



### **3M INDIA LIMITED**

CIN: L31300KA1987PLC013543

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

Phone: 080-22231414, Fax: 080-2223 1450, Email id:[investorhelpdesk.in@mmm.com](mailto:investorhelpdesk.in@mmm.com)

Website: [www.3mindia.in](http://www.3mindia.in)

### **POSTAL BALLOT NOTICE**

*(Pursuant to Section 110 of the Companies Act, 2013 and applicable rules made thereunder)*

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standards 2 (“SS-2”) and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions as appended below are proposed to be passed by the Members through Postal Ballot through electronic voting (“e-voting”). The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolutions is appended below for consideration of the members.

Due to COVID-19 outbreak, the Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (“MCA Circulars”) has prescribed the process for convening of extraordinary general meetings and passing of resolutions through postal ballot till June 30, 2021 or till such further orders, whichever is earlier. Pursuant to the said MCA Circulars, companies have been advised to adhere to the social distancing norms laid down by the Government of India and take all decisions which require the approval of the members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act till June 30, 2021 or till further orders, whichever is earlier. The MCA Circulars further provide that on account of difficulties faced by the companies in dispatch of physical postal ballot notice to the members during the lockdown, the communication of assent / dissent of the members in the postal ballot will take place only through e-voting. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable mutatis mutandis for passing of resolutions through postal ballot.

This Notice is accordingly being issued in compliance with the said MCA Circulars. This Notice will only be sent through email to all the Members who have registered their email addresses with the Company or with depository / depository participants and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this postal ballot. The communication of assent / dissent of the Members will take place only through the remote e-voting system.

3M India Limited (“the Company”) has engaged the services of KFin Technologies Private Limited (“KFin”) for facilitating e-voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (**FOR**) or dissent (**AGAINST**) through the remote e-voting process not later than 5:00 P.M. IST on Wednesday, March 24, 2021, failing which it will be strictly considered that no reply has been received from the Member.

The Board of Directors (“the Board”) of the Company, at its Meeting held on Wednesday, February 10, 2021 has appointed Mr. Vijayakrishna K. T., Company Secretary in Practice (C.P. No. 980, Membership No. FCS: 1788), as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Mr. Vijayakrishna K.T has consented to act as Scrutinizer for this Postal Ballot Process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or a person authorized by the Chairman. The result of the Postal Ballot will be announced on Friday, March 26, 2021 at 5:00 p.m. and will be displayed at the Company's website [https://www.3mindia.in/3M/en\\_IN/company-in/about-3m/financial-facts-local/](https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/), besides communicating to the stock exchanges and depositories. The last date for receipt of votes vide e-voting i.e., Wednesday, March 24, 2021 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with Secretarial Standards-2 on General Meetings.

The Members are requested to consider and, if thought fit, pass the following resolutions:

**SPECIAL BUSINESS:**

**ITEM NO. 1: RE-APPOINTMENT OF MS. RADHIKA GOVIND RAJAN (DIN: 00499485) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) YEARS EFFECTIVE FROM MAY 27, 2021.**

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

**"RESOLVED THAT** based on the recommendations of the Nomination and Remuneration Committee and by the Board of Directors in their respective Meetings held on Wednesday, February 10, 2021 for consideration of the Members and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), consent of the Members of the Company be and is hereby accorded to re-appoint Ms. Radhika Govind Rajan (DIN: 00499485) as Non-Executive Independent Director of the Company who was appointed as an Independent Director of the Company up to May 26, 2021 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for re-appointment to the office of Independent Director, for the second term i.e., to hold office for a period of 5 (five) consecutive years with effect from May 27, 2021 to May 26, 2026, not liable to retire by rotation."

**ITEM NO. 2: APPOINTMENT OF MS. MAMATA JANAK GORE (DIN: 08792863) AS A DIRECTOR.**

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

**“RESOLVED THAT** Ms. Mamata Janak Gore (DIN: 08792863), who was appointed as an Additional Director of the Company from September 01, 2020 and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on August 13, 2020 for consideration by the Members under Section 161(1) of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or amendments or re-enactments thereof) and Article 115 of the Articles of Association of the Company and who holds office upto the date of next Annual General Meeting , be and is hereby appointed as a Director of the Company and whose office shall not be liable to determination by retirement of Directors by rotation.”

**ITEM NO. 3: APPOINTMENT OF MS. MAMATA JANAK GORE (DIN: 08792863) AS A WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS EFFECTIVE FROM SEPTEMBER 01, 2020.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the requisite approval of the Central Government and such sanctions, as may be necessary, consent of the Members of the Company be and is hereby accorded to the appointment of Ms. Mamata Janak Gore (DIN: 08792863), as a Whole-time Director (designated as Whole-time Director & Chief Financial Officer) of the Company by the Board of Directors for a period of 3 (three) years with effect from September 01, 2020 to August 31, 2023, on the terms and conditions of appointment and remuneration as contained in the agreement, and the Board of Directors is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed, to by the Board of Directors and Ms. Mamata Janak Gore, and whose office shall not be liable to retire by rotation.”

**ITEM NO. 4: APPOINTMENT OF MR. JAMES ERNEST FALTEISEK (DIN: 08792857) AS A DIRECTOR.**

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

**“RESOLVED THAT** Mr. James Ernest Falteisek (DIN: 08792857), who was appointed as an Additional Director of the Company from September 01, 2020 and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on August 13, 2020 for consideration by the Members under Section 161(1) of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or amendments or re-enactments thereof) and Article 115 of the Articles of Association of the Company and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as a Director of the Company and whose office shall be liable to determination by retirement of Directors by rotation.”

Registered Office:

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

Place: Bengaluru

Date: February 10, 2021

**By order of the Board**

**V. Srinivasan**

**Company Secretary &  
Compliance Officer**

**A-16430**

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
2. On account of threat posed by COVID-19 Pandemic and in terms of the MCA Circulars, the Company will send Postal Ballot Notice only by email to the members who have registered their email addresses with the Company or with depository / depository participants and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the e-voting system only. Therefore, those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-voting Instructions.
3. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or contact Mr. Rajeev Kumar of KFin Technologies Private Limited at 040-67161524 or at 1800 345 4001 (Toll Free).
4. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
5. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email addresses.
6. The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company [https://www.3mindia.in/3M/en\\_IN/company-in/about-3m/financial-facts-local/](https://www.3mindia.in/3M/en_IN/company-in/about-3m/financial-facts-local/) and on the website of e-voting agency i.e. <https://evoting.kfintech.com> and on the website of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, in the relevant sections.
7. The notice is being sent to all the Members electronically i.e. by email only as per the said MCA Circulars to those Members who have registered their email addresses with the Company/Depository(s) and whose name appear in the Register of Members/ Record of Depositories as on Friday, February 12, 2021. A person who is not a member should treat this Postal Ballot Notice for information purpose only.
8. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, February 12, 2021 being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cutoff date, can cast their vote electronically. A person who is not a shareholder as on the Cut-off date, should treat this Notice for information purposes only.

9. The voting rights for the Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them.

10. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time & Secretarial Standards-2 issued by the Institute of Company Secretaries of India on General Meeting (SS-2), the Company is offering e-voting facility to enable the Members to cast their votes electronically.

**11. Postal Ballot (E-Voting) commences on Tuesday, February 23, 2021 (9.00 a.m. IST) and ends on Wednesday, March 24, 2021 (5.00 p.m. IST).**

12. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate, and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/ authority letter/ power attorney, etc.) in favour of their authorised representatives to the Scrutinizer through e-mail to [vijaykt@vikt.in](mailto:vijaykt@vikt.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). Alternatively, the aforesaid documents can directly be uploaded on the e-voting portal of KFin Technologies Private Limited, while casting the vote.

13. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.

14. *Instructions for voting through electronic means (e-voting):* The Company has engaged the services of KFin Technologies Private Limited as the Authorized Agency to provide e-voting facility. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
<b>Tuesday, February 23, 2021</b> (9.00 a.m. IST)	<b>Wednesday, March 24, 2021</b> (5.00 p.m. IST)

**A) The procedure and instructions for e-voting are as follows:**

- (i) Open your web browser during the voting period and navigate to <https://evoting.kfintech.com/>.
- (ii) Enter the login credentials (i.e. user-id & password, Your Folio/DP Client ID will be your User-ID.

User –ID	For Members holding shares in Demat Form: a) For NSDL: -8 Character DP ID followed by 8 Digits Client ID b) For CDSL: - 16 digits beneficiary ID c) For Members holding shares in Physical Form: - Event No. 5819 - 3M INDIA LIMITED (Postal Ballot) followed by Folio Number registered with the Company
Password	Your unique password is sent via email forwarded through the electronic notice. In case you do not remember password then click on forgot password option to reset the same
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on “LOGIN”.
- (iv) You will now reach Password Change menu wherein you are required to mandatorily change login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (AZ), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for

resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through KFin Technologies Private Limited's e-Voting platform. System will prompt you to change your password and update any contact details like mobile no, email ID etc. on 1st 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.

- (v) You need to login again with the new credentials.
- (vi) On successful login, system will prompt to select the 'Event' i.e., '5819 - 3M INDIA LIMITED (Postal Ballot'
- (vii) If you are holding shares in Demat form and had logged on to "<https://evoting.kfintech.com/>" and cast your vote earlier for any company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast the vote, select 'ABSTAIN'. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (x) Corporate/Institutional Members (Corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [vijaykt@vjkt.in](mailto:vijaykt@vjkt.in) with copy to [evoting@kfintech.com](mailto:evoting@kfintech.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."
- (xi) In case of any queries related to e-voting, you may refer to the Frequently Asked Questions (FAQ's) and e-voting user manual available in the "Downloads" section of <https://evoting.kfintech.com/> or contact Mr. Rajeev Kumar of KFin Technologies Private Limited at 040-67161524 or at 1800 345 4001 (Toll Free).

**B) In case of shareholders have not registered their email addresses:**

On account of threat posed by COVID-19 pandemic and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the e-voting system only. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: [https://ris.kfintech.com/clientservices/\\_postal\\_ballot/](https://ris.kfintech.com/clientservices/_postal_ballot/) and following the registration process as guided thereafter and mentioned herein below:

***Electronic folios:***

- (a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
- (b) Select the Company name (3M India Limited)
- (c) Shareholder to enter DPID-CLID / Folio No. and PAN
- (d) Shareholder to enter the email id and Mobile No.
- (e) System will check the authenticity of the client id and PAN and send the different OTPs to Mobile and Email to Validate.
- (f) Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. only).
- (g) System confirms the email id for the limited purpose of serviced postal ballot notice.
- (h) System will send the notice & procedure for e-voting to the email given by shareholder

***Physical folios:***

- (a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
- (b) Select Company name
- (c) Shareholder to enter physical Folio No and PAN
- (d) If PAN is not available in the records, shareholder to enter one of the Certificate No.
- (e) Shareholder to enter the email id and Mobile No.
- (f) System will check the authenticity of the Folio No. and PAN/Certificate No and send the different OTPs to Mobile and Email to Validate. Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. only).
- (g) If PAN is not available, system will prompt to upload the duly signed scan copy of the PAN.
- (h) System will confirm the registration of email id.
- (i) System will send the notice & procedure for e-voting to the “email” given by shareholder.

Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) OR [evoting@kfintech.com](mailto:evoting@kfintech.com).

During the voting period, members can login to KFIN's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

**Registered Office:**

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

Place: Bengaluru

Date: February 10, 2021

**By order of the Board**

**V. Srinivasan**  
**Company Secretary &**  
**Compliance Officer**  
**A-16430**

**EXPLANATORY STATEMENT**  
(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013)

**The following Explanatory Statement are furnished in respect of all the Special Business of the Postal Ballot Notice:**

**Item No.1:**

Ms. Radhika Govind Rajan (DIN: 00499485), aged 64 years, was appointed as an Independent Director of the Company in the financial year 2015-16 for period of five years with effect from May 27, 2016 to May 26, 2021.

As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be re-appointed for a second term of maximum 5 (five) years by obtaining approval of the Members by way of a Special Resolution and on disclosure of such re-appointment in the Board's Report. Also, Schedule IV of the Act *inter-alia* provides for carrying out of Performance Evaluation by the Board before extending the term of the Independent Director.

Ms. Radhika Govind Rajan has given Declarations to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Director and is independent of the Management.

The Board of Directors of the Company, at its Meeting held on Wednesday, February 10, 2021 based on the recommendations of the Nomination and Remuneration Committee and on the basis of Performance Evaluation of Independent Directors has, subject to the approval of the Members of the Company, have approved the re-appointment of Ms. Radhika Govind Rajan as an Non-Executive Independent Director for a second term of five(5) years with effect from Friday, March 27, 2021. During her tenure of appointment, she is not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. As per the SEBI Regulations, she is also categorized as Women Independent Director. Accordingly, a Special Resolution seeking re-appointment of Ms. Radhika Govind Rajan as an Independent Director of the Company is included to be passed by the Members through Postal Ballot.

A copy of the draft letter for re-appointment of Independent Director setting out the terms and conditions of her re-appointment is available for inspection by the Members at the Registered Office/Corporate Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the last date for e-voting.

**A brief profile of Ms. Radhika Govind Rajan is given below:**

*Ms. Radhika Govind Rajan, heads DSP Investments, the umbrella company of the Kothari Family Office, in Mumbai, India. The Kothari portfolio comprises of Indian securities, fixed-income, corporate paper and loans, and some angel and private equity investments. Previously, Ms. Radhika Govind Rajan was President of TCG Advisory of the TCG Group, New York. In this capacity, Ms. Radhika Govind Rajan conceived, set up, structured, and managed the operations of TCG's offshore Indian Equities Funds for 7 years. Prior to joining the Fund in 2003, she advised TCG and several other private equity groups on various companies and proposed investments in the US-India corridor. Ms. Radhika Govind Rajan is a US citizen and long-term resident of New York, who relocated to India a few years earlier. She has focused on India as an investment destination since 1999, when she became New York based Executive Vice-President of*

*Mphasis. Prior to Mphasis, Ms. Radhika Govind Rajan worked as a Global Macro Proprietary Trader at Chemical Bank (now JPMorgan) Itochu, UBS, Bank of America, and Bank of Montreal where she created and managed several profitable trading structures. As a global macro trader, she traded and took proprietary positions in a range of currencies, cash, and options and in interest rate and commodity futures and derivatives.*

*Ms. Radhika Govind Rajan holds an MBA degree from the Indian Institute of Management, Ahmedabad and a MSc (Physics) degree from Indian Institute of Technology, Mumbai. She was a National Science Talent Scholar through her Master's degree. Ms. Radhika Govind Rajan is an invited author of "The Global Internet Economy," a book published by MIT Press in 2003. She is a charter member of TIE, the global Entrepreneurs organization and served as an Executive Board Member of TIE Tristate for over 5 years. TIE, a global association of entrepreneurs active in accelerating the globalization of Indian business.*

Considering the experience and knowledge of Ms. Radhika Govind Rajan, the Board recommends the Special Resolution as set out at Item No.1 of this Postal Ballot Notice for approval by the members of the Company.

None of the Directors/Key Managerial Personnel or their relatives except Ms. Radhika Govind Rajan is concerned or interested financially or otherwise in the resolution set forth in item no.1 is in the said Resolution.

*Information Pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:*

<b>Name of the Director</b>	Ms. Radhika Govind Rajan
<b>Director Identification Number (DIN)</b>	00499485
<b>Date of Birth and Age</b>	April 23, 1956 (64 Years)
<b>Date of First Appointment on the Board</b>	May 27, 2016
<b>Qualifications</b>	MBA degree from the Indian Institute of Management Ahmedabad and a MSc (Physics) degree from Indian Institute of Technology, Mumbai.
<b>Expertise in Specific functional Area</b>	General Management of Business, Forex Management and Securities Market
<b>No. of Board Meetings attended during the period April 1, 2020 till date</b>	Four (out of Four Meetings held)
<b>Number of Shares held in the Equity Capital of the Company</b>	Nil
<b>Directorships held in other Companies</b>	1. Sonata Software Limited 2. Sonata Information Technology Limited
<b>Memberships / Chairmanships of Committees of Boards in Companies (Including 3M India Limited)</b>	1. 3M India Limited <ul style="list-style-type: none"><li>• Audit Committee: Member</li><li>• Stakeholders Relationship Committee: Member</li><li>• Risk Management Committee: Member</li><li>• Corporate Social Responsibility Committee: Member</li></ul>

	<p>2. Sonata Software Limited</p> <ul style="list-style-type: none"> <li>• <i>Audit Committee: Member</i></li> <li>• <i>Stakeholders Relationship Committee: Member</i></li> <li>• <i>Corporate Social Responsibility Committee: Member</i></li> </ul> <p>3. Sonata Information Technology Limited</p> <ul style="list-style-type: none"> <li>• <i>Audit Committee: Member</i></li> </ul>
<b>Remuneration last drawn (FY 2019-20)</b>	Rs. 21,00,000/- (Sitting Fees and Commission)
<b>Remuneration sought to be paid</b>	Sitting Fees and Commission as approved by the Board of Directors are within the limits of the applicable laws.
<b>Disclosure of relationships between Directors/KMP inter-se</b>	Nil
<b>Indian Institute of Corporate Affairs data bank registration number and validity</b>	IDDB-DI-202002-005153 (valid from Feb 28, 2020 to Feb 27, 2025)

**Item Nos. 2 & 3:**

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its Meeting held on August 13, 2020 has appointed Ms. Mamta Janak Gore (DIN: 08792863) as an Additional Director and Whole-time Director (designated as Whole-time Director and Chief Financial Officer) of the Company for a period of 3 (three) years w.e.f. September 01, 2020 to August 31, 2023 (categorized as Executive Non- Independent Director) and who holds office upto the date of next Annual General Meeting.

The appointment of Ms. Mamta Janak Gore is appropriate and in the best interests of the Company. The approval of the members is being sought for the appointment and for the terms, conditions, and stipulations for the appointment of Ms. Mamta Janak Gore as the Whole-time Director and the remuneration payable to her. The terms and conditions fixed by the Board of Directors at its meeting held on August 13, 2020 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important positions as that of the Whole-time Director.

A copy of the letter of appointment as Whole-time Director setting out the terms and conditions of her appointment is available for inspection by the Members at the Registered Office/Corporate Office of the Company during the office hours on all working days other than on Saturdays and Sundays till last date for voting.

The terms of appointment and remuneration as contained in the agreement are given below:

**Period of Appointment:** Three (3) years from September 01, 2020 to August 31, 2023.

**Salary including allowances and Incentives (excluding Perquisites):** Not exceeding Rs. 25 Lakhs per month (Upper limit for her entire tenure of (Three) 3 years)

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

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

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

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

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

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

**Minimum Remuneration:** Notwithstanding anything herein above stated, where in any financial year during the currency of the tenure of Ms. Mamta Janak Gore, the Company incurs a loss or its profits are inadequate, the Company subject to the approval of Central Government, if so required, shall pay the same remuneration as stated above but subject to being within the overall limits on managerial remuneration as provided under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act. The Board of Directors shall communicate any revision in the terms of remuneration to Ms. Mamta Janak Gore for her acceptance.

The Contract of service of Ms. Mamta Janak Gore is terminable with a notice period of 90 days on either side.

She is not liable to retire by rotation.

No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

Accordingly, an Ordinary Resolutions seeking appointment of Ms. Mamta Janak Gore as Director and as Whole-time Director of the Company is included to be passed by the Members through Postal Ballot.

**A brief profile of Ms. Mamta Janak Gore is given below:**

*Ms. Mamta Janak Gore- aged 55 years, has over 26 years of diverse experience in the finance function within 3M Company's Middle East, Central Europe, and India Region Operations. Since 1994, held positions of increasing responsibilities, with extensive exposure to areas such as P&L and Balance Sheet management, financial planning and analysis, six sigma, forex management, strategic planning, project management, team management, credit risk management, business transformation efforts through her role as APL for RTR, culminating into her latest position as Finance Manager of 3M India Limited since 2018. She has experienced in the business side of operations during her role as Marketing Manager for the Industrial & Transportation Group, where she handled the area of Market Research, Product Pricing, Demand Planning, New Product Introductions, A&M budgets, and had overall responsibility of delivering the planned top and bottom line for the group.*

*Ms. Mamta Janak Gore has previously worked with Martin Emprex (FarEast)Ltd. JebelAli, Dubai, Inchcape Shipping Services (MMI) Dubai and K.M. Tanna & Co. Chartered Accountants, Bombay.*

*Ms. Mamta Janak Gore holds a Certificate course on Retail Management from the Indian Institute of Management Ahmedabad and holds a Bachelor's degree in Commerce (Honours), from Jaihind College, University of Bombay and is a qualified Chartered Accountant and a member of the Institute of Chartered Accountants of India.*

Considering the experience and knowledge of Ms. Mamta Janak Gore, the Board recommends the Ordinary Resolutions as set out at item nos. 2 and 3 of this Postal Ballot Notice for approval by the members of the Company.

None of the Directors/Key Managerial Personnel or their relatives except Ms. Mamta Janak Gore is concerned or interested financially or otherwise in the resolution set forth in Item Nos. 2 and 3 is in the said Resolutions.

*Information Pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:*

<b>Name of the Director</b>	Ms. Mamta Janak Gore
<b>Director Identification Number (DIN)</b>	08792863
<b>Date of Birth and Age</b>	September 23, 1965 (55 Years)
<b>Date of First Appointment on the Board</b>	September 1, 2020
<b>Qualifications</b>	Certificate course on Retail Management from Indian Institute of Management, Ahmedabad (IIMA). Chartered Accountant from the Institute of Chartered Accountants of India. Bachelor of Commerce (Honours), Jaihind College, University of Bombay.
<b>Expertise in Specific functional Area</b>	Finance and Corporate Management, Taxation, Treasury, Mergers, and Acquisitions.
<b>No. of Board Meetings attended during the period April 1, 2020 till date (As CFO and as Whole time Director and CFO)</b>	Two (out of Two Meetings held till August 2020) as CFO Two (out of Two Meetings held after September 2020) as Whole time Director and CFO.
<b>Number of Shares held in the Equity Capital of the Company</b>	Nil
<b>Directorships held in other Companies</b>	Nil
<b>Memberships / Chairmanships of Committees of Boards in Companies (Including 3M India Limited)</b>	3M India Limited • Corporate Social Responsibility Committee: Member
<b>Remuneration last drawn (FY 2019-20 as CFO)</b>	Rs. 4,05,21,080 (As Chief Financial Officer)
<b>Remuneration sought to be paid</b>	Not exceeding Rs. 25 Lakhs per month (upper limit for her entire tenure of (Three) 3 years). The remuneration as approved by the Board are within the limits prescribed by the Companies Act, 2013.
<b>Disclosure of relationships between Directors/KMP inter-se</b>	Nil

**Item No. 4:**

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its Meeting held on August 13, 2020 has appointed of Mr. James Ernest Falteisek (DIN: 08792857) as an Additional Director (categorized as Non-Executive Non- Independent Director) of the Company w.e.f. September 01, 2020 and who holds office upto the date of next Annual General Meeting.

He is liable to retire by rotation. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

Accordingly, an Ordinary Resolution seeking appointment of Mr. James Ernest Falteisek as a Director of the Company is included to be passed by the Members through Postal Ballot.

**A brief profile of Mr. James Ernest Falteisek is given below:**

*Mr. James Ernest Falteisek, aged 55 years, is the Vice President, 3M Asia Corporate Affairs and Managing Director of 3M Korea. Prior to this role, Mr. James Ernest Falteisek served as Vice President, Commercialization, Consumer Business Group, St. Paul. He has over 33 years of diverse experience worked in different capacities. He has affiliations with Business, Professional and Civic Organizations.*

*Mr. James Ernest Falteisek holds Master of Business Administration from University of St. Thomas, St. Paul, Minnesota and Bachelor of Chemical Engineering from Education University of Minnesota, Twin Cities. He is a Board Member of Park Square Theatre, St. Paul, MN and Board of Governors, AMCHAM Korea.*

Considering the experience and knowledge of Mr. James Ernest Falteisek, the Board recommends the Ordinary Resolution as set out at item no.4 of this Postal Ballot Notice for approval by the members of the Company.

None of the Directors/Key Managerial Personnel or their relatives except Mr. James Ernest Falteisek is concerned or interested financially or otherwise in the resolution set forth in item no. 4 is in the said Resolution.

*Information Pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:*

<b>Name of the Director</b>	Mr. James Ernest Falteisek
<b>Director Identification Number (DIN)</b>	08792857
<b>Date of Birth and Age</b>	September 12, 1965 (55 Years)
<b>Date of First Appointment on the Board</b>	September 1, 2020
<b>Qualifications</b>	Bachelor of Chemical Engineering from Education University of Minnesota, Twin Cities and Master of Business Administration from University of St. Thomas, St. Paul, Minnesota.
<b>Expertise in Specific functional Area</b>	General Management of Business, Industry and Marketing.
<b>No. of Board Meetings attended from September 1, 2020</b>	Two (out of Two Meetings held after September 2020)
<b>Number of Shares held in the Equity Capital of the Company</b>	Nil
<b>Directorships held in other Companies</b>	Nil
<b>Memberships / Chairmanships of Committees of Boards in Companies (Including 3M India Limited)</b>	3M India Limited • Risk Management Committee: Member
<b>Remuneration last drawn</b>	NA
<b>Remuneration sought to be paid</b>	NA
<b>Disclosure of relationships between Directors/KMP inter-se</b>	Nil

Registered Office:

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

**By order of the Board**

**V. Srinivasan**  
**Company Secretary &**  
**Compliance Officer**  
**A-16430**

Place: Bengaluru

Date: February 10, 2021