchanges [brokers] registered with SEBI can become DPs. You can get a list of DPs from NSDL's/CDSL's office or from their respective websites viz., at www.nsdl.co.in and www.cdslindia.com.

You can select your DP to open a Demat account just like you select a bank for opening a savings account. Some of the important factors for selection of a DP can be: *Convenience - Proximity to your office/residence, business hours; Comfort - Reputation of the DP, past association with the organization, whether the DP is in a position to give the specific service you may need? ; Cost - The service charges levied by DP and the service standards.*

You can approach any DP of your choice and fill up an account opening form. At the time of opening an account, you may have to sign an agreement with the DP in a NSDL/CDSL prescribed standard agreement, which details you and your DPs rights and duties. You will have to submit the documents relating to Proof of Identity, Proof of Address, Passport size photographs etc., with the prescribed account opening form.

Procedure and Benefits of Dematerialization (Demat) of shares are given below:

1. Demat is a process by which shares/securities held in physical form are cancelled and destroyed and the ownership thereof is retained in fungible form in a Depository by way of electronic balances.
2. The benefits of Demat are:
Elimination of bad deliveries; Elimination of all risks associated with physical certificates; No stamp duty on transfers; Immediate transfer and trading of shares; Faster disbursement of non-cash corporate benefits like rights, bonus etc.; Periodic status reports and information available on internet; Ease related to change of address of member; Elimination of problems related to transmission of demat shares and ease in pledging the shares.
3. Procedure for getting demat shares in the name of legal heirs in the event of death of sole beneficial owner with nomination:
 - If the value of shares of the Company as on date of application is up to Rs. 5 Lakhs, the legal heirs should submit the following documents to the DP: *Notarized copy of the death certificate; Transmission Request Form (TRF); Affidavit- to the effect of the claim of legal ownership to the shares; Deed of indemnity – Indemnifying the depository and DP; NOC from legal heirs, if applicable or family settlement deed duly executed by all legal heirs of the deceased beneficial owner.*
 - If the value of the shares of the Company as on date of application is more than Rs. 5 Lakhs, the legal heirs should additionally submit one of the following documents to the DP: *Surety Form; Succession certificate; Probated will and Letter of administration.*

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 Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent (R&T): KFin Technologies Private Ltd, KFinTech Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serlingampally Mandal, Gachibowli, Hyderabad – 500 032.