

→ Linde India Limited.



Making our world more productive

Linde India Limited.

Notice 2019.

Notice.

Notice is hereby given that the Eighty Fourth Annual General Meeting ("AGM" or "Meeting") of the Members of Linde India Limited will be held through Video Conference (VC) or Other Audio-Visual Means (OAVM) on Friday, 18 September 2020 at 10:00 a.m. IST to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Oxygen House, P 43, Taratala Road, Kolkata 700 088.

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 December 2019 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 2019 together with the Report of the Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended 31 December 2019.
3. To appoint a director in place of Mr. Abhijit Banerjee (DIN: 08456907), who retires by rotation and being eligible, offers himself for re-appointment.

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 Mr Robert John Hughes (DIN : 08493540), who was appointed by the Board of Directors ("the Board") as an Additional Director of the Company with effect from 28 June 2019 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 his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

5. As an Ordinary Resolution:

"RESOLVED THAT Ms Cheryl Wei Ling Chan (DIN : 08590180), who was appointed by the Board of Directors ("the Board") as an Additional Director of the Company with effect from 11 November 2019 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, be and is hereby appointed as a Director of the Company."

6. 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 Mani & Co., Cost Accountants (Firm Regn. No. 000004), 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 2020 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."

7. As an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197(7) 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 Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the approval of the Members be and is hereby granted for payment of commission to the Non-Executive Independent Directors of the Company for a period of five years with effect from the financial year

commencing from 1 January 2020, of such amount as the Board may decide, not exceeding 1% (one percent) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013, in any financial year, to be divided amongst the aforesaid Non-Executive Independent Directors in such amounts or proportions and in such manner as the Board of Directors of the Company may from time to time determine and in default of such determination equally, provided that in respect of any part of the said five years not coinciding with the financial year of the Company, the amount of commission shall be pro-rata for the period which the said period bears to the whole of the financial year concerned and further that the above remuneration shall be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and/or Committee meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

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

Kolkata
30 July 2020

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 Meeting is annexed hereto and forms part of this Notice. The Board of Directors have considered and decided to include item nos. 4 to 7 given above as Special Business to be transacted in the forthcoming AGM, as they are unavoidable in nature.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 84th AGM of the Company will be conducted through Video Conference (VC)/Other Audio Visual Means (OAVM) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 84th AGM shall be the Registered Office of the Company.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. However, in terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 will not be available for the 84th AGM. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 84th AGM through VC/OAVM Facility and e-Voting during the said AGM.
4. The Company has engaged National Securities Depositories Limited ("NSDL") for providing facility for voting through remote e-Voting and for participation in the 84th AGM through VC/OAVM Facility and e-Voting during the 84th AGM.

5. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
6. **The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 12 September 2020 to Friday, 18 September 2020 (both days inclusive) for the purpose of the Meeting and payment of dividend.**

Others

7. In view of the requirement for mandatory dematerialization for transfer of securities as per the amended Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.
8. Members holding shares in physical form are also 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., Room Nos.- 502 & 503, 5th Floor, Vaishno Chamber, 6 Brabourne Road, Kolkata 700001. Members holding shares in electronic form are requested to furnish this information to their respective Depository Participants for updation of the changes.
9. 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.
10. 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.
11. Members are requested to contact the Company's Registrar & Transfer Agents, Link Intime India Pvt. Ltd., Room Nos.- 502 & 503, 5th Floor, Vaishno Chamber, 6 Brabourne Road, Kolkata 700001 (Email – kolkata@linkintime.co.in; Phone No. +91 33 4004 9728; Fax No. +91 33 4073 1698) for reply to their queries/redressal of complaints, if any relating to dividend, or

contact the Secretarial Department of the Company by sending an email to investor.relations.in@linde.com.

12. 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.

13. Since the AGM will be held through VC/OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Electronic despatch of Annual Report and process for registration of email id for obtaining copy of Annual Report:

14. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, the Annual Report along with the Notice of the 84th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company/Depository Participants. Members may note that the Notice and Annual Report 2019 will also be available on the Company's website www.linde.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
15. 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 by email at investor.relations.in@linde.com or to its RTA, Link Intime India Pvt. Ltd. at kolkata@linkintime.co.in. This form is available on the Company's website at www.linde.in under Investor Relations section. The Members may also contact the Company's Secretarial department via email on investor.relations.in@linde.com for any assistance in this regard.

Procedure for joining the AGM through VC/ OAVM:

16. Members may join the 84th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 9:30 a.m. IST i.e. 30 minutes before the time scheduled to start the 84th AGM and shall be kept open throughout the proceedings of the AGM.

17. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 84th AGM without any restriction on account of first-come first- served principle.
18. Members will be able to attend the 84th AGM through VC/OAVM Facility through the NSDL e-Voting system at <https://www.evoting.nsdl.com> under shareholders login by using the remote e-Voting credentials and clicking on the link available against the EVEN for the Company's 84th AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in Note 33 (E-voting) below to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
19. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
20. Members who need assistance before or during the AGM with use of technology, can:
- Send a request at evoting@nsdl.co.in or use Toll free no.: 1800-222-990; or
 - Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number +91-22-2499 4360; or
 - Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number +91-22-2499 4360.
21. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor.relations.in@linde.com. Questions / queries received by the Company till 5:00 p.m. on Tuesday, 15 September 2020 shall only be considered and responded during the AGM.
22. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by visiting the link <https://www.evoting.nsdl.com> from 9:00 a.m. on Tuesday, 15 September 2020 to 5:00 p.m. on Wednesday, 16 September 2020.
23. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
- Dividend related information:**
24. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, 11 September 2020, i.e. the date prior to the commencement of book closure, being the cut-off date will be entitled to payment of Dividend for the financial year ended 31 December 2019, as recommended by the Board, if approved at the AGM.
25. As per the SEBI (Listing Obligations and Disclosure Requirements) 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. To avoid delay in receipt of dividend, Members holding shares in demat mode are requested to submit/update 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.

Procedure to raise questions / seek clarifications with respect to Annual Report:

21. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor.relations.in@linde.com. Questions / queries received by the Company till 5:00 p.m.

Members holding shares in physical mode are requested to update their bank details, if required, by sending an email to the Company's Registrar & Transfer Agents at kolkata@linkintime.co.in or to the Company at investor.relations.in@linde.com. For this purpose, the Members should provide their Folio No., Name of member, self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar card, Name and branch of the bank in which you wish to receive the dividend, the bank account type, bank account number after implementation of core banking solutions, 9 -digit MICR Code Number, 11- digit IFSC and a scanned copy of the cancelled cheque bearing the name of the first member for updating bank account details.

For members who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent out to their registered addresses once the postal/courier facility is fully functional.

26. Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1 April 2020 shall be taxable in their hands. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	7.5% or as notified by the Government
Members not having PAN/valid PAN	20% or as notified by the Government

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed Rs 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F

- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be uploaded on the Registrar’s shareholder portal at <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> during the period commencing from 1 September 2020 and ending on 12 September 2020. No communication would be accepted from members after 12 September 2020 regarding the tax withholding matters.

27. 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.

Pursuant to the above, the Company has on 28 July 2020, after sending individual notices dated 17 March 2020 to the concerned shareholders, transferred the unpaid/unclaimed 58th dividend amount for the financial year ended 31 December 2012 to the IEPF. 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 2013, 31 December 2014, 31 December 2015, 31 December 2016, 31 December 2017 and 31 December 2018 are requested to send their claims to the Company or its Registrar & Transfer Agents, Link Intime India Pvt. Ltd., Room Nos.- 502 & 503, 5th Floor, Vaishno Chamber, 6 Brabourne Road, Kolkata 700001 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. 2012 (58 th Dividend)	Transferred on 28 July 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
Year Ended 31 Dec. 2018 (64 th Dividend)	22 June 2026

28. Members are requested to note that pursuant to the applicable provisions of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, 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 2019, the Company had issued individual notices dated 14 March 2019 to the concerned shareholders requesting them to claim their unpaid/unclaimed dividend. The Company had also published a notice dated 15 May 2019 in the Kolkata editions of Business Standard (English) and Aaj Kaal (Bengali) on 16 May 2019 in connection with transfer of such equity shares in the Company to the demat account of the Investor Education and Protection Fund Authority.

29. In compliance with the aforesaid provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company had submitted the corporate action information form of NSDL to its Registrar and Transfer Agents on 29 July 2019 for transfer of 27,743 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	223	25,686
NSDL	29	1,837
CDSL	10	220
Total	262	27,743

30. Members are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the concerned shareholders/claimants from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed along with requisite documents to the Registered Office of the Company for verification of the claim.

The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended 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 on the website of IEPF at www.iepf.gov.in.

31. As mentioned in Note 27 above, the unpaid/unclaimed dividend for the year 2012 (58th Dividend) has been transferred by the Company to IEPF on 28 July 2020. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF Rules, the Company will be initiating necessary 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. 58th Dividend to 64th Dividend).

Procedure for inspection of documents:

32. 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 the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and other relevant documents in respect of the proposed resolutions, if any, would be electronically available for inspection by the Members during the meeting. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 18 September 2020. Members seeking to inspect such documents can send an email to investor.relations.in@linde.com.

Procedure for remote E-voting and E-voting during the AGM:

33. 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 Obligations and Disclosure Requirements) 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 84th Annual General Meeting which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting during the AGM through an electronic voting system. As mentioned in the Note 4 above, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 11 September 2020, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

I. Procedure for E-voting :

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.nsd.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?**

- (a) Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsd.com/>
- (b) Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholders’ section.
- (c) 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 e-services i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(d) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i. 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*****.
ii. 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*****
iii. 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***

- (e) Your password details are given below:
 - i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

- ii. 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.
- iii. How to retrieve your ‘initial password’?
 - 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’.
 - If your email ID is not registered, please follow instruction mentioned in Note No. 15 above.
- (f) If you are unable to retrieve or have not received the ‘Initial password’ or have forgotten your password:
 - i. Click on ‘Forgot User Details/Password?’ (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - ii. Click on ‘Physical User Reset Password?’ (if you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - iii. 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.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- (h) Now, you will have to click on “Login” button.
- (i) After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is mentioned below:
How to cast your vote electronically on NSDL e-voting system?**

- (a) 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 Voting Cycles.
- (b) After clicking on Active Voting 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.
- (c) Select ‘EVEN’ of Company for which you wish to cast your vote.
- (d) Now you are ready for e-voting as the voting page opens.

- (e) 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.
- (f) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

II. Instructions for Members for E-Voting during the 84th AGM:

- (a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- (c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (d) For details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the AGM, please refer to Note 20 above.

III. General Information:

- (a) 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.
- (b) The voting rights shall be as per the number of equity shares held by the Members as on Friday, 11 September 2020, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date. In case of joint holders, only one of the joint holders may cast his/her vote.
- (c) 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

for the 84th Annual General Meeting of the Company in a fair and transparent manner and submit the Scrutinizer's Report of the total votes cast to the Chairman or a person authorized by him in writing.

- (d) The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. 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. 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.
- (e) 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 or contact Mr. Amit Vishal, Senior Manager or Ms Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. : +91-22-2499 4360 or +91-22-2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address investor.relations.in@linde.com.
- (f) Members of the Company under the category of Corporate and Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate and 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.

IV. Other Instructions:

- (a) 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 11 September 2020, may obtain their user ID and password for e-voting from Company's Registrar & Transfer Agents, Room Nos.- 502 & 503, 5th Floor Vaishno Chamber, 6 Brabourne Road, Kolkata 700001 (Phone No. +91 33 4004 9728; Fax No. +91 33 4073 1698, e-mail id – kolkata@linkintime.co.in) or NSDL (Phone No. +91 22 2499 4600, e-mail id – evoting@nsdl.co.in).

- (b) The remote e-voting period starts on **Tuesday, 15 September 2020 at 9:00 a.m.** and ends on **Thursday, 17 September 2020 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 **Friday, 11 September 2020**, 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.
- (c) Members attending the meeting through VC/OAVM 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. 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.

34. Appointment/re-appointment of Directors:

Additional information, pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 on General Meetings, in respect of the directors seeking appointment / re-appointment at the AGM, forms part of this Notice.

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

As the businesses specified in Item Nos. 4 to 7 of the Notice of even date, to which this statement is annexed, are items of special business to be transacted at the 84th 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. Although not statutorily required, brief details with regard to Item No. 3 regarding re-appointment of director retiring by rotation is also provided as an additional information to the Members.

Item No.3

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Article 104 of the Company's Articles of Association, Mr Abhijit Banerjee (DIN: 08456907), Managing Director, is required to retire by rotation at this Meeting and being eligible, has offered himself for re-appointment.

In the opinion of the Board, Mr Banerjee is a person of integrity and fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder read with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 each as amended and is therefore eligible for being re-appointed by the Members of the Company.

Mr Banerjee was appointed as Managing Director of the Company for a period of three years with effect from 7 June 2019. As per the terms of his appointment, his re-appointment at the AGM as a director retiring by rotation would not constitute break in his appointment as Managing Director.

The Company has received from Mr Banerjee (i) Consent in writing to act as Director in Form DIR-2 (ii) Intimation in Form DIR-8 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The other requisite details of Mr Banerjee, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) are separately provided below as an additional information to the Members.

Mr. Banerjee and his relatives are concerned or interested in the proposed Resolution as it relates to his re-appointment. None of the other Directors and Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The Board therefore, recommends the Ordinary Resolution set out at item no. 3 of the Notice for your approval.

Item No.4

The Board of Directors of the Company had on the recommendation of the Nomination & Remuneration Committee appointed Mr Robert John Hughes (DIN: 08493540) as an Additional Director (Non-Executive) of the Company with effect from 28 June 2019. Mr Hughes, as an Additional Director holds office only until the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and is eligible for appointment as Director of the Company.

Requisite Notice under Section 160(1) of the Companies Act, 2013 has been received by the Company from a Member signifying his intention to propose appointment of Mr Robert John Hughes as a Director of the Company. Further, the Company has received from Mr Hughes (i) Consent in writing to act as Director in Form DIR-2 (ii) Intimation in Form DIR-8 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.