



3M INDIA LIMITED

REGD OFFICE: 48 - 51, ELECTRONICS CITY, HOSUR ROAD, BANGALORE - 560 100

To: All Members of the Company

Re: Abstract of the terms of appointment and the remuneration payable to Mr. Amit Laroya, Managing Director of the Company pursuant to Section 302 of the Companies Act, 1956.

The Board of Directors of the Company through a circular resolution dated October 4, 2013 appointed Mr. Amit Laroya as Managing Director of the Company for a period of five (5) years with effect from October 1, 2013 subject to the approval of the members by way of a special resolution at the General Meeting of the Company and subject to the approval of the Central Government. At the Meeting of the Board of Directors held on October 31, 2013, the Board approved Mr. Amit Laroya's remuneration. The abstract of the terms of appointment together with memorandum of concern or interest is given below as required under Section 302 of the Companies Act, 1956.

Period of Appointment: Five (5) years with effect from October 1, 2013.

Salary including allowances and Incentives (excluding Perquisites): Not exceeding Rs.40 Lakhs per month.

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

Personal Accident Insurance: In accordance with the rules of the Company as applicable to the senior managers.

Club Fees: In accordance with the rules of the Company as applicable to the senior managers.

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

Gratuity: In accordance with the rules of the Company as applicable to the senior managers.

Company car and driver: The Company shall provide a car with the driver for business and personal use in accordance with the rules of the Company as applicable to the senior managers.

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

Minimum Remuneration: Notwithstanding anything herein above stated, where in any financial year during the currency of the tenure of Mr. Amit Laroya, the Company incurs a loss or its profits are inadequate, the Company subject to the approval of Central Government shall pay the same remuneration as stated above but subject to being within the overall limits on managerial remuneration as provided under Section 198, 309 and other applicable provisions of the Companies Act, 1956 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule XIII to the said Act. The Board of Directors shall communicate the Central Government approval including any revision in the terms of remuneration to Mr. Amit Laroya for his acceptance

The Contract of service of Mr. Amit Laroya is terminable with a notice period of 90 days on either side.

He 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.

Mr. Amit Laroya may be deemed to be concerned or interested in this proposal to the extent of the remuneration payable to him.

Place : Bangalore

Date : 31.10.2013

By Order of the Board

(V.Srinivasan)
Company Secretary