


**Quarterly Compliance Report on Corporate Governance**

1. Name of Listed Entity: Linde India Limited
2. Quarter ending: 31 March 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 a term of 5 consecutive years w.e.f. 01/10/2014	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 a term of 5 consecutive years w.e.f. 01/10/2014	2 <sup>^</sup>	2	Audit – 5 Stakeholder – 2	Audit – 3 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
<p># Includes committee position in listed &amp; unlisted public limited companies.  <sup>^</sup> Excludes directorships in unlisted public limited and private limited companies.  <sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange  <sup>6</sup>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.  <b>Note:</b> Passing of Special Resolution under Regulation 17 (1A) of Listing Regulations, 2015 – Not Applicable</p>										

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 (Oct. – Dec. 2019)	Date(s) of Meeting (if any) in the relevant quarter (Jan – Mar 2020)		Maximum gap between any two consecutive meetings in number of days
11 November 2019 17 December 2019	24 February 2020 24 March 2020		68 (Sixty-Eight)
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter (Jan – Mar 2020)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (Oct. – Dec. 2019)	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
24 February 2020	Yes (All members were present)	11 November 2019	104 (One Hundred Four)
<b>Nomination &amp; Remuneration Committee</b>			
Nil	Not Applicable	11 November 2019	Not Applicable
<b>Stakeholders Relationship Committee</b>			
24 March 2020	Yes (All members were present)	Nil	Not Applicable
<b>Corporate Social Responsibility Committee</b>			
24 February 2020	Yes (All members were present)	11 November 2019	Not Applicable
<b>Risk Management Committee</b>			
Nil	Not Applicable	11 November 2019	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
<b>There were no material transactions with any Related Party for the period Jan – Mar 2020.</b>	
<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>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <b>Yes</b>	
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - <b>Yes</b>	
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. - <b>Yes</b>	
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>	
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 December 2019 was placed and noted by the Board of Directors at its meeting held on 24 February 2020.</b>	
	
<b>Pawan Marda</b> Asst. Vice President & Company Secretary	