

# 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:[3mindia.investorshelpdesk@mmm.com](mailto:3mindia.investorshelpdesk@mmm.com), website: [www.3m.com/in](http://www.3m.com/in)

## NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Eighth (28<sup>th</sup>) Annual General Meeting of the Company will be held at 11.00 A.M. on Tuesday, the 4<sup>th</sup> August 2015 at The Grand Ball Room, Hotel Chancery Pavilion, 135, Residency Road, Bengaluru – 560 025, to transact the following business:

### ORDINARY BUSINESS:

1. *To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:*

"RESOLVED that the Financial Statements of the Company including Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss 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 including Secretarial Audit Report covering the same period be are hereby received, considered and adopted."

2. *To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:*

"RESOLVED that Mr. Albert C Wang (DIN-05234667), a 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."

3. *To consider and, if thought fit, to pass, with or without modification(s), 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 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), Messrs. Lovelock & Lewes., Chartered Accountants, Bengaluru, holding ICAI Firm Registration No.301056E, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Auditors of the Company for the financial year ending March 31, 2016 and for the financial year ending March 31, 2017 and to hold office from the conclusion of this(28th)Annual General Meeting(AGM)till the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2017, subject to ratification of their appointments by the Members at every Annual General Meeting held after this Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and Auditors, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

### SPECIAL BUSINESS:

4. *To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:*

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. B.S. Iyer (DIN-00138425), Director of the Company, in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office from March 27, 2015 to March 31, 2016."

5. *To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:*

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Biren Gabhawala( DIN-03091772), Director of the Company, in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office from August 5, 2014 to August 4, 2019."

6. *To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:*

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Bharat D Shah (DIN-00136969), Director of the Company, in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office from March 27, 2015 to March 26, 2020."

7. *To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:*

"RESOLVED that in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Ramesh Ramadurai, (DIN-02589934), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on March 27, 2015, effective from March 27, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 115 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

8. *To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:*

"RESOLVED that in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Manuel D Pardo, (DIN-07125832), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on March 27, 2015, effective from March 27, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 115 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

9. *To consider and, if thought fit, to pass, with or without modification(s), 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(s) or re-enactment thereof for the time being in force), the remuneration payable during the Financial Year 2015-16 to Messrs. Rao, Murthy & Associates, Bengaluru (holding ICAI Registration No. 000065), Cost Auditors, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial year 2015-16 amounting to Rs. 400,000/- (Rupees Four Lakhs) as also the payment of service tax as applicable and re-imbursalment of out of pocket expenses incurred by them in connection with the audit of cost records for the products covered as per the Companies (Cost Records and Audit) Rules, 2014, dated December 31, 2014 issued by the Ministry of Corporate Affairs be and is hereby ratified and confirmed."

10. *To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:*

"RESOLVED that pursuant to provisions of Revised Clause 49(VII) of the Listing Agreement, entered into with the Stock Exchanges (including any statutory modification(s) or amendments or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the Material Related Party transactions entered into and carried out in ordinary course of business and at arm's length price with 3M Company, USA (Parent Company), a 'Related party' as defined under Section 2(76) of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement:

# NOTICE TO THE MEMBERS

3M India Limited

Rs. in crores

Sl. No.	Nature of Transactions	Actual value of Transactions for the Financial Year 2014-15
	INCOME	
1.	Income from Contract Research	21.42
2.	Sale of Goods	2.55
3.	Re-charge of expenses received	4.21
	Total	28.18
	EXPENDITURE	
1.	Purchases of Materials	264.51
2.	Royalty	19.70
3.	Re-charge of expenses paid	0.36
4.	Corporate Management Fee	57.73
	Total	342.30

RESOLVED further that the Board of Directors be and are hereby authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to the aforesaid resolutions.”

11. *To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:*

“RESOLVED that pursuant to provisions of Revised Clause 49(VII) of the Listing Agreement, entered into with the Stock Exchanges (including any statutory modification(s) or amendments or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the Material Related Party transactions estimated / to be entered into and to be carried out in ordinary course of business and at arm's length price with 3M Company, USA (Parent Company), a 'Related party' as defined under Section 2(76) of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement:

Rs. in crores

Sl. No.	Nature of Transactions	Estimated value of Transactions for the Financial Year 2015-16
	INCOME	
1.	Income from Contract Research	31.69
2.	Sale of Goods	1.72
3.	Re-charge of expenses received	21.00
	Total	54.41
	EXPENDITURE	
1.	Purchases of Materials	390.37
2.	Royalty	22.25
3.	Re-charge of expenses paid	0.90
4.	Corporate Management Fee	66.36
	Total	479.88

By Order of the Board

V. Srinivasan  
Company Secretary  
ACS-16430

Place: Bengaluru  
Date : May 29, 2015

## NOTES:

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED/LODGED AT THE REGISTERED / CORPORATE OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.**
- (2) Explanatory statement pursuant to Section 102 of the Companies Act, 2013, 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 29, 2015 (Wednesday) to August 4, 2015 (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. The 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.**
- (5) The Registrar and Transfer Agent; Karvy Computer Share Private Limited, Karvy Selenium Tower-B, Plot Nos. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad- 500 008 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) 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. As per rule 3 of Companies (Management & Administration) Rules, 2014, Register of Members of all the Company's now should have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status, Nationality. We request 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.**
- (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.
- (10) Pursuant to Section 72 of the Companies Act, 2013, 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.
- (11) Electronic copy of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. 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.

(12) VOTING THROUGH ELECTRONIC VOTING SYSTEM(REMOTE E-VOTING):

Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, 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 July 28, 2015 (Tuesday) i.e. the date prior to the commencement of Book closure date are entitled to vote on the Resolution set forth in this Notice. The remote e-voting period will commence at 9 A.M. on July 31, 2015(Friday) to 5.00 P.M. on August 3, 2015 (Monday).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/it discretion, subject to compliance with the instructions prescribed below. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) 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 given hereinafter.

INSTRUCTION FOR REMOTE E-VOTING

- (a) To use the following URL for remote e-voting:  
From Karvy website : <https://evoting.karvy.com>
- (b) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
- (c) Enter the login credentials [i.e., user id and password mentioned in the Notice of the AGM]. The Event No+ Folio No/DP ID-Client ID will be your user ID.
- (d) After entering the details appropriately, click on LOGIN.
- (e) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character(@,#,\$ ). The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (f) You need to login again with the new credentials.
- (g) On successful login, the system will prompt you to select the EVENT i.e., 3M India Limited and click on SUBMIT.
- (h) Now you are ready for e-voting as "Cast Vote" page opens. On the voting page, the number of shares as held by the shareholder as on July 28, 2015, (Tuesday) will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click FOR / AGAINST as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting
- (i) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- (j) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- (k) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (l) **The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of the AGM. Accordingly the Portal will be open for voting from: 9 A.M. on July 31, 2015 (Friday) to 5.00P.M. on August 3, 2015 (Monday). The e-voting module shall be disabled by Karvy at 5.00 p.m on the same day. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 28, 2015(Tuesday), may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
- (m) 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 <https://evoting.karvy.com> or contact Mr. Varghese P.A of Karvy Computershare Pvt. Ltd. at 040-67161503 OR at Tel No. 1800 345 4001 (toll free).
- (n) The Company has appointed Mr.Vijayakrishna K.T, Practicing Company Secretary, who in the opinion of the Board is a duly qualified person, as a 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.



## NOTICE TO THE MEMBERS

3M India Limited

- (o) 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 of July 28, 2015, (Tuesday).
- (p) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, July 28, 2015, are entitled to vote on the Resolutions set forth in this Notice.
- (q) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Annual Report and holding shares as of the cut-off date i.e. July 28, 2015 may obtain the login ID and password by sending an email to [evoting@karvy.com](mailto:evoting@karvy.com)/[rajeev.kr@karvy.com](mailto:rajeev.kr@karvy.com), by mentioning their Folio No./DP ID and Client ID No. Else, if your Mobile number is registered against Folio No./DP ID-Client ID, the member may send SMS:MYEPWD <space> Event Number + Folio or DP ID Client ID to +91 9212993399.  
Example for NSDL :MYEPWD <SPACE> IN12345612345678  
Example for CDSL :MYEPWD <SPACE> 1402345612345678  
Example for PHYSICAL :MYEPWD <SPACE> XXX1234567  
However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If e-mail or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate as password.
- (r) A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- (s) Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.
- (t) The scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and make not later than three(3) days of conclusion of the meeting a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (u) The results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.3m.com/in](http://www.3m.com/in) and on <https://evoting.karvy.com> 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.
- (v) 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.
- (w) 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), with a copy marked to [varghese@karvy.com](mailto:varghese@karvy.com). File naming convention should be 'Corporate Name EVENT NO.' The documents should reach the Scrutinizer on or before the close of working hours on August 3, 2015 (Monday).
- (x) In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy) in the permitted mode:
- (i) Initial password as below is given in the attendance slip for the AGM

EVEN (Electronic Voting Sequence Number)	USER ID	PASSWORD
XXXXXXX	XXXXXXX	XXXXXXXXXX

- (ii) Please follow all steps from Sl. No. (12)(c) to (12)(j) above to cast your vote.

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

#### Item No.2

In terms of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, for the purpose of determining the Directors liable to retire by rotation, the Independent Directors shall not be included in the total number of Directors of the Company. Mr. Albert C Wang, 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. Albert C Wang, nature of his expertise in specific functional areas, names of companies in which he hold directorships, memberships of the Board's Committees, shareholding in the Company and relationships between Directors inter-se, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s), are exhibited below.

Mr. Albert C Wang (DIN- 05234667): Mr. Albert Wang, 47, joined 3M Company in January 2012 as General Counsel, Asia Pacific and is based out of Shanghai, China. Prior to joining 3M, Mr. Albert Wang was Legal Director for Dell Inc. from 2001-2012 leading their legal affairs efforts for Greater China as well as regionally (Asia Pacific) for their Public & Large Enterprise business unit. He began practicing law with the New York-based international law firm of Coudert Brothers, with postings in Hong Kong (1993-1998) and Shanghai (1998-2001). There, his practice was focused on foreign direct investment and mergers and acquisitions, representing a wide array of multinational corporations and global financial institutions across a broad range of industry sectors. Mr. Albert Wang graduated in 1990 from Colgate University with a Bachelor of Arts degree in Political Science. He earned his Juris Doctor degree from The George Washington University National Law Center in 1993. He is a member of the New York State Bar, the American Chamber of Commerce in Shanghai and the U.S. China Business Council. He was appointed as a Non-Executive Director of the Company from March 12, 2012. He is a Member of the Nomination and Remuneration Committee of the Company.

Mr. Albert is not related to any other Directors of the Company.

Mr. Albert Wang is not a Director in any other Company in India /outside India. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Accordingly, the Board recommends his re-appointment.

Except Mr. Albert Wang, 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. 2.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

#### Appointment of other Directors (Item Nos. 4 to 8)

For the details pertaining to Mr. B.S. Iyer, Mr. Biren Gabhawala, Mr. Bharat D Shah, Mr. Ramesh Ramadurai and Mr. Manuel B Pardo, please refer to the below Explanatory Statement in respect of the Special Business set out at Item Nos. 4 to 8 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Following Explanatory Statements are furnished in respect of Special Business:

##### Item 4

Mr. B.S. Iyer is a Non-Executive Independent Director and has held position from December 26, 2001. His period in office was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Section 149 (10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board. Further, Section 149 (13) of the Companies Act, 2013 states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of Independent Directors. Further, the Ministry of Corporate Affairs, Government of India, by a notification, has clarified that if a company intends to appoint existing Independent Directors as Independent Directors under the Act, such appointment must be made expressly within one year from 1st April, 2014. The Company has complied with the provisions of the Companies Act, 2013 and the notification of the Ministry of Corporate Affairs by appointing Mr. B.S. Iyer as an Independent Director under Section 149 of the Companies Act, 2013, subject to approval of the Members.

In view of the above, it is now placed before the Members for the approval to appoint Mr. B.S. Iyer as an Independent Director under Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Clause 49 of the Listing Agreement.

The Nomination & Remuneration Committee of the Company at its meeting held on March 27, 2015 has recommended the appointment of Mr. B.S. Iyer as an Independent Director under Section 149 of the Companies Act, 2013 from March 27, 2015 to March 31, 2016. The Company has received notice in writing from a Member along with the deposit of Rs. 1,00,000/- proposing the candidature of Mr. B.S. Iyer for the office of Director of the Company. The Company has received from Mr. B.S. Iyer -

- (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. B.S. Iyer fulfills the conditions of his appointment as Independent Director as specified in the Companies Act, 2013, Rules made there under and the Listing Agreement and is Independent of the Management.

## NOTICE TO THE MEMBERS

3M India Limited

A Brief profile of Mr. B.S. Iyer, nature of his expertise in specific functional areas, names of companies in which he hold directorships, memberships of the Board's Committees, shareholding in the Company and relationships between directors inter-se, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s), is given below. Copy of the draft letters of appointment of the proposed Director as Independent Director setting out the terms and conditions are available for inspection by Members at the Corporate Office of the Company and the same has been disclosed in the website of the Company.

Mr. B.S. Iyer (DIN-00138425): Mr. B.S. Iyer, 65, is a Post Graduate in Commerce and Post Graduate in 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 and as Chairman of the Board from the conclusion of the Annual General Meeting held on August 4, 2014.

*Names of other companies/firms in which Mr. B.S. Iyer hold/held office as Director/Partner: Nil*

*Names of Committees/Chairmanships held details of Mr. Iyer is given below (as per Clause 49(II) (D) (2) :*

Name of the Company	Membership of Committee		Chairmanship of Committees	
	Audit	Stakeholder's Relationship	Audit	Stakeholder's Relationship
3M India Limited	✓	✓		✓

He holds 35 shares in the Company as a second shareholder (first shareholder being his wife).He is not related to any other Directors of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. B.S. Iyer as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. B.S. Iyer as an Independent Director, for the approval by the members of the Company.

Except Mr. B.S. Iyer, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

This Explanatory Statement may be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

### Item 5

Mr. Biren Gabhawala is a Non-Executive Independent Director of the Company. He was appointed as an Additional Director of the Company by the Board of Directors with effect from August 5, 2014, pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of ensuing Annual General Meeting.

Section 149 (10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board. Further, Section 149 (13) of the Companies Act, 2013 states that the provisions relating to retirement of Directors by rotation shall not apply to the appointment of Independent Directors.

Further, in view of the above, it is proposed to appoint Mr. Biren Gabhawala as an Independent Director under Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Clause 49 of the Listing Agreement.

The Nomination & Remuneration Committee of the Company at its meeting held on August 1, 2014 has recommended the appointment of Mr. Biren Gabhawala as an Independent Director under Section 149 of the Companies Act, 2013 from August 5, 2014 to August 4, 2019.

The Company has received notice in writing from a Member along with the deposit of Rs. 1,00,000/- proposing the candidature of Mr. Biren Gabhawala for the office of Director of the Company. The Company has received from Mr. Biren Gabhawala –

- (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.



## NOTICE TO THE MEMBERS

3M India Limited

In the opinion of the Board, Mr. Biren Gabhawala fulfills the conditions of his appointment as Independent Director as specified in the Companies Act, 2013, Rules made there under and the Listing Agreement and is Independent of the Management.

A Brief profile of Mr. Biren Gabhawala, nature of his expertise in specific functional areas, names of companies in which he hold directorships, memberships of the Board's Committees, shareholding in the Company and relationships between directors inter-se, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s), is given below. Copy of the draft letters of appointment of the proposed Director as Independent Director setting out the terms and conditions are available for inspection by Members at the Corporate Office of the Company and the same has been disclosed in the website of the Company.

Mr. Biren Gabhawala, (DIN- 03091772): Mr. Biren Gabhawala, 50, was appointed to the Board of the company as an Additional Director from August 5, 2014. He holds a Bachelor's degree in Commerce from University of Mumbai and is a qualified Chartered Accountant and fellow member of Institute of Chartered Accountants of India. He is into practice for last 26 years. He is a Senior Partner of Messrs. C. M. Gabhawala & Co. Chartered Accountants and specializes in Direct and Indirect Taxation, FEMA, International Taxation, Mergers, and Acquisitions.

*Names of other companies/firms in which Mr. Biren Gabhawala hold/held office as Director/Partner is given below:*

- eClerx Services Limited, Director

*Names of Committees/Chairmanships held by Mr. Biren Gabhawala is given below (as per Clause 49(II) (D) (2) :*

Name of the Company	Membership of Committee		Chairmanship of Committees	
	Audit	Stakeholder's Relationship	Audit	Stakeholder's Relationship
3M India Limited	✓	✓	✓	
eClerx Services Limited	✓	✓	✓	

Mr. Biren Gabhawala does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any other Directors of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Biren Gabhawala as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Biren Gabhawala as an Independent Director, for the approval by the members of the Company. Except Mr. Biren Gabhawala, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange. Item 6

Mr. Bharat D Shah is a Non-Executive Independent Director of the Company. He was appointed as an Additional Director of the Company by the Board of Directors with effect from March 27, 2015, pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of ensuing Annual General Meeting. Section 149 (10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board. Further, Section 149 (13) of the Companies Act, 2013 states that the provisions relating to retirement of Directors by rotation shall not apply to the appointment of Independent Directors.

Further, in view of the above, it is proposed to appoint Mr. Bharat D Shah as an Independent Director under Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Clause 49 of the Listing Agreement. The Nomination & Remuneration Committee of the Company at its meeting held on March 27, 2015 has recommended the appointment of Mr. Bharat Shah as an Independent Director under Section 149 of the Companies Act, 2013 from March 27, 2015 to March 26, 2020.

The Company has received notice in writing from a Member along with the deposit of Rs. 1,00,000/- proposing the candidature of Mr. Shah for the office of Director of the Company. The Company has received from Mr. Bharat Shah –

- (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

## NOTICE TO THE MEMBERS

3M India Limited

A Brief profile of Mr. Bharat Shah, nature of his expertise in specific functional areas, names of companies in which he hold directorships, memberships of the Board's Committees, shareholding in the Company and relationships between directors inter-se, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s), is given below. Copy of the draft letters of appointment of the proposed Director as Independent Director setting out the terms and conditions are available for inspection by Members at the Corporate Office of the Company and the same has been disclosed in the website of the Company.

Mr. Bharat D Shah, (DIN-00136969): Mr. Bharat D Shah, 68, was appointed to the Board of the Company as an Additional Director from March 27, 2015. Mr. Bharat Shah has extensive experience and expertise in the field of banking, finance and securities market. He has been one of the founder members of HDFC Bank Limited and has played a key role in the establishment and consistent growth of the Bank. He is also on the Board of various prominent companies. Before joining the Financial Sector, he worked with Technova, Bradma and Pyrene in London. He has also worked with Leading MNCs viz., Thomas Cook, Citibank and with UBS. Mr. Bharat Shah is the Chairman of HDFC Securities Limited. He has his Bachelor's in Science Degree from the University of Mumbai and also holds a Degree in Applied Chemistry with special reference to metal finishing from Borough Polytechnic, London.

*Names of other companies/firms in which Mr. Bharat Shah hold/held office as Director/Partner is given below:*

- Atlas Documentary Facilitators Company Private Limited, Director
- Faering Capital Trustee Company Private Limited, Director
- HDFC Securities Limited, Chairman
- Hexaware Technologies Limited, Director
- Hill Properties Limited, Director
- IDFC Alternatives Limited, Director
- Salisbury Investments Private Limited, Director
- Strides Arcolab Limited, Director
- AGS Transact Technologies Limited, Director
- India Transact Services Limited, Director

*Names of Committees/Chairmanships held by Mr. Bharat Shah is given below (as per Clause 49(II) (D) (2) :*

Name of the Company	Membership of Committee		Chairmanship of Committees	
	Audit	Stakeholder's Relationship	Audit	Stakeholder's Relationship
3M India Limited	✓	✓		
eClerx Services Limited	✓			
IDFC Alternatives Limited	✓			

Mr. Bharat Shah does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any other Directors of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bharat Shah as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Bharat Shah as an Independent Director, for the approval by the members of the Company. Except Mr. Bharat D Shah, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

This Explanatory Statement may be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

### Item 7

Mr. Ramesh Ramadurai is a Non-Executive Director of the Company. Based on the nomination from 3M Company, USA, the Nomination & Remuneration Committee of the Company at its meeting held on March 27, 2015 has recommended the appointment of Mr. Ramesh Ramadurai as a Director of the Company. The Board of Directors at their meeting held on March 27, 2015, appointed Mr. Ramesh Ramadurai as a Non-Executive Director of the Company from March 27, 2015, pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of ensuing Annual General Meeting.

The Company has received notice in writing from a Member along with the deposit of Rs. 1,00,000/- proposing the candidature of Mr. Ramesh Ramadurai for the office of Director of the Company.

## NOTICE TO THE MEMBERS

3M India Limited

Mr. Ramesh Ramadurai does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any other Directors of the Company.

He is neither a director nor a member in any other company registered in India/ outside India. He was appointed as a member of the CSR Committee of the Company from March 28, 2015. A Brief profile of Mr. Ramesh Ramadurai, nature of his expertise in specific functional areas is given below:

Mr. Ramesh Ramadurai, (DIN- 07109252): Mr. Ramesh Ramadurai, 53, was appointed as Business Director for 3M Industrial Business in July 2014 and is based out of Shanghai responsible for the entire Asia Pacific Area. Prior to this role, Mr. Ramesh Ramadurai served as Managing Director of 3M Philippines from August 2011 until June 2014, based in Manila. He Joined 3M India in 1989 as Sales Engineer and held positions as Country Business Leader in Industrial Business and Electro & Telecommunications. He was seconded to Global Headquarters in St Paul, USA, and worked as Market Segment Manager in Industrial Business, as Global Business Manager for a line of Industrial Tapes, and as International Business Manager for 3M's Packaging, Masking and Specialty Tapes businesses. Prior to 3M, Mr. Ramesh Ramadurai worked for a year as a Production Engineer at an Offshore Oil Production facility, and for about 3 years in a business planning and development role at an automotive parts and motorcycle manufacturer. Mr. Ramesh Ramadurai holds MBA from the Indian Institute of Management in Calcutta and is a Bachelor of Technology in Chemical Engineering from the Indian Institute of Technology, Kanpur. He was appointed as a Non-Executive Director of the Company from March 27, 2015.

The Board considers that the appointment of Mr. Ramesh Ramadurai as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of Directors by rotation.

Except Mr. Ramesh Ramadurai, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

### Item 8

Mr. Manuel B Pardo is a Non-Executive Director of the Company. Based on the nomination from 3M Company, USA, the Nomination & Remuneration Committee of the Company at its meeting held on March 27, 2015 has recommended the appointment of Mr. Manuel Pardo as a Director of the Company. The Board of Directors at their meeting held on March 27, 2015, appointed Mr. Manuel Pardo as a Non-Executive Director of the Company from March 27, 2015, pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of ensuing Annual General Meeting.

The Company has received notice in writing from a Member along with the deposit of Rs. 1,00,000/- proposing the candidature of Mr. Manuel Pardo for the office of Director of the Company.

Mr. Manuel Pardo does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any other Directors of the Company.

He is neither a director nor a member in any other company registered in India/ outside India. He was appointed as a member of the Audit Committee of the Company from March 28, 2015. A Brief profile of Mr. Manuel Pardo, nature of his expertise in specific functional areas is given below:

Mr. Manuel B Pardo, (DIN- 07125832): Mr. Manuel B. Pardo, 53, was named Finance Director - Asia based out of Hong Kong in August 2014. A 15-year veteran of 3M, he served as Industrial Adhesives and Tapes Division Finance Manager of 3M U.S, since 2009. Mr. Manuel Pardo joined 3M in 2000, worked in Business Finance, IT, Sourcing and also as Legal Manager in 3M Colombia. He has worked with various 3M divisions and lead Latin America Finance division. He is a certified Six Sigma Master Black Belt - Finance for Latin America and Canada. A native of Colombia, Mr. Manuel Pardo had first-hand experience with economies in various stages of development. Throughout his career he developed practical expertise with managing successfully operations during currency fluctuations and devaluations. Prior to joining 3M, Mr. Manuel Pardo had broad experience in the Oil Industry, Agribusiness, Pension Funds and Banking. Mr. Manuel Pardo earned a Master Degree in International Management, University of St. Thomas, St. Paul, Minnesota in 1991, and has a Bachelor degree in Business with finance concentration from a very well known Colombian University. He was appointed as a Non-Executive Director of the Company from March 27, 2015.

The Board considers that the appointment of Mr. Manuel Pardo as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of Directors by rotation.

## NOTICE TO THE MEMBERS

3M India Limited

Except Mr. Manuel B Pardo, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

### Item 9

The Board of Directors of the Company at its meeting held on May 29, 2015 had on the recommendation of the Audit Committee, approved the re-appointment and remuneration of Messrs. Rao, Murthy & Associates, Cost Accountants, Bengaluru, (holding Registration No. 000065), to the products covered as per the Companies (Cost Records and Audit) Rules, 2014, dated December 31, 2014 issued by the Ministry of Corporate Affairs on an remuneration of Rs. 400,000/- plus service tax as applicable and out of pocket expenses at actuals.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 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. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the year 2015-16 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested or otherwise, in the resolution set out at Item No.9.

### Item 10

The Company is the flagship listed Company of 3M Company, USA in India. 3M Company, USA holds 75% equity stake in the Company.

3M Company, USA is a diversified technology company with a global presence in the following businesses: Industrial; Safety and Graphics; Electronics and Energy; Health Care; and Consumer. 3M is among the leading manufacturers of products for many of the markets it serves. Most 3M products involve expertise in product development, manufacturing and marketing, and are subject to competition from products manufactured and sold by other technologically oriented companies.

3M India Limited manages its operations in five (5) operating business segments: Industrial; Safety and Graphics; Energy; Health Care; and Consumer. 3M's five business segments bring together common or related 3M technologies, enhancing the development of innovative products and services and providing for efficient sharing of business resources. These segments have worldwide responsibility for virtually all 3M product lines. The Company has three Manufacturing Plants and a nationwide sales and branch network in India.

The Company being a part of 3M conglomerate, has exclusive / sole rights to carry out the Group's business within India and accordingly, has access to Group's synergies, state of art products and technologies, competencies and "3M" brand name which are very critical and essential to carry out its business operations more efficiently in an increasingly globalized and competitive scenario. As a part of its regular business, the Company purchases, avails/renders services from/to 3M Company, USA at arm's length basis.

The Audit Committee at the meeting held on May 29, 2014 has reviewed and after due consideration, accorded omnibus approval for the transactions mentioned in the Item No. 10 of the Notice for the year 2014-15. An analysis of all the Related Party Transactions(RPTs) entered into/by the Company during the year 2014-15 and the basis of charge was undertaken through a third party professional firm. The Audit Committee upon review of such analysis, is of the view that all these RPTs by the Company are at Arm's Length basis.

3M Company, USA is a Holding Company(Promoter) of the Company and is a "Related Party" as per the definition under Section 2(76) of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into with the stock exchanges.

The Securities and Exchange Board of India (SEBI) vide Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 has amended Clause 49 (VII) of the Equity Listing Agreement with effect from October 1, 2014. Under the said amendment, all Related Party Transactions(RPTs) shall require approval of the shareholders by a special resolution. The said amendment further provides definition of the term "Material" as follows:

*"A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover as per the last audited financial statements of the company."*

As per the said provisions of Clause 49, based on past trend, the transactions as described hereunder are likely to exceed 10% of

## NOTICE TO THE MEMBERS

3M India Limited

the annual turnover of the Company(2013-14) as per the last audited financial statements of the Company and exceed the materiality threshold as prescribed under Clause 49. Thus, in terms of Clause 49, these transactions would require the approval of the members by way of a Special Resolution.

As per Clause 49(VII) of the Listing Agreement, all entities falling under the definition of related parties shall abstain from voting on the resolution and accordingly, the promoters will not vote on Item No. 10.

Particulars	Information
Name of the Related party	3M Company, USA
Nature of relationship	Holding Company (Parent)of the Company
Name of Director(s) or key Managerial personnel who is related, if any,	None except Mr. Albert C Wang, Mrs. Sadhana Kaul, Mr. Manuel B Pardo, Mr. Ramesh Ramadurai, Mr. Amit Laroya and Mr. B.V. Shankaranarayana Rao (being Nominees of 3M Company, USA on the Board of the Company)
Nature and Particulars of transactions with 3M Company, USA (“RPTs”)	Income from Contract Research, Sale of Goods, Purchases of Materials, Royalty, Re-charge of expenses paid and received and Corporate Management Fee. These transactions are in the ordinary course of business and are on an arm’s length basis.
Material terms of the contracts/arrangements/ transactions	Terms and Conditions for the transaction are in ordinary course of business and on arm's length basis, which is same for the entire 3M Companies throughout the world. Details are given in Annexure G to the Report of the Directors.
Duration of these RPTs have been continued from the past	These transactions have been undertaken since inception of the Company from time to time depending on needs of business.
The value of each type of RPTs in the last two years	This information forms part of the notes to the audited financial statements for the FY 2014 -15
Estimated Monetary value of such RPTs	For the FY 2014-15, the value of such RPTs are provided in the Notice at item No.10 and in the notes to the audited financial statements for the FY 2014-15
Whether the transactions have been approved by the Audit Committee	Yes, the proposed RPTs are in accordance with the RPTs Policy of the Company.
Any other Information relevant or important for the Members to make a decision on the proposed transactions.	None.

The proposed RPTs are in ordinary and normal course of business and on Arms' Length basis and play a significant role in the Company's business operations and accordingly the Board recommends the Special resolution set forth in item No.10 of the Notice for the approval of the Members in terms of Clause 49(VII)(E) of the Listing Agreement.

None of the Directors or Key managerial Personnel of the Company except Mr. Albert C Wang, Mrs. Sadhana Kaul, Mr. Manuel B Pardo, Mr. Ramesh Ramadurai, Mr. Amit Laroya and Mr. B.V. Shankaranarayana Rao (being Nominees of 3M Company, USA on the Board of the Company) and their relatives may be deemed to be concerned or interested, directly or indirectly, in this Resolution.

The Members' approval is solicited for the resolution at Item No.10 of the accompanying Notice as Special Resolution. Your Board recommends the Resolution for your approval.

### Item 11

The Company is the flagship listed Company of 3M Company, USA in India. 3M Company, USA holds 75% equity stake in the Company.

3M Company, USA is a diversified technology company with a global presence in the following businesses: Industrial; Safety and Graphics; Electronics and Energy; Health Care; and Consumer. 3M is among the leading manufacturers of products for many of the markets it serves. Most 3M products involve expertise in product development, manufacturing and marketing and are subject to competition from products manufactured and sold by other technologically oriented companies.

3M India Limited manages its operations in five (5) operating business segments: Industrial; Safety and Graphics; Energy; Health Care; and Consumer. 3M's five business segments bring together common or related 3M technologies, enhancing the development of innovative products and services and providing for efficient sharing of business resources. These segments have worldwide responsibility for virtually all 3M product lines. The Company has three Manufacturing Plants and a nationwide sales and branch network in India.



## NOTICE TO THE MEMBERS

3M India Limited

The Company being a part of 3M conglomerate, has exclusive / sole rights to carry out the Group's business within India and accordingly, has access to Group's synergies, state of art products and technologies, competencies and "3M" brand name which are very critical and essential to carry out its business operations more efficiently in an increasingly globalized and competitive scenario. As a part of its regular business, the Company purchases, avails/renders services from/to 3M Company, USA at arm's length basis.

The Audit Committee at the meeting held on March 27, 2015 has reviewed and after due consideration, accorded omnibus approval for the estimated value transactions mentioned in the Item No. 11 of the Notice for the year 2015-16 (estimated) . An analysis of all the Related Party Transactions(RPTs) estimated / to be entered into by the Company during the year for the year 2015-16(estimated) and the basis of charge was undertaken through a third party professional firm. The Audit Committee upon review of such analysis, is of the view that all these RPTs by the Company are at Arm's Length basis.

3M Company, USA is a Holding Company (Promoter) of the Company and is a "Related Party" as per the definition under Section 2(76) of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into with the stock exchanges.

The Securities and Exchange Board of India (SEBI) vide Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 has amended Clause 49 (VII) of the Equity Listing Agreement with effect from October 1, 2014. Under the said amendment, all Related Party Transactions (RPTs) shall require approval of the shareholders by a special resolution. The said amendment further provides definition of the term "Material" as follows:

*"A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover as per the last audited financial statements of the company."*

As per the said provisions of Clause 49, based on past trend, the transactions as described hereunder are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company(2014-15) and may exceed the materiality threshold as prescribed under Clause 49. Thus, in terms of Clause 49, these transactions would require the approval of the members by way of a Special Resolution.

As per Clause 49(VII) of the Listing Agreement, all entities falling under the definition of related parties shall abstain from voting on the resolution and accordingly, the promoters will not vote on Item No.10.

Particulars	Information
Name of the Related party	3M Company, USA
Nature of relationship	Holding Company (Parent) of the Company
Name of Director(s) or key Managerial personnel who is related, if any,	None except Mr. Albert C Wang, Mrs. Sadhana Kaul, Mr. Manuel B Pardo, Mr. Ramesh Ramadurai, Mr. Amit Laroya and Mr. B.V. Shankaranarayana Rao (being Nominees of 3M Company, USA on the Board of the Company)
Nature and Particulars of transactions with 3M Company, USA ("RPTs")	Income from Contract Research, Sale of Goods, Purchases of Materials, Royalty, Re-charge of expenses paid and received and Corporate Management Fee. These transactions are in the ordinary course of business and are on an arm's length basis.
Material terms of the contracts/arrangements /transactions	Terms and Conditions for the transaction are in ordinary course of business and on arm's length basis, which is same for the entire 3M Companies throughout the world. Details are given in Annexure G to the Report of the Directors.
Duration of these RPTs have been continued from the past	These transactions have been undertaken since inception of the Company from time to time depending on needs of business.
The value of each type of RPTs in the last two years	This information forms part of the notes to the audited financial statements for the FY 2014-15
Estimated Monetary value of such RPTs	The Company adopts April-March as its financial year. Accordingly, the current financial year FY 2015-16 has just begun for the Company. Considering the business phenomenon being dynamic, and given the fact that the Company is seeking the approval of the Members in midst of the current financial year, the Company expects the level of transactions for the year 2015-16 with 3M Company, USA to be above the Materiality threshold as prescribed under Clause 49 of the Listing Agreement.

Particulars	Information
Whether the transactions have been approved by the Audit Committee	Yes, the proposed RPTs are in accordance with the RPTs Policy of the Company.
Any other Information relevant or important for the Members to make a decision on the proposed transactions.	None.

The proposed RPTs are in ordinary and normal course of business and on Arms' Length basis and play a significant role in the Company's business operations and accordingly the Board recommends the Special resolution set forth in item No.11 of the Notice for the approval of the Members in terms of Clause 49(VII)(E) of the Listing Agreement.

None of the Directors or Key Managerial Personnel of the Company except Mr. Albert C Wang, Mrs. Sadhana Kaul, Mr. Manuel B Pardo, Mr. Ramesh Ramadurai, Mr. Amit Laroya and Mr. B.V. Shankaranarayana Rao (being Nominees of 3M Company, USA on the Board of the Company) and their relatives may be deemed to be concerned or interested, directly or indirectly, in this Resolution.

The Members' approval is solicited for the resolution at Item No.11 of the accompanying Notice as Special Resolution. Your Board recommends the Resolution for your approval.

Place: Bengaluru  
Date : May 29, 2015

By Order of the Board

V. Srinivasan  
Company Secretary  
ACS-16430