

March 19, 2013



The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra
Mumbai - 400051

Dear Sirs,

Subject: Notice of offer for sale of equity shares of 3M India Limited by its promoter, 3M Company through the stock exchange mechanism (the *Notice*)

Pursuant to Clause 5(b) of circular No. CIR/MRD/DP/ 18 /2012 dated July 18, 2012 (as amended by circular no. CIR/MRD/DP/04/2013 dated January 25, 2013) issued by the Securities and Exchange Board of India (**SEBI**), and such circular as amended, the **Circular**), we wish to inform you that 3M Company, a company incorporated in Delaware and the promoter of 3M India Limited, proposes to sell 113,198 equity shares of the face value of Rs. 10 each of the Company on March 21, 2013 (the **Sale Date**) through a sale on the separate windows provided by the BSE Limited (**BSE**) and the National Stock Exchange of India Limited (**NSE**) respectively for this purpose under circular no. 20130129-23 dated January 29, 2013 issued by BSE and the circular no. 004/2013 dated January 30, 2013 issued by NSE (the **Sale**).

The information required to be announced in this Notice under Clause 5(b) of the Circular is set out below in tabular form, Other important information in relation to the Sale is set out below under the heading "Important Information", and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety.

Name of the Seller (promoter / promoter group)	3M Company, a company incorporated in Delaware with registered number 0262413 (the Seller) The Seller is the sole promoter of 3M India Limited.
Name of the Company whose shares are proposed to be sold	3M India Limited (the Company)
Name of the stock exchanges where orders shall be placed	BSE and NSE
Designated Stock Exchange	NSE

Date and time of opening the Sale	The Sale shall take place on a separate window designated by BSE and NSE and will commence on the Sale Date at 9:15 a.m. (Indian Standard Time) and will close on the same day at 3.30 p.m. (Indian Standard Time)
Date and time of closing the Sale	The Sale will close at 3:30 p.m. (Indian Standard Time) on the Sale Date
Allocation Methodology	<p>The allocation shall be made using the price priority method on the basis of multiple clearing prices in accordance with the Circular.</p> <p>A minimum of 25% of the equity shares in the Sale shall be reserved for mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996 (<i>mutual funds</i>) and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999 (<i>insurance companies</i>), subject to receipt of valid bids/orders at or above the floor price.</p> <p>In the event of any under subscription by mutual funds and insurance companies, the unsubscribed portion shall be available to the other bidders. No single bidder other than mutual funds and insurance companies shall be allocated more than 25% of the shares in the Sale.</p>
Number of Shares proposed to be sold by the Seller pursuant to the Sale	113,198 equity shares of face value of Rs. 10 each, representing approximately 1% of the equity share capital of the Company.
Maximum number of Shares that the Seller may choose to sell over and above the offer made in the Sale	Nil
Seller's Broker	Citigroup Global Markets India Private Limited (NSE Member ID: 11413 and BSE Member ID: 670)
Floor Price	The Seller shall declare the floor price for the Sale on March 20, 2013, after the

	<p>close of trading hours of BSE and NSE.</p> <p>Order/ bids below the Floor Price shall not be accepted and will not be considered for allocation.</p>
Conditions for withdrawal or cancellation of the Sale	<p>Withdrawal:</p> <p>The Seller reserves the right to not proceed with the Sale at any time prior to opening of the Sale on the Sale Date. In such a case, there will be a cooling off period of 10 trading days from the date of withdrawal before such an offer is made again. The stock exchanges shall suitably disseminate the details of such withdrawal.</p> <p>Cancellation:</p> <p>In the event (i) the aggregate number of orders received in the Sale at or above the floor price is less than the total number of shares being offered for the Sale; or (ii) of a default in settlement obligations, then the Seller reserves the right to either conclude the Sale to the extent of valid bids or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.</p>

Important Information

Condition for Participating in the Sale

The clearing corporation / clearing house will collect 100% margin in cash from non-institutional investors. In case of institutional investors who place orders / bids with 100% margin upfront, custodian confirmation shall be within trading hours. In case of institutional investors who place orders without upfront margin, custodian confirmation shall be as per the existing rules for secondary market transactions. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments.

The following orders shall be valid in the OFS window:

- A. Orders with 100% of margin paid upfront by institutional investors and non-institutional investors. Such orders can be modified or cancelled at any time

during the trading hours, in which case such funds shall be released / collected on a real time basis.

- B. Orders without paying upfront margin by institutional investors only. Such orders cannot be modified or cancelled by the investors or stock brokers, except for making upward revision in the price or quantity.

In case of any modification or cancellation, such funds shall be released/ collected on a real time basis by the clearing corporation / clearing house.

Buyers shall also be liable to pay any other fees, as may be levied by the Stock Exchange, including Securities Transaction Tax. Multiple orders from a single buyer shall be permitted.

In the event of default in pay-in by any investor, 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the Investor Protection Fund of the stock exchange.

The price at which allotments have been made shall not be revised as a result of any default in pay-in.

Allotment details after settlement shall be disseminated by the BSE and NSE.

Other Important Information

The Sale is personal to each prospective bidder (including individuals, funds or otherwise) who makes a bid (each a **Bidder**) and does not constitute an offer or invitation or solicitation of an offer to the public requiring any prospectus or offer document to be filed with any regulatory authority within or outside India.

There will be no public offer of the Sale Shares in India under the Companies Act, 1956 or any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a "prospectus" or an offer document with the Registrar of Companies in India, the Securities and Exchange Board of India (**SEBI**), the Stock Exchanges or any other regulatory or listing authority in India or abroad, under the Companies Act, 1956, as amended and/or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Sale is being made in reliance on the Circular issued by the SEBI and subject to the circulars, rules and regulations of the Stock Exchanges. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information together with the information contained in this Notice, and any information available on the Stock Exchanges or with SEBI previously published by the Company. The Sale is subject to the further terms set forth in the contract note to be provided to the prospective successful bidders.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction (**Other Jurisdiction**) in which such offer,

solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in an Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction. Prospective purchasers should seek appropriate legal advice prior to participating in the Sale.

This Notice is not for publication or distribution in the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the *United States*), and is neither an offer for sale nor a solicitation of an offer to buy any securities of the Company in the United States. Securities of the Company have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the *Securities Act*), and may not be offered or sold in the United States absent registration under the Securities Act, except in transactions exempt from, or not subject to, registration under the Securities Act. The Sale Shares will be offered only outside the United States in offshore transactions pursuant to Regulation S under the Securities Act (*Regulation S*). Purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act.

By submitting a bid in connection with the Sale or receiving the Sale Shares, Bidders will be deemed to have read and understood this Notice in its entirety and to be accepting of the terms and conditions set out in this Notice.

By submitting a bid in connection with the Sale or receiving the Sale Shares, buyers will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) represented, agreed and acknowledged that they are and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, and (i) located outside the United States, (ii) purchasing such Sale Shares in an offshore transaction pursuant to Regulation S and (iii) not an affiliate of the Company's or a person acting on behalf of such an affiliate.

By submitting a bid on behalf of a buyer in connection with the Sale, each broker will be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates and all person acting on its or their behalf (a) has offered or will offer and sell the Sale Shares except outside the United States in reliance upon Regulation S or (b) has engaged or will engage in any directed selling efforts (within the meaning of Regulation S) with respect to the Sale Shares in connection with the offer or sale of the Sale Shares.

Yours Sincerely,

For **3M Company**


Authorised signatory