

9 September 2014

By Hand / Courier / E-mail

The Secretary  
The Calcutta Stock Exchange Limited  
7 Lyons Range  
Kolkata-700001

The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
New Trading Ring, Rotunda Building 1<sup>st</sup> Floor  
P.J.Towers, Dalal Street  
Fort, Mumbai 400001

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-400051

Dear Sir,

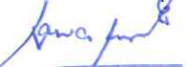
Voting Results of Postal Ballot /E-voting conducted  
u/s 110 of the Companies Act, 2013:

This refers to our earlier letter no. Sect/72 dated 5 August 2014 enclosing therewith a Postal Ballot Notice dated 21 July 2014 along with Postal Ballot form in compliance with clause 31 of the Listing Agreement.

Further to our aforesaid letter, we now enclose herewith the details of the voting results of Postal Ballot/E-voting conducted pursuant to section 110 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules 2014 in the format prescribed in clause 35A of the Listing Agreement. Accordingly, the Special Resolutions being resolution nos. 1 to 4 (both inclusive) of the Postal Ballot Notice dated 21 July 2014 and the Ordinary Resolution nos. 5 to 7 (both inclusive) of the Postal Ballot Notice dated 21 July 2014 have been declared approved by the Members with requisite majority. The copy of the Scrutinizer's Report is also enclosed.

Thanking you,

Yours faithfully



Pawan Marda  
Asst. Vice President & Company Secretary

Encl:

Voting result of Postal Ballot and E-voting pursuant to Clause 35A of Listing Agreement			
Date of announcement of Postal Ballot/E-voting Results		Tuesday, 9 September 2014	
Total number of Shareholders on a record date (i.e. 18 July 2014)		20,222	
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public Total		N.A.	
No. of Shareholders attended the meeting through Video Conferencing : (a) Promoters and Promoter Group (b) Public		N.A.	
Agenda Sl. No. as per Postal Ballot Notice	Details of the Agenda	Resolution Required	Mode of voting
1	Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013.	Special	Postal ballot/E-voting
2	Creation of charges, mortgages and hypothecations on the movable and immovable properties of the Company comprising the whole or substantially the whole of any of its undertaking(s), both present and future, under section 180(1)(a) of the Companies Act, 2013.	Special	Postal ballot/E-voting
3	Approval of existing/proposed material contracts with Linde AG, Germany under section 188 of Companies Act, 2013 and clause 49 of the Listing Agreement.	Special	Postal ballot/E-voting
4	Alteration of Articles of Association: Art. 127 "The Seal".	Special	Postal ballot/E-voting
5	Appointment of Mr Aditya Narayan as a Non Executive Independent Director for a term of 5 consecutive years, not liable to retire by rotation.	Ordinary	Postal ballot/E-voting
6	Appointment of Mr Jyotin Mehta as a Non Executive Independent Director for a term of 5 consecutive years, not liable to retire by rotation.	Ordinary	Postal ballot/E-voting
7	Appointment of Mr Arun Balakrishnan as a Non Executive Independent Director for a term of 5 consecutive years, not liable to retire by rotation.	Ordinary	Postal ballot/E-voting



Statement showing details of voting results as per clause 35A

Resolution No. 1 (Special Resolution): Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013.

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes – in favour	No of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	63,963,167	63,963,167	85.41	63,963,167	0	85.41	0
Public-Institutional Holders	10,882,327	10,882,327	14.53	10,882,327	0	14.53	0
Public – Others	43,821	43,821	0.06	42,580	1,241	0.05	0.01
<b>Total</b>	<b>74,889,315</b>	<b>74,889,315</b>	<b>100.00</b>	<b>74,888,074</b>	<b>1,241</b>	<b>99.99</b>	<b>0.01</b>

Resolution No. 2 (Special Resolution): Creation of charges, mortgages and hypothecations on the movable and immovable properties of the Company comprising the whole or substantially the whole of any of its undertaking(s), both present and future, under section 180(1)(a) of the Companies Act, 2013

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes – in favour	No of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	63,963,167	63,963,167	85.41	63,963,167	0	85.41	0
Public-Institutional Holders	10,882,327	10,882,327	14.53	10,882,327	0	14.53	0
Public – Others	44,040	44,040	0.06	41,918	2,122	0.05	0.01
<b>Total</b>	<b>74,889,534</b>	<b>74,889,534</b>	<b>100.00</b>	<b>74,887,412</b>	<b>2,122</b>	<b>99.99</b>	<b>0.01</b>



Resolution No. 3 (Special Resolution): Approval of existing/proposed material contracts with Linde AG, Germany under section 188 of the Companies Act, 2013 and clause 49 of the Listing Agreement

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes – in favour	No of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	10,882,327	10,882,327	99.60	8,436,132	2,446,195	77.21	22.39
Public – Others	43,960	43,960	0.40	41,922	2,038	0.40	0.02
<b>Total</b>	<b>10,926,287</b>	<b>10,926,287</b>	<b>100.00</b>	<b>8,478,054</b>	<b>2,448,233</b>	<b>77.61</b>	<b>22.41</b>

Resolution No. 4 (Special Resolution): Alteration of Articles of Association: Art. 127 “The Seal”

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes – in favour	No of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	63,963,167	63,963,167	85.41	63,963,167	0	85.41	0
Public-Institutional Holders	10,882,327	10,882,327	14.53	10,882,327	0	14.53	0
Public – Others	43,550	43,550	0.06	42,719	831	0.056	0.001
<b>Total</b>	<b>74,889,044</b>	<b>74,889,044</b>	<b>100.00</b>	<b>74,888,213</b>	<b>831</b>	<b>99.99</b>	<b>0.001</b>



Resolution No. 5 (Ordinary Resolution): Appointment of Mr Aditya Narayan as a Non Executive Independent Director for a term of 5 consecutive years, not liable to retire by rotation

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes – in favour	No of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	63,963,167	63,963,167	85.41	63,963,167	0	85.41	0
Public-Institutional Holders	10,882,327	10,882,327	14.53	10,882,327	0	14.53	0
Public – Others	43,299	43,299	0.06	41,619	1,680	0.05	0.01
<b>Total</b>	<b>74,888,793</b>	<b>74,888,793</b>	<b>100.00</b>	<b>74,887,113</b>	<b>1,680</b>	<b>99.99</b>	<b>0.01</b>

Resolution No. 6 (Ordinary Resolution): Appointment of Mr Jyotin Mehta as a Non Executive Independent Director for a term of 5 consecutive years, not liable to retire by rotation

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes – in favour	No of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	63,963,167	63,963,167	85.41	63,963,167	0	85.41	0
Public-Institutional Holders	10,882,327	10,882,327	14.53	10,882,327	0	14.53	0
Public – Others	42,939	42,939	0.06	41,264	1,675	0.05	0.01
<b>Total</b>	<b>74,888,433</b>	<b>74,888,433</b>	<b>100.00</b>	<b>74,886,758</b>	<b>1,675</b>	<b>99.99</b>	<b>0.01</b>



Resolution No. 7 (Ordinary Resolution): Appointment of Mr Arun Balakrishnan as a Non Executive Independent Director for a term of 5 consecutive years, not liable to retire by rotation

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes – in favour	No of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	63,963,167	63,963,167	85.42	63,963,167	0	85.42	0
Public-Institutional Holders	10,882,327	10,882,327	14.53	10,882,327	0	14.53	0
Public – Others	37,369	37,369	0.05	35,871	1,498	0.05	0.002
Total	74,882,863	74,882,863	100.00	74,881,365	1,498	99.99	0.02

Linde India Limited

  
 Pawan Marda  
 Asst. Vice President &  
 Company Secretary