

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: Linde India Limited
2. Quarter ending: 30 September 2019

I. Composition of Board of Directors										
(Mr./Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson /Executive/ Non-Executive/ independent /Nominee) <sup>6</sup>	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) <sup>#</sup>	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg. 26(1) of Listing Reg. <sup>#</sup>
Mr.	Robert John Hughes	PAN - N.A. DIN - 08493540	Non-Executive	07/11/1962	28/06/2019	N.A.	1	0	0	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.	Desiree Co. Bacher	PAN - N.A. DIN- 07097389	Non-Executive	16/09/1971	17/02/2015	N.A.	1	0	0	0
Mr.	Arun Balakrishnan	PAN - ABVPB1917F DIN - 00130241	Non-Executive - Independent	25/07/1950	01/10/2014	Appointed for a term of 5 consecutive years w.e.f. 01/10/2014	3 <sup>^</sup>	3	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	Appointed for a term of 5 consecutive years w.e.f. 01/10/2014	3 <sup>^</sup>	3	Audit - 5 Stakeholder - 2	Audit - 4 Stakeholder - 0
Ms.	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	2 <sup>^</sup>	2	Audit - 1	0
<p># Includes committee position in listed &amp; unlisted public limited companies.</p> <p><sup>^</sup> Excludes directorships in unlisted public limited and private limited companies.</p> <p><sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange</p> <p><sup>6</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</p> <p>*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.</p>										



## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>8</sup>
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
	Ms. Desiree Co Bacher	Non-Executive
	Mr. Robert John Hughes	Non-Executive
Risk Management Committee (if applicable)	Mr. Arun Balakrishnan	Chairman/Independent
	Mr. Jyotin Mehta	Independent
	Mr. Abhijit Banerjee	Executive
Stakeholders' Relationship Committee	Mr. Arun Balakrishnan	Chairman/Independent
	Mr. Jyotin Mehta	Independent
	Mr. Abhijit Banerjee	Executive

<sup>8</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

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (April - June 2019)	Date(s) of Meeting (if any) in the relevant quarter (July - Sept. 2019)	Maximum gap between any two consecutive meetings in number of days
13 May 2019 6 June 2019	23 July 2019 12 August 2019	46 (Forty-Six)

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter (July - Sept. 2019)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (April - June 2019)	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
23 July 2019	Yes (All members were present)	13 May 2019 6 June 2019	46 (Forty-Six)
<b>Nomination &amp; Remuneration Committee</b>			
Nil	Not Applicable	6 June 2019	Not Applicable
<b>Stakeholders Relationship Committee</b>			
Nil	Not Applicable	6 June 2019	Not Applicable
<b>Corporate Social Responsibility Committee</b>			
23 July 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

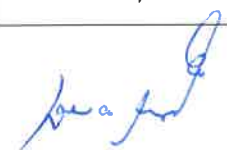
There were no material transactions with any Related Party for the period July – September 2019.

#### 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 June 2019 was placed and noted by the Board of Directors at its meeting held on 23 July 2019.**



Pawan Marda  
Asst. Vice President & Company Secretary