

**Quarterly Compliance Report on Corporate Governance**

1. Name of Listed Entity: Linde India Limited
2. Quarter ending: 30 June 2020

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 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	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	Appointed for further a term of 5 consecutive years w.e.f. 01/10/2019	1 <sup>^</sup>	1	Audit – 5 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	Appointed for further a term of 5 consecutive years w.e.f. 01/10/2019	2 <sup>^</sup>	2	Audit – 7 Stakeholder – 2	Audit – 5 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	3 <sup>^</sup>	3	Audit – 2	0

# Includes committee position in listed & unlisted public limited companies.  
 ^ Excludes directorships in unlisted public limited and private limited companies.  
 \$SPAN number of any director would not be displayed on the website of Stock Exchange  
 &Category of director means executive/non-executive/independent/nominee. If a Director fits into more than one category write all categories separating 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) <sup>⌘</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
	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)

<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

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (January – March 2020)	Date(s) of Meeting (if any) in the relevant quarter (April – June 2020)	Maximum gap between any two consecutive meetings in number of days
24 February 2020 24 March 2020	20 April 2020	28 (Twenty-eight)

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter (April – June 2020)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (January – March 2020)	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
20 April 2020	Yes (All members were present)	24 February 2020	55 (Fifty-Five)
<b>Nomination &amp; Remuneration Committee</b>			
Nil	Not Applicable	Nil	Not Applicable
<b>Stakeholders Relationship Committee</b>			
Nil	Not Applicable	24 March 2020	Not Applicable
<b>Corporate Social Responsibility Committee</b>			
Nil	Not Applicable	24 February 2020	Not Applicable

Risk Management Committee			
Nil	Not Applicable	Nil	Not Applicable
* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.			

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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 1 April 2020 – 30 June 2020.	
<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.	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - <b>Yes</b></p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Risk Management Committee</li> </ol> <p>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. - <b>Yes</b></p> <p>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. - <b>Yes</b></p> <p>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: <b>The Compliance Report on Corporate Governance for the quarter ended 31 March 2020 was submitted by the Company on 7 May 2020 as per the relaxations provided by SEBI. Therefore, the Compliance Report on Corporate Governance for the quarter ended 31 March 2020 and for the half year ended 30 June 2020 would be placed before the Board of Directors at its upcoming meeting (to be convened).</b></p>	
<p>Sd/-  <b>Pawan Marda</b>  Asst. Vice President &amp; Company Secretary</p>	

**Compliance Report on Corporate Governance for  
six months period ended 30 June 2020**

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Copy of the Annual Report including balance sheet, profit and loss account, directors' report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholders' Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note on Compliance Status for the half year ended 30 June 2020:</b> The Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI) have vide their circulars extended the last date for holding the Annual General Meeting (AGM) in respect of the financial year ended 31 December 2019 till 30 September 2020. Since the AGM of the Company for the relevant financial year is yet to be convened, the compliance status in Annexure III of this report has been provided with respect to the last AGM held on 16 May 2019.</p>		
<p><b>Note:</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>If status is "No" details of non-compliance may be given here.</li> <li>If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<p>Sd/- Pawan Marda Asst. Vice President &amp; Company Secretary</p>		