

→ Linde India Limited.



Making our world more productive

Linde India Limited.

Notice 2018.

Notice.

Notice is hereby given that the Eighty Third Annual General Meeting of the Members of Linde India Limited will be held at the Kala Mandir Auditorium, 48 Shakespeare Sarani, Kolkata 700 017 on Thursday, 16 May 2019 at 3.00 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 December 2018 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2018 together with the Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31 December 2018.
3. To consider and ratify the appointment of Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration no. 117366W/W-100018) as the Statutory Auditors of the Company as approved by the Members at the 81st Annual General Meeting of the Company and to fix their remuneration and in this connection, 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 Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the Members of the Company at the 81st Annual General Meeting appointing Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration no. 117366W/W-100018) as Statutory Auditors of the Company to hold office until the conclusion of the 86th Annual General Meeting of the Company to be held in the year 2022, the appointment of Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration no. 117366W/W-100018) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting be and is hereby ratified on such remuneration as may be fixed by the Board of Directors of the Company and as may be mutually agreed between the Board and the Statutory Auditors, in addition to reimbursement

of all out-of-pocket expenses in connection with the audit of the accounts of the Company.

RESOLVED FURTHER THAT in view of the omission of the first proviso to Section 139(1) of the Companies Act, 2013 [vide the Companies (Amendment) Act, 2017] requiring ratification of the appointment of Statutory Auditors at every Annual General Meeting, the ordinary resolution passed by the Members of the Company at the 81st Annual General Meeting appointing Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration no. 117366W/W-100018) as Statutory Auditors of the Company be and is hereby partially modified to the extent of dispensing with the requirement of ratification of the appointment of the statutory auditors for the remaining tenure of their appointment as contained in the said resolution.”

Special Business:

To consider and, if thought fit, to pass with or without modification(s), the following resolutions:

4. As an Ordinary Resolution:

“RESOLVED THAT Dr Shalini Sarin (DIN : 06604529), who was appointed by the Board of Directors as an Additional Director in the category of Independent Director of the Company with effect from 10 July 2018 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations, 2015] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Dr. Shalini Sarin

(DIN: 06604529) as an Independent Director of the Company, who meets the criteria for independence as per the Companies Act, 2013 and SEBI Listing Regulations, 2015 and who has submitted a declaration to that effect, be and is hereby approved with effect from 10 July 2018 for a term of 5 (five) consecutive years and that she shall not be liable to retire by rotation.”

5. 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Messrs Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Regn. No. 000041), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31 December 2019 as prescribed under the Companies (Cost Records and Audit) Rules, 2014 be paid a remuneration of Rs. 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) plus applicable tax and out of pocket expenses that may be incurred during the course of audit and the said remuneration be and is hereby ratified and confirmed.”

6. As an Ordinary Resolution:

“RESOLVED THAT Mr Sanjiv Lamba, a Director liable to retire by rotation, who does not seek re-election, be not re-appointed a Director of the Company.

RESOLVED FURTHER THAT the vacancy, so created by the retirement by rotation of Mr Sanjiv Lamba on the Board of Directors of the Company be not filled at present.”

Registered Office
Oxygen House
P 43 Taratala Road
Kolkata 700 088
India

Singapore
22 March 2019

By order of the Board
Linde India Limited



Pawan Marda
Membership No. ACS 8625
Asst. Vice President
& Company Secretary

Notes:

- 1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the Special Business in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.
- 2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its registered office not less than 48 hours before the commencement of the Annual General Meeting, i.e., by 10.00 a.m. on Tuesday, 14 May 2019.

A person can act as Proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a Proxy for any other Member.

The Proxy-holder shall prove his identity at the time of attending the Meeting. Proxies are requested to carry photo identification to the venue of the Meeting.

- 3. Institutional/Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- 4. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.
- 5. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 10 May 2019 to Thursday, 16 May 2019 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.

6. The dividend, as recommended by the Board of Directors, if declared at the 83rd Annual General Meeting will be paid to those Members whose names appear on the Company's Register of Members after giving effect to all valid transfer deeds in physical form lodged with the Company/RTA on or before Thursday, 9 May 2019 and in respect of shares held in dematerialized form to the beneficial owners whose names appear in the statements to be furnished by the Depositories for this purpose as at the close of business hours on Thursday, 9 May 2019. The dividend declared at the Annual General Meeting shall be paid on or about Thursday, 23 May 2019.
7. As per the SEBI Listing Regulations, 2015, the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in demat mode are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account and Members holding shares in physical mode are requested to submit the said bank details to the Company's Registrar & Transfer Agents.
8. The Notice of the Annual General Meeting, Annual Report 2018, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members whose e-mail IDs are registered with the Company's Registrar & Transfer Agents or the Depository Participant(s). For Members who have not registered their e-mail IDs as above, physical copies of the Notice of the Annual General Meeting and Annual Report 2018, along with Attendance Slip and Proxy Form are being sent at their registered addresses.
9. In terms of Sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the IEPF Rules') as amended from time to time, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
10. Members who have not encashed their dividend warrant(s) for any one or more of the financial year(s) viz. year ended on 31 December 2011, 31 December 2012, 31 December 2013, 31 December 2014, 31 December 2015, 31 December 2016 and 31 December 2017 are requested to immediately send their claims to the Company or its Registrar & Transfer Agents, Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor,

Kolkata 700 020 for the same. The due dates for transfer of the aforesaid unpaid/unclaimed dividend to IEPF are as follows.

Dividend for the year ended	Due date for transfer to IEPF
Year ended 31 Dec. 2011 (57 th Dividend)	23 June 2019
Year Ended 31 Dec. 2012 (58 th Dividend)	23 June 2020
Year Ended 31 Dec. 2013 (59 th Dividend)	29 June 2021
Year Ended 31 Dec. 2014 (60 th Dividend)	22 June 2022
Year Ended 31 Dec. 2015 (61 st Dividend)	25 June 2023
Year ended 31 Dec. 2016 (62 nd Dividend)	25 May 2024
Year ended 31 Dec. 2017 (63 rd Dividend)	23 May 2025

11. Members are requested to note that pursuant to the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations, 2015 and the IEPF Rules, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years are required to be transferred to the demat account of the IEPF Authority. In line with the said provisions, during the year 2018, the Company had issued two individual notices dated 30 March 2018 and 18 June 2018 to the concerned shareholders requesting them to claim their unpaid/unclaimed dividend. The Company had also published a notice dated 7 April 2018 in the Business Standard (English)- Kolkata edition and Aaj Kaal (Bengali)- Kolkata edition on 7 April 2018 in connection with transfer of such equity shares of the Company to the demat account of the Investor Education and Protection Fund Authority.
12. In compliance with the aforesaid provisions of the IEPF Rules, the Company had submitted the corporate action information form of NSDL to its Registrar and Transfer Agents on 6 August 2018 for transfer of 17,482 shares of the Company to the Demat Account of the IEPF Authority, which were subsequently transferred to the Demat Account of the IEPF Authority on execution of the corporate action by the RTA. The details of shares transferred are as follows:

Shares held in	Number of records	Number of shares
Physical Form	139	17183
NSDL	5	193
CDSL	5	106
Total	149	17482

13. Members are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by them from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of

- the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Registered Office of the Company for verification of the claim.
14. The IEPF Rules and the application form (Form IEPF-5), as prescribed by the MCA for claiming back of the shares/ dividend, are available on the website of the Company at www.linde.in as well as website of IEPF at www.iepf.gov.in.
 15. As mentioned in Note 10 above, the unpaid/unclaimed dividend for the year 2011 (57th Dividend) would become due for transfer to IEPF on 23 June 2019. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF Rules, the transfer of the 57th dividend to IEPF would trigger the action for transfer of the next lot of shares to the Demat Account of the IEPF Authority, in respect of which Dividend remained unpaid/ unclaimed for the last seven consecutive years (i.e. 57th Dividend to 63rd Dividend). In compliance with the IEPF Rules, the Company would accordingly send notices to the concerned shareholders in this regard in due course.
 16. As per the MCA's "Green Initiative in Corporate Governance", your Company endeavors to send copies of Annual Report, Notices, etc. to the registered email id of the shareholders. However, physical copies of the Annual Report and other documents would be additionally provided free of cost on specific request from any shareholder in this regard.
 17. Members holding shares in physical form are requested to notify immediately any change in their address including Pin code, Bank Mandate, etc. to the Company's Registrar & Transfer Agents, Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata 700 020. Members holding shares in electronic form are requested to furnish this information to their respective Depository Participants for updation of the changes.
 18. Members who hold shares in electronic form and who have not registered their e-mail addresses so far are requested to register their email IDs with their Depository Participants. Members who hold shares in physical form are requested to fill and send the "Email Registration Form" to the Company/Registrar and Transfer Agents. This form is available on the Company's website at www.linde.in under Investor Relations section.
 19. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio. Members holding shares in physical form are also requested to take action for dematerialization of the shares to avail the benefits of demat.
 20. Members holding shares in physical form and desirous of making/updating Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents, Link Intime India Pvt. Ltd., who will provide the form on request. These forms are also available on the Company's website at www.linde.in under Investor Relations section. Members holding shares in dematerialised form should make/update their nomination with their Depository Participants.
 21. Members are requested to contact the Company's Registrar & Transfer Agents, Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata 700 020 (Phone No. +91 33 2289 0540; Fax No. +91 33 2289 0539) for reply to their queries/redressal of complaints, if any, or contact the Secretarial Department at the Registered Office of the Company (Phone +91 33 6602 1600, Email: investor.relations.in@linde.com).
 22. Members, Proxies and Authorised Representatives are requested to bring their Attendance Slips together with their copies of the Annual Reports to the Meeting. Copies of the Annual Report will not be provided at the AGM venue.
 23. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder and other relevant documents in respect of the proposed resolutions would be available for inspection by the Members at the venue of the Annual General Meeting and also at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 a.m. and 12.00 p.m. upto the date of this Annual General Meeting.
 24. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat mode are, therefore, requested to submit a self-attested copy of their PAN card to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit the self-attested copy of their PAN card to the Company's Registrar & Transfer Agents.
 25. A Route map showing directions to reach the venue of the 83rd Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

26. E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 83rd Annual General Meeting (AGM) which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting at the AGM through an electronic voting system. The Company also proposes to provide the option of voting by means of Ballot Form at the AGM in addition to the electronic voting system mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

Mr S. M. Gupta (Membership No. FCS-896) of Messrs S. M. Gupta & Co., Company Secretaries (C. P. No. 2053), whom failing, Mr P Sarawagi (Membership No. FCS-3381) of Messrs P Sarawagi & Associates, Company Secretaries (C. P. No. 4882) who have individually consented to the Company to act as the Scrutinizer, have been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process (electronically or otherwise) for the 83rd Annual General Meeting of the Company in a fair and transparent manner and submit a Scrutinizer’s report of the total votes cast to the Chairman or a person authorized by him in writing.

The procedure with respect to E-voting is provided below:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in

mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Evoting Cycles.
2. After click on Active Evoting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@linde.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. 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 www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

- I. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the **cut-off date of 9 May 2019**, may obtain their user ID and password for e-voting from Company’s Registrar & Transfer Agents, Link Intime India Pvt. Ltd., 59C,

Chowringhee Road, 3rd Floor, Kolkata 700 020 (Phone No. +91 33 2289 0540; Fax No. +91 33 2289 0539, e-mail id – kolkata@linkintime.co.in) or NSDL (Phone No. +91 22 2499 4600, e-mail id – evoting@nsdl.co.in).

- II. The remote e-voting period starts on **Monday, 13 May 2019 at 9.00 a.m.** and ends on **Wednesday, 15 May 2019 at 5.00 p.m.** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 9 May 2019, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- III. In case of any queries, you may refer to the “Frequently Asked Questions (FAQs)” for Shareholders and e-voting user manual for Shareholders available at the “downloads” section of NSDL website at www.evoting.nsdl.com.
- IV. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his/her vote.
- V. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through electronic voting system/ballot form. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- VI. The results of the e-voting and Ballot shall be aggregated and declared not later than 48 hours of conclusion of the AGM, i.e., Saturday, 18 May 2019. The declared results along with the Scrutinizer’s Report will be available on the Company’s website at www.linde.in and on the website of NSDL at www.evoting.nsdl.com and will also be displayed on the Notice Board of the Company at its Registered Office. The results will also be forwarded to the Stock Exchanges where the Company’s shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

27. Appointment/re-appointment of Directors:

Dr Shalini Sarin (born 1965) is a Masters in Sociology and Human Resource Management and holds a Doctorate in Organization Behavior. She is an Executive Coach from Motorola University - Chicago & a Psychometrician from British Psychology Society. She is presently the global head of CSR, Chair of Philips Lighting Foundation and advisor to the Solar and BoP business at Philips Lighting. Besides Philips, Dr Sarin is the Chairperson of a global taskforce of Foundations with International Solar Alliance, a Govt. of India and Govt. of France Alliance supported by the United Nations.

Dr Sarin is also a Director on the Board of Automotive Axles Ltd. and Meritor HVS (India) Ltd.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice:

As the businesses specified in Item Nos. 4, 5 and 6 of the Notice of even date, to which this statement is annexed, are items of special business to be transacted at the 83rd Annual General Meeting of the Company, the following facts are set out in compliance with the provisions of Section 102 of the Companies Act, 2013:

Item No.4

The Board of Directors of the Company had on the recommendation of the Nomination and Remuneration Committee, appointed Dr Shalini Sarin as an Additional Director (Non-Executive Independent Director) of the Company with effect from 10 July 2018 for a term of 5 (five) consecutive years subject to approval of the Shareholders of the Company. The terms of appointment of Dr Sarin including role, duties, details of remuneration by way of sitting fees and commission as may be determined by the Board within the limits approved by the Shareholders of the Company are contained in the Letter of Appointment issued to her as an Independent Director. As an Additional Director, Dr Sarin holds office until the ensuing 83rd Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and is eligible for appointment as a Non-Executive Independent Director. The Company has received a notice under Section 160(1) of the said Act from a Member signifying his intention to propose Dr Shalini Sarin’s appointment as an Independent Director of the Company.

Dr Sarin is the Global Head of CSR, Chair of Philips Lighting Foundation and advisor to the Solar and BoP business at Philips Lighting. Dr Sarin is also the Chairperson of a Global taskforce of Foundations with International Solar Alliance, a Govt. of India and Govt. of France Alliance supported by the United Nations. The Board considers that given the background and the expertise of Dr Sarin as highlighted above, her continued association would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director of the Company. The Board therefore, recommends the Ordinary Resolution set out at item no. 4 of the Notice for your approval.

Dr Sarin presently does not hold any shares in Linde India Ltd.

Dr Sarin is concerned or interested in the resolution as it relates to her appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution.

Item No.5

The Board of Directors of the Company had on the recommendation of the Audit Committee, approved the appointment of Messrs Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Regn. No.

000041) as the Cost Auditors to conduct the audit of cost records of the Company for the financial year ending 31 December 2019.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

The Board, therefore, recommends the Ordinary Resolution set out at Item no.5 of the Notice for approval by the Members.

None of the Directors/Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution.

Item No.6

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr Sanjiv Lamba retires by rotation at the ensuing Annual General Meeting. Mr Lamba has not sought re-election and it has been decided by the Board that the vacancy so created on the Board of Directors of the Company should not be filled. Mr Lamba has been on the Board of the Company since 7 June 2005 and was appointed as the Chairman of the Board with effect from 9 February 2012. Mr Lamba has been a member of the Audit Committee and the Nomination and Remuneration Committee of the Board. Members’ attention is invited to the Directors section in the Directors Report for more information on the same.

The Board, therefore, recommends the Ordinary Resolution set out at Item no.6 of the Notice for approval by the Members.

Mr S Lamba is concerned or interested in the resolution as it relates to his retirement by rotation. None of the other Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution.

Registered Office:
Oxygen House
P 43 Taratala Road
Kolkata 700 088
India

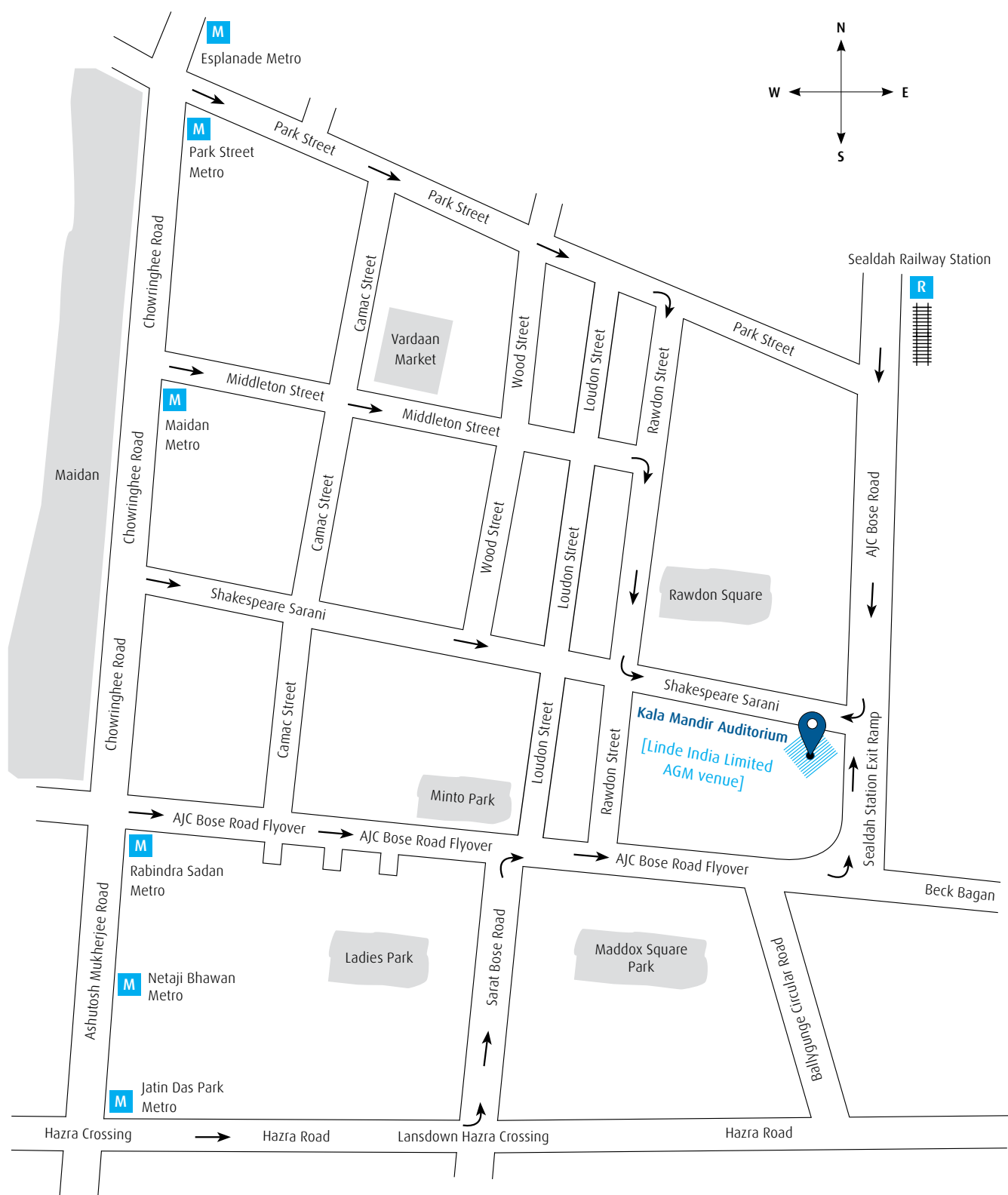
Singapore
22 March 2019

By order of the Board
Linde India Limited



Pawan Marda
Membership No. ACS 8625
Asst. Vice President
& Company Secretary

Route map of 83rd AGM Venue of Linde India Limited.



Linde India Limited

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