

3M India Limited  
CIN: L31300KA1987PLC013543

Concorde Block, UB City  
24, Vittal Mallya Road,  
Bangalore - 560 001  
Phone: 080-3061 4366  
Fax: 080-2223 1450  
Website: [www.3m.com/in](http://www.3m.com/in)  
E-Mail: [vsrinivasan@mmm.com](mailto:vsrinivasan@mmm.com)



July 10, 2018

The Corporate Relationship Department  
Bombay Stock Exchange Limited,  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building  
P.J. Towers, Dalal Street, Fort  
Mumbai - 400 001

Scrip Code - 523395

The Secretary  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra - Kurla Complex  
Bandra (E), Mumbai - 400 051

Scrip Code - 3MINDIA

Dear Sirs, Madam,

**Sub: Notice of the 31<sup>st</sup> Annual General Meeting**

**Ref: Reg. 30(2) read with para A of part A of Schedule III of SEBI (LODR) Regulations, 2015**

This is in continuation of our letter dated May 30, 2018, please find attached Notice of the 31<sup>st</sup> Annual General Meeting to be held on Friday, August 10, 2018 at 11.00 A.M at Trinity Hall, Vivanta by Taj, 41/3, M.G.Road, Bangalore - 560 001.

Please bring the above to the notice of your members.

Thanking you,



Encl: as above

Yours faithfully,  
For 3M India Limited,

(V. Srinivasan)  
Company Secretary

Regd. Office & Factory: Plot Nos. 48-51, Electronics City, Hosur Road, Bangalore - 560100

## 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: vsrinivasan@mmm.com, website: www.3m.com/in

### NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty First (31st) Annual General Meeting of the Company will be held at 11.00 A. M. on Friday, the 10th August, 2018 at Trinity Hall, Vivanta by Taj, 41/3, M. G. Road, Bengaluru – 560 001, to transact the following business:

#### ORDINARY BUSINESS:

Adoption of Financial Statements for the financial year ended March 31, 2018

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

“RESOLVED THAT the Financial Statements of the Company including Audited Balance Sheet as at March 31, 2018, 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 Board’s Report including Secretarial Audit Report be and are hereby received, considered and adopted.”

Re-appointment of Mr. Albert C Wang (DIN: 05234667), who retires by rotation

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

“RESOLVED THAT Mr. Albert C Wang (DIN-05234667), Director, who retires by rotation at this Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

#### SPECIAL BUSINESS:

Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for the Financial Year 2017-18 appointment of Mr. Jong Ho Lee (DIN: 06720950) as a Director of the Company

3. 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(s) or re-enactment thereof ), the remuneration payable to Messrs. Rao, Murthy & Associates, Bengaluru (holding 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 2018-19 amounting to Rs. 430, 000/- (Rupees Four Lakhs Thirty Thousand only) including applicable taxes and re-imburement of out of pocket expenses incurred by them in connection with the audit of cost records be and is hereby ratified and approved.”

By order of the Board

V. Srinivasan

Company Secretary

ACS-16430

Place : Bengaluru

Date : May 30, 2018

#### 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 Saturday, August 4, 2018 to Friday, August 10, 2018 (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.

## NOTICE TO THE MEMBERS

3M India Limited

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- 500 032 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/ AUTHORISED REPRESENTATIVES OF THE CORPORATE 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 the provisions of Listing Regulations.
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 31st 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 Participants(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 31st 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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standard 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 August 3, 2018 (Friday) 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. 00 A. M. on August 7, 2018 (Tuesday) to 5. 00 P.M. on August 9, 2018 (Thursday). 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) 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 August 3, 2018 (Friday) 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. 00 A. M. on August 7, 2018 (Tuesday) to 5. 00 P. M. on August 9, 2018 (Thursday). The e-voting module shall be disabled by Karvy at 5. 00 p. m. on August 9, 2018 (Thursday). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 3, 2018 (Friday), 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. Rajeev Kumar of Karvy Computershare Private Ltd at 040-67161524 OR at Tel No. 1800 345 4001 (toll free).
  - (n) The Company has appointed Mr. Vijayakrishna K. T, Practising 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.
  - (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 i. e. August 3, 2018 (Friday).
  - (p) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 3, 2018, 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. August 3, 2018 (Friday), 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/other means in this regards at the AGM Venue.

## NOTICE TO THE MEMBERS

3M India Limited

- (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 forty eight (48) hours 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 [evoting@karvy.com](mailto:evoting@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 9, 2018 (Thursday).
- (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 (E-Voting Event Number)	USER ID	PASSWORD
XXXXXXXX	XXXXXXXX	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 AS PER THE PROVISIONS OF LISTING REGULATIONS:

#### Item 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 and whole-time 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 Wang, 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 Listing Regulations are exhibited below.

**Mr. Albert C Wang, Non-Executive Director (DIN- 05234667):** Mr. Albert Wang, 49, joined 3M Group 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 Non Independent Director of the Company from March 12, 2012.

He is a Member of Nomination and Remuneration Committee. 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 Listing Regulations.

## NOTICE TO THE MEMBERS

3M India Limited

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

Following Explanatory Statements are furnished in respect of Special Business:

#### Item 3

The Board of Directors of the Company at its meeting held on May 30, 2018 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 conduct the audit of the cost records of the Company for the financial year ended March 31, 2019 for the products covered as per the Companies (Cost Records and Audit) Rules, 2014, on an remuneration of Rs. 430,000/- plus applicable taxes 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 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.3.

*By order of the Board*

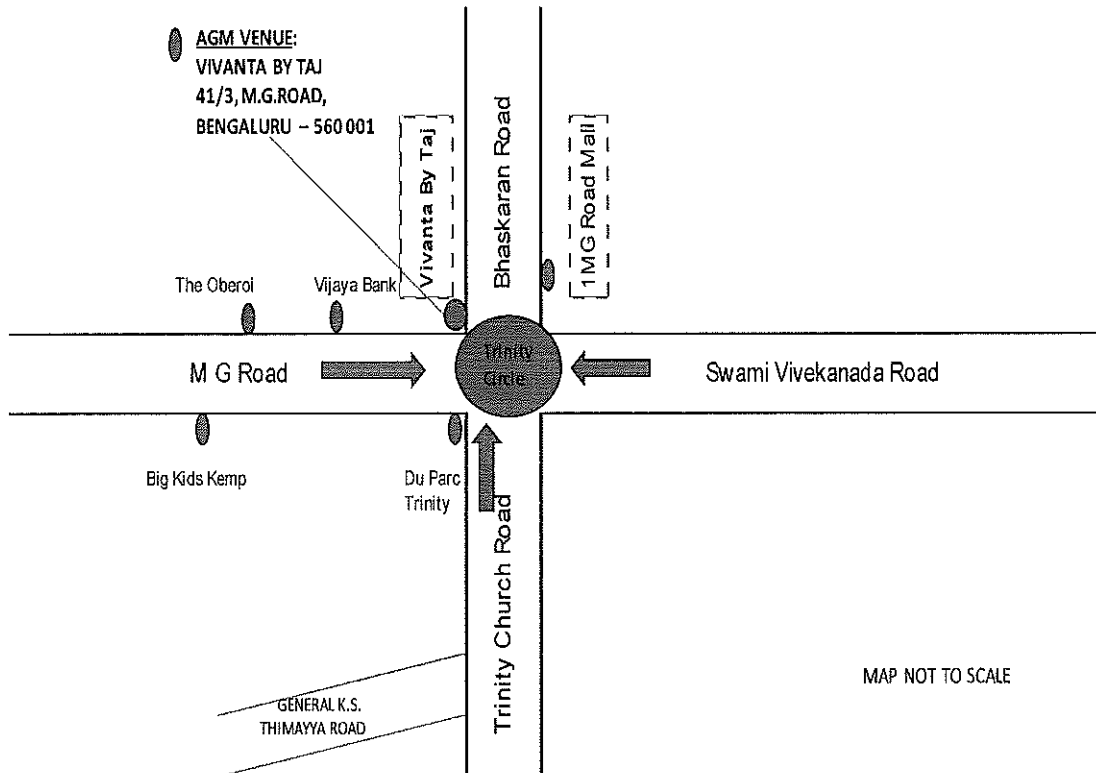
**V. Srinivasan**

*Company Secretary*

ACS-16430

Place : Bengaluru  
Date : May 30, 2018

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY  
TO BE HELD ON FRIDAY, AUGUST 10, 2018 AT TRINITY HALL, VIVANTA BY TAJ, 41/3, M.G. ROAD, BENGALURU – 560 001.



**ATTENDANCE SLIP**  
**(To be presented at the entrance)**

**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: [vsrinivasan@mmm.com](mailto:vsrinivasan@mmm.com), website: [www.3m.com/in](http://www.3m.com/in)

31st ANNUAL GENERAL MEETING ON FRIDAY, AUGUST 10, 2018 AT 11.00 A.M. at Trinity Hall, Vivanta by Taj, 41/3, M.G. Road, Bengaluru – 560 001.

I/We hereby record my / our presence at the 31st Annual General Meeting of the Company on Friday, August 10, 2018 at Trinity Hall, Vivanta by Taj, 41/3, M.G. Road, Bengaluru – 560 001 at 11.00 A.M.

Member's Folio/DPID-Client ID No.

Member's/ Proxy's name in Block Letters

Member's/ Proxy's Signature

**Note:**

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of the meeting Hall.
2. Bodies corporate, whether a Company or not, who are members, may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.
3. In case of shares held in demat/electronic form, the signature of the Beneficial Owner is liable for verification with the record furnished to the Company by NSDL/CDS.
4. Electronic copy of the Annual Report for 2017-18 and Notice of the Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
5. Physical copy of the Annual Report for 2017-18 and Notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
XXXXXXX	XXXXXXX	XXXXXXX

Please refer Notice for instructions on remote e voting.

E-voting facility is available during the following voting period

Commencement of remote e-voting	End of remote E-voting
Tuesday, August 7, 2018 ( from 9.00 am)	Thursday, August 9, 2018 ( up to 5.00 PM)



**PROXY FORM**

**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: [vsrinivasan@mnm.com](mailto:vsrinivasan@mnm.com), website: [www.3m.com/in](http://www.3m.com/in)

31st ANNUAL GENERAL MEETING ON FRIDAY, AUGUST 10, 2018 AT 11.00 A.M. at Trinity Hall, Vivanta by Taj, 41/3, M.G. Road, Bengaluru – 560 001.

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP/ID:

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint :

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on August 10 , 2018, Friday at 11.00 A.M. at Trinity Hall, Vivanta by Taj, 41/3, M.G. Road, Bengaluru – 560 001 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
<b>ORDINARY BUSINESS</b>			
1	Adoption of financial statements for the financial year ended March 31, 2018.		
2.	Re-appointment of Mr. Albert C Wang (DIN: 05234667), who retires by rotation.		
<b>SPECIAL BUSINESS</b>			
3.	Ratification of remuneration payable to Messrs. Rao, Murthy & Associates, Cost Auditors for the financial year 2018-19.		

Signed this..... day of..... 2018

Signature of shareholder .....

Signature of Proxy holder(s) .....



**Note :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office/ Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 31st Annual General Meeting.
- 3\*. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission