

Sect/49

12 April 2017

The General Manager  
Department of Corporate Services  
BSE Limited  
New Trading Ring, Rotunda Building 1<sup>st</sup> Floor  
P.J.Towers, Dalal Street  
Fort, Mumbai – 400 001

[BSE Listing Centre]

The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G- Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051

[NSE NEAPS]

Dear Sir/Madam,

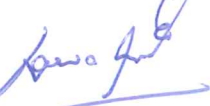
**Compliance Report on Corporate Governance  
for the quarter ended 31 March 2017**

We are pleased to enclose a quarterly Compliance Report on Corporate Governance of our Company for the quarter ended 31 March 2017.

This may be treated as compliance with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,



**Pawan Marda**  
Asst. Vice President & Company Secretary

Encl: as above

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : Linde India Limited

2. Quarter ending : 31 March 2017

I. Composition of Board of Directors								
Title (Mr/ Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) <sup>§</sup>	Date of Appointment in the Current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)#	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)#
Mr.	Sanjiv Lamba	PAN - ABCPL6646A DIN - 00320753	Non-Executive Chairman	07/06/2005	N.A.	1	Audit - 1	0
Mr.	Moloy Banerjee	PAN - ACVPB9297R DIN - 00273101	Managing Director	30/07/2016	N.A.	1 <sup>^</sup>	Stakeholder - 1	0
Ms.	Desiree Co. Bacher	PAN - N.A. DIN - 07097389	Non-Executive	17/02/2015	N.A.	1	0	0
Mr.	Arun Balakrishnan	PAN - ABVPB1917F DIN - 00130241	Independent	01/10/2014	Appointed for a term of 5 consecutive years w.e.f. 01/10/2014	5 <sup>^</sup>	Audit - 6 Stakeholder - 1	Audit - 3 Stakeholder - 1
Mr.	Aditya Narayan	PAN - ACWPN9272B DIN - 00012084	Independent	01/10/2014	Appointed for a term of 5 consecutive years w.e.f. 01/10/2014	4	Audit - 3 Stakeholder - 1	Audit - 1 Stakeholder - 1
Mr.	Jyotin Kantilal Mehta	PAN - AAHPM2575M DIN - 00033518	Independent	01/10/2014	Appointed for a term of 5 consecutive years w.e.f. 01/10/2014	1 <sup>^</sup>	Audit - 2 Stakeholder - 1	Audit - 2

# Includes committee position in listed &amp; unlisted public limited companies.

<sup>^</sup> Excludes directorships in unlisted public limited and private limited companies.<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange<sup>§</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen<sup>\*</sup> to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)&
1. Audit Committee	Mr. Jyotin Mehta	Chairman/Independent
	Mr. Arun Balakrishnan	Independent
	Mr. Sanjiv Lamba	Non-Executive
	Mr. Aditya Narayan	Independent
2. Nomination & Remuneration Committee	Mr. Arun Balakrishnan	Chairman/Independent
	Mr. Sanjiv Lamba	Non-Executive
	Mr. Jyotin Mehta	Independent
3. Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Mr. Aditya Narayan	Chairman/Independent
	Mr. Jyotin Mehta	Independent
	Mr. Moloy Banerjee	Executive

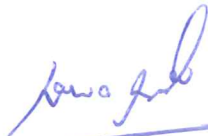
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter (Oct.-Dec. 2016)	Date(s) of Meeting (if any) in the relevant quarter (Jan.-Mar. 2017)	Maximum gap between any two consecutive meetings in number of days
10 November 2016 03 December 2016 19 December 2016	11 February 2017	53 (Fifty Three)

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter (Jan.-Mar. 2017)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (Oct.-Dec. 2016)	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
11 February 2017	Yes (All members were present)	10 November 2016	92 (Ninety Two)
<b>Nomination &amp; Remuneration Committee</b>			
11 February 2017	Yes (All members were present)	10 November 2016	Not Applicable
<b>Stakeholders Relationship Committee</b>			
Nil	Not Applicable	Nil	Not Applicable
<b>Corporate Social Responsibility Committee</b>			
11 February 2017	Yes (All members were present)	10 November 2016	Not Applicable

\* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
There were no material transactions with any Related Party for the period Jan.-Mar. 2017	
<b>Note</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) – Not Applicable 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes 5. This report and/or the report submitted in the previous quarter have been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The Compliance Report on Corporate Governance for the quarter and year ended 31 December 2016 was placed and noted by the Board of Directors at its meeting held on 11 February 2017.	
 Pawan Marda Asst. Vice President & Company Secretary	

## Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.