

3M INDIA LIMITED

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

NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Company will be held at 10.30 A.M. on Tuesday, the 23rd July 2013 at The Grand Ball Room, Hotel Chancery Pavilion, 135, Residency Road, Bangalore – 560 025, to transact the following business:

ORDINARY BUSINESS :

1. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:
"RESOLVED THAT the Audited Balance Sheet as at March 31, 2013, the Profit and Loss Account of the Company for the year ended as on that date together with the Auditors' Report thereon and the Report of the Board of Directors covering the same period be and the same are hereby approved and adopted."
2. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:
"RESOLVED THAT Mr. B.S. Iyer, a Director, who retires by rotation at this meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:
"RESOLVED THAT Mr. B.C. Prabhakar, a Director, who retires by rotation at this meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."
4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:
"RESOLVED THAT the retiring Auditors, Messrs. Lovelock & Lewes., Chartered Accountants, holding Firm Registration No.301056E, being eligible for re-appointment, be and are hereby appointed as Auditors of the Company for the financial year ending March 31, 2014 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to Article 115 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956, Mr. Frank R Little be and is hereby appointed as a Director of the Company."
6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to Article 115 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956, Mr. John R Houle be and is hereby appointed as a Director of the Company."

By Order of the Board

V.Srinivasan
Company Secretary

Place : Bangalore
Date : May 30, 2013

NOTES :

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED/LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
- (2) Explanatory statement pursuant to Section 173 of the Companies Act, 1956, in respect of Special Business is annexed hereto.
- (3) The Register of Members and the share transfer books of the Company will remain closed from July 17, 2013 (Wednesday) to July 23, 2013 (Tuesday), both days inclusive.
- (4) The shares of the Company are mandated by the 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.

NOTICE TO THE MEMBERS

- (5) The Registrar and Transfer Agent M/s. Karvy Computer Share Private Limited, Plot No. 17-24, Vithal Rao Nagar, Madhapur, Hyderabad – 500 034, is handling registry work in respect of shares held both in physical form and in electronic/demat form.
- (6) Members are requested to bring their copy of the Annual Report and the Attendance Slip to the Annual General Meeting. ONLY MEMBERS/ PROXIES WILL BE ADMITTED INTO THE HALL FOR THE MEETING.
- (7) In respect of items 2, 3, 5 and 6 of the Notice, members may refer Additional Information on Directors recommended for appointment / re-appointment under clause 49 of the Listing Agreement.
- (8) 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.
- (9) 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.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT UNDER CLAUSE 49 OF THE LISTING AGREEMENT.

Item No. 2

Mr. B.S. Iyer, 63, is a Post Graduate in Commerce and Law from the University of Bombay, holds a Diploma in Management Accounting, Member of the All India Management Association and is a Fellow Member of the Institute of Company Secretaries of India. Mr. Iyer held senior positions, responsible for Corporate Legal affairs for over 30 years. He retired as Vice President –Legal and Company Secretary of Bosch Limited. He is a Corporate Legal Resource person for several MNCs and Indian Companies. He was appointed as a Director of the Company from December 26, 2001.

Other Directorships, Committee Memberships/Chairmanships: ZF Steering Gear (India) Limited, Alternate Director
 Chairman of Audit Committee: 3M India Limited
 Member of Shareholders Grievance Committee: 3M India Limited

Member of the Institutional Ethics Committee (Human Studies), Institute for Stem Cell Biology and Regenerative Medicine, Bangalore
 Member of the Institutional Ethics Committee (Human Studies), National Centre for Biological Sciences, Bangalore

He holds 20 shares jointly as a second shareholder with his wife.

Item No. 3

Mr. B.C. Prabhakar, 70, has been on our Board since December 11, 2006. He has been a practicing lawyer since April 1970 and Management Consultant on Labour Laws and Service matters. He is the President of Karnataka Employer's Association, which is the leading and oldest Employers' Association in the State of Karnataka. He is an employer's Nominee of Employees State Insurance Corporation, New Delhi. He has attended Indian Labour Conference for the past ten years which is the highest Tripartite Forum consisting of Representatives of Employers, workers and Government. He holds a B.A in Political Science & Sociology and a B.L from Mysore University.

Other Directorships, Committee Memberships/Chairmanships: Wipro Limited, Director
 Automotive Axles Limited, Director
 Page Industries Limited, Director

Name of the Company	Memberships of Board Committees	Chairmanship of Board Committees
3M India Limited	Audit Committee, Shareholders Grievance Committee	--
WIPRO Limited	Audit Committee	Shareholders Grievance Committee
Automotive Axles Limited	Audit Committee	--

He holds 20 shares in the Company.

Item No. 5

Mr. Frank Little, 52, joined 3M Company in 2002 as Executive Director, Research and Development, Corporate Technology and Electro & Communication Markets. He has held several executive positions within 3M. From 2005 to 2008, he was appointed Vice-President and General Manager, Electronic Solutions Division, and from 2008-2011 he was appointed President and Managing Director of 3M Korea, where he was also the Chairman of the American Chamber of Commerce in Korea (AMCHAM). His current role is as Vice-

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President and General Manager of 3M's Personal Safety Division, based out of the Company headquarters in St Paul, MN, USA. He holds a MBA degree from Georgia State University and an Engineering Degree from the University of Illinois. Prior to joining 3M, Frank was Vice-President and General Manager, Photonic Components Division, Corning Inc.; He has also worked in ADC Telecommunications as the Vice President and General Manager for their Analog Transport Division. He was appointed as a Non-Executive Director of the Company from October 26, 2012.

Other Directorships, Committee Memberships/Chairmanships: Nil

He does not hold any shares in the Company.

Item No. 6

Mr. John Houle, 52, joined 3M Company in 1986 as a Structural Engineer in Facilities Engineering Division. He holds a Masters Degree in Civil Engineering from the University of Minnesota. Prior to joining 3M, he worked for Exxon Production Research and with AmHoist. He is a Executive Committee Member, University of Minnesota, Center for Transportation Studies, Board Member of Minnesota Safety Council. He is also associated with American Road and Transportation Builders Association as its Vice Chairman and as a Board Member and Executive Committee member of American Highway Users Alliance. He has held various senior positions in 3M and now he is the Vice President and General Manager for Traffic Safety and Security Division based out of St. Paul, USA. He was appointed as a Non-Executive Director of the Company from October 26, 2012.

Other Directorships, Committee Memberships/Chairmanships: Nil

He does not hold any shares in the Company.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173 OF THE COMPANIES ACT, 1956.

Item No. 5

The Board of Directors at their meeting held on October 26, 2012, appointed Mr. Frank R Little as an Additional Director of the Company with effect from October 26, 2012 pursuant to Section 260 of the Companies Act, 1956. Mr. Frank Little holds office up to the date of this General Meeting.

Under Section 257 of the Companies Act, 1956, the Company has received notice from a member signifying his intention to propose the appointment of Mr. Frank Little as a Director.

Mr. Frank Little is interested in the resolution at item 5 of the Notice since it relates to his appointment.

The Board recommends the resolution for approval of the members.

Item 6

The Board of Directors at their meeting held on October 26, 2012, appointed Mr. John R Houle as an Additional Director of the Company with effect from October 26, 2012 pursuant to Section 260 of the Companies Act, 1956. Mr. John Houle holds office up to the date of this General Meeting.

Under Section 257 of the Companies Act, 1956, the Company has received notice from a member signifying his intention to propose the appointment of Mr. John Houle as a Director.

Mr. John Houle is interested in the resolution at item 6 of the Notice since it relates to his appointment.

The Board recommends the resolution for approval of the members.

By Order of the Board

Place : Bangalore
Date : May 30, 2013

V.Srinivasan
Company Secretary