

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: Linde India Limited
2. Quarter ending: 31 December 2019

I. Composition of Board of Directors										
(Mr./Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson /Executive/ Non-Executive/ independent /Nominee) [¶]	Date of Birth	Date of Initial Appointment/ Date of re-appointment/ Date of cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Reg.17A (1) of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Reg.17A(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Reg. 26(1) of Listing Regulations) [#]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg. 26(1) of Listing Reg.) [†]
Mr.	Robert John Hughes	PAN - N.A. DIN - 08493540	Non-Executive-Non Independent	07/11/1962	28/06/2019	N.A.	1	0	Audit- 1	0
Mr.	Abhijit Banerjee	PAN - ACWPB2656H DIN - 08456907	Executive - Managing Director	06/12/1967	07/06/2019	N.A.	1	0	Stakeholder - 1	0
Ms.	Cheryl Wei Ling Chan	PAN - N.A. DIN- 08590180	Non-Executive-Non Independent	05/12/1976	11/11/2019	N.A.	1	0	0	0
Mr.	Arun Balakrishnan	PAN - ABVPB1917F DIN - 00130241	Non-Executive - Independent	25/07/1950	01/10/2014 01/10/2019	Re-appointed for a term of 5 consecutive years w.e.f. 01/10/2019	2 [^]	2	Audit - 6 Stakeholder - 1	Audit - 3 Stakeholder - 1
Mr.	Jyotin Kantilal Mehta	PAN - AAHPM2575M DIN - 00033518	Non-Executive - Independent	16/02/1958	01/10/2014 01/10/2019	Re-appointed for a term of 5 consecutive years w.e.f. 01/10/2019	3 [^]	3	Audit - 5 Stakeholder - 2	Audit - 4 Stakeholder - 0
Mrs.	Shalini Sarin	PAN - ABKPS6867L DIN - 06604529	Non-Executive - Independent	15/06/1965	10/07/2018	Appointed for a term of 5 consecutive years w.e.f. 10/07/2018	3 [^]	3	Audit - 2	0
Ms.	Desiree Co Bacher	PAN- N.A. DIN- 07097389	Non-Executive-Non Independent	16-09-1971	17-02-2015 (Cessation- 11.11.2019)	N.A.	1	0	0	0



Includes committee position in listed & unlisted public limited companies.
 ^ Excludes directorships in unlisted public limited and private limited companies.
 \$PAN number of any director would not be displayed on the website of Stock Exchange
 &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
 *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.
Note- Passing of Special Resolution under Regulation 17(1A) of Listing Regulations, 2015 - Not Applicable

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^g
Audit Committee	Mr. Jyotin Mehta	Chairman/Independent
	Mr. Arun Balakrishnan	Independent
	Dr. Shalini Sarin	Independent
	Mr. Robert John Hughes	Non-Executive
Nomination & Remuneration Committee	Mr. Arun Balakrishnan	Chairman/Independent
	Mr. Jyotin Mehta	Independent
	Mr. Robert John Hughes	Non-Executive
Risk Management Committee (if applicable)	Mr. Arun Balakrishnan	Chairman/Independent
	Mr. Jyotin Mehta	Independent
	Mr. Abhijit Banerjee	Executive (Managing Director)
Stakeholders' Relationship Committee	Mr. Arun Balakrishnan	Chairman/Independent
	Mr. Jyotin Mehta	Independent
	Mr. Abhijit Banerjee	Executive (Managing Director)

^gCategory 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

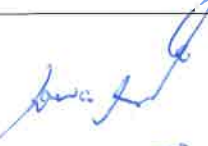
Date(s) of Meeting (if any) in the previous quarter (July-Sept. 2019)	Date(s) of Meeting (if any) in the relevant quarter (Oct. -Dec. 2019)	Maximum gap between any two consecutive meetings in number of days
23 July 2019 12 August 2019	11 Nov. 2019 17 Dec 2019	110 (One Hundred-Ten)

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter (Oct.-Dec. 2019)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (July - Sept. 2019)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
11 November 2019	Yes (All members were present)	23 July 2019	110 (One Hundred-Ten)
Nomination & Remuneration Committee			
11 November 2019	Yes (All members were present)	Nil	Not Applicable
Stakeholders Relationship Committee			
Nil	Not Applicable	Nil	Not Applicable



Corporate Social Responsibility Committee			
11 Nov. 2019	Yes (All members were present)	23 July 2019	110 (One Hundred-Ten)
Risk Management Committee			
11 Nov. 2019	Yes (All members were present)	Nil	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 Oct. – December 2019.	
Note	
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	
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 ended 30 September 2019 was placed and noted by the Board of Directors at its meeting held on 11 November 2019.	
 Pawan Marda Asst. Vice President & Company Secretary	

Compliance Report on Corporate Governance for the Financial Year 2019

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management	Yes
Details of establishment of vigil mechanism / Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
e-mail address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
New name and the old name of the listed entity	Yes
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
It is certified that these contents on the website of the listed entity are correct	Yes



II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees /compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum No. of Directorships	17(A)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration committee Meeting	19(2A)	Yes
Meeting of Nomination & Remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	N.A.



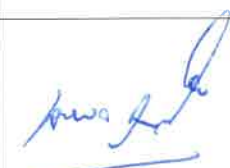
Composition of Board of Directors of unlisted material Subsidiary	24(1)	The Company does not have any subsidiary
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	The Company does not have any subsidiary
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Director	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **The Company does not have any subsidiary.**



Pawan Marda
Asst. Vice President & Company Secretary