

→ Linde India Limited



Making our world more productive

Linde India Limited.

Notice 2021.

Notice

Notice is hereby given that the Eighty Sixth Annual General Meeting ("AGM" or "Meeting") of the Members of Linde India Limited will be held through Video Conference (VC) or Other Audio-Visual Means (OAVM) on Thursday, 23 June 2022 at 10:00 a.m. IST to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Oxygen House, P 43, Taratala Road, Kolkata 700 088.

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 December 2021 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2021 together with the Report of the Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended 31 December 2021.
3. To appoint a director in place of Mr. Robert John Hughes (DIN: 08493540), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Price Waterhouse & Co. Chartered Accountants LLP (Firm Regn. No. 304026E/E-300009) as the Statutory Auditors of the Company and to fix their remuneration and in this connection, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Price Waterhouse & Co. Chartered Accountants LLP (Firm Regn. No. 304026E/E-300009) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 91st Annual General Meeting of the Company at a remuneration of Rs. 58,00,000/- (Rupees Fifty Eight Lakhs only) mutually agreed upon between Price Waterhouse & Co. Chartered Accountants LLP and the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company".

Special Business:

To consider and, if thought fit, to pass with or without modification(s), the following resolutions:

5. As an **Ordinary Resolution:**

"RESOLVED THAT Ms Mannu Sanganeria (DIN : 09243027), who was appointed by the Board of Directors ("the Board") as an Additional Director of the Company with effect from 29 July 2021 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

6. As a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 178, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr Abhijit Banerjee (DIN: 08456907) as the Managing Director of the Company for a second term of three years with effect from 7 June 2022 and ending with 6 June 2025, liable to retire by rotation as specified in Article 104 of the Articles of Association of the Company, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his aforesaid tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee and the Board of Directors (the Board) of the Company with liberty to the Nomination and Remuneration Committee and the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration, as it may deem fit and as may be acceptable to Mr. Abhijit Banerjee provided that the remuneration after such alteration or variation, as the case may be, is in accordance with the provisions of Section 197 and/or Schedule V of the Act.

RESOLVED FURTHER THAT Mr. Pawan Marda, Director – Corporate Affairs and Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental, to give effect to the above resolution."

7. As an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3)

and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Messrs Mani & Co., Cost Accountants (Firm Regn. No. 000004), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31 December 2022 as prescribed under the Companies (Cost Records and Audit) Rules, 2014 be paid a remuneration of Rs. 2,10,000/- (Rupees Two Lakhs Ten Thousand only) plus applicable taxes and out of pocket expenses that may be incurred during the course of audit and the said remuneration be and is hereby ratified and confirmed.”

Registered Office:

Oxygen House
P 43 Taratala Road
Kolkata 700 088
India

Bangalore
13 May 2022

By order of the Board
Linde India Limited



Pawan Marda
Membership No. ACS 8625
Director- Corporate Affairs
& Company Secretary

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the Special Business in the Notice of this Meeting is annexed hereto and forms part of this Notice. The Board of Directors have considered and decided to include item nos. 5 to 7 given above as Special Business to be transacted in the forthcoming AGM, as they are unavoidable in nature.
2. In view of continuing situation due to COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has issued General Circular No. 2/2022 dated 5th May 2022 with reference to its earlier General Circular Nos. 20/2020 dated 5th May 2020, 02/2021 dated 13th January 2021 and 21/2021 dated 14th December 2021 (“MCA Circulars”) allowing inter-alia conduct of AGMs through Video Conference (VC)/Other Audio Visual Means (OAVM) facility on or before 31 December 2022. In line with the MCA circulars, the Securities and Exchange Board of India has issued a Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 extending its earlier relaxations in connection with conduct of annual general meetings of companies till 31 December 2022. In compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 86th AGM of the Company will be conducted through Video Conference (VC)/Other Audio Visual Means (OAVM) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 86th AGM shall be the Registered Office of the Company.
3. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company.** However, in terms of the MCA Circulars and the SEBI circular, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 will not be available for the 86th AGM. In pursuance to Section 112 and Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 86th AGM through VC/OAVM Facility and e-Voting during the said AGM.
4. The Company has engaged National Securities Depository Limited (“NSDL”) for providing facility for voting through remote e-Voting and for participation in the 86th AGM through VC/OAVM Facility and e-Voting during the 86th AGM.
5. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.

6. **The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 3 June 2022 to Thursday, 23 June 2022 (both days inclusive) for the purpose of the Meeting and payment of dividend.**

Others

7. In view of the requirement for mandatory dematerialization for transfer of securities as per the amended Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.

8. Members holding shares in physical form and desirous of making/updating Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents, KFin Technologies Ltd., who will provide the form on request. These forms are also available on the Company's website at www.linde.in under Investor Relations section. Members holding shares in dematerialised form should make/update their nomination with their Depository Participants.
9. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. The PAN & KYC details are required to be submitted by the shareholders holding shares in physical form in Form No. ISR 1. The Company had accordingly sent circular letters dated 15 February 2022 to all shareholders holding shares in physical form together with copies of the forms for necessary action. In case you have already provided the said forms, then you may please treat this for information purpose only.

It is important to note that as per SEBI's Circular, effective from 1 January 2022, any service requests or complaints received from the Members, will not be processed by the RTA till the aforesaid details/ documents are provided by shareholders to them. On or after 1 April 2023, in case any of the above cited documents/ details are not available in the Folio(s), the RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.linde.in.

10. The Members may note that KFin Technologies Ltd. was appointed as the new RTA of the Company in place of Link Intime India Pvt. Ltd. w.e.f. 28 December 2021. In view of the same, the Register of Members and copies of Annual Return are now being kept at the Registered Office of the Company.

11. Members are requested to contact the Company's Registrar & Transfer Agents, KFin Technologies Ltd. for reply to their queries/redressal of complaints, if any relating to dividend, or contact the Secretarial Department of the Company by sending an email to investor.relations.in@linde.com.
12. Since the AGM will be held through VC/OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Electronic despatch of Annual Report and process for registration of email id for obtaining copy of Annual Report:

13. In accordance with, the General Circular Nos. 20/2020 dated 5th May 2020, 02/2021 dated 13th January 2021, 21/2021 dated 14th December 2021 and 2/2022 dated 5th May 2022 issued by MCA ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 issued by SEBI, the Annual Report along with the Notice of the 86th AGM, and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depository Participants. Members may note that the Notice and Annual Report 2021 will also be available on the Company's website www.linde.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>. The Company will also be sending printed copies of the Annual Report 2021 to the shareholders on receipt of specific request.
14. Members holding share(s) in physical mode, who have not updated their email addresses are requested to update the same on the RTA's shareholder registration portal at <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Alternatively, Members can fill and send the signed "Email Registration Form" at the earliest to the Company by email at investor.relations.in@linde.com with a copy to the RTA's email id at einward.ris@kfintech.com. This form is available on the Company's website at www.linde.in under the Investor Relations section.

Members holding share(s) in electronic form are requested to register/update their email addresses with their respective Depository Participant(s).

Procedure for joining the AGM through VC/ OAVM:

15. Members may join the 86th AGM through VC/OAVM Facility by following the procedure as mentioned below, which shall be kept open for the Members from 9:30 a.m. IST i.e. 30 minutes before the time scheduled to start the 86th AGM and shall be kept open throughout the proceedings of the AGM.
16. Members may note that the VC/OAVM Facility, provided by NSDL, has capacity to allow participation of at least 1,000 Members on a first-come first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 86th AGM without any restriction on account of first-come first- served principle.
17. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned in note no.32 E-voting: under the sub head "Step 1: Access to NSDL e-Voting system". After successful login, you can see "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/ OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in Note 32 (E-voting) in the Notice to avoid last minute rush.
18. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
19. Members who need assistance before or during the AGM with use of technology, can:
 - Send a request at evoting@nsdl.co.in or use Toll free no.: 1800 1020 990 and 1800 22 44 30; or
 - Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or
 - Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in.

Procedure to raise questions / seek clarifications with respect to Annual Report:

20. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at investor.relations.in@linde.com. Questions/queries to be received by the Company through email between Thursday, 9 June 2022 to Thursday, 16 June 2022 shall only be considered and responded during the AGM.
21. **Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by using the login method explained at note no. 32 E-voting: under the sub head "Step 1: Access to NSDL e-Voting system" from 9:00 a.m. on Monday, 20 June 2022 to 5:00 p.m. on Tuesday, 21 June 2022. After successful login, Members will be able to register themselves as a speaker shareholder by clicking on the link available against the EVEN of Linde India Limited.**
22. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

Dividend related information:

23. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Thursday, 2 June 2022, i.e. the date prior to the commencement of book closure will be entitled to payment of Dividend for the financial year ended 31 December 2021, as recommended by the Board, if approved at the AGM.
24. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. To avoid delay in receipt of dividend, Members holding shares in demat mode are requested to submit/update their Bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account.

Members holding share(s) in physical mode and who have not updated their bank mandates are requested to update them as per instructions contained in note no.9 hereinabove.

For Members who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent out to their registered addresses as soon as possible.

25. Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1 April 2020 shall be taxable in their hands. The Company shall therefore be required to deduct tax at source (TDS) as applicable at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents as mentioned below in accordance with the provisions of the IT Act.

Resident Shareholders

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN	10%
Members not having PAN/ valid PAN	20% as per Section 206AA of the IT Act

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2022-23 does not exceed Rs 5,000 and also in cases where Members provide Form 15G/Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for Members providing Form 15G / 15H or any other document as mentioned above.

With respect to shareholders being Mutual Funds, self-attested copy of registration certificate with SEBI and PAN card along with self-declaration that the mutual fund is notified mutual fund u/s 10(23D)(ii) of IT Act, 1961 will be required for non-deduction of TDS.

With respect to shareholders being Insurance Companies, documentary evidence that the provisions of Section 194 of the IT Act, 1961 are not applicable along with self-attested copy of PAN card will be required for non-deduction of TDS.

With respect to shareholders submitting order under Section 197 of the IT Act, lower/NIL withholding tax certificate obtained from Income Tax authorities along with self-attested copy of PAN card will be required. Accordingly, rate of tax mentioned in the order under Section 197 of the IT Act will be taken for the purpose of withholding tax.

With respect to shareholders being Alternative Investment Fund (AIF), a declaration that its income is exempt under Section 10(23FBA) of the IT Act and that they are established as Category I or Category II AIF under the SEBI Regulations will be required. Further, self-attested copy of registration documents and PAN card will also be required for non-deduction of TDS.

Non – Resident shareholders

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections (if any) of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the Member
- Copy of Tax Residency Certificate (TRC) for the FY 2022-23 obtained from the revenue authorities of the country of tax residence, duly attested by Member
- Self-declaration in Form 10F
- Self-declaration by the shareholder having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by Member.

In case of Foreign Institutional Investors/ Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

With respect to shareholders being Sovereign Wealth Fund, Pension Funds, other bodies notified under Section 10(23FE) of the IT Act, self-declaration substantiating the fulfillment of conditions prescribed under Section 10(23FE) of the IT Act will be required for non-deduction of TDS.

With respect to the shareholders who are tax residents of Notified Jurisdictional Area as defined under Section 94A(1) of the IT Act, withholding tax shall be @ 30%.

Section 206AB of the IT Act - High rate for non-filers

TDS to be deducted at higher rate in case of non-filers of Return of Income;

The Finance Act, 2021, has inter alia inserted the provisions of Section 206AB of the IT Act with effect from 1 July, 2021. The provisions of Section 206AB of the IT Act require the deductor to deduct tax at higher of the following rates from amount paid/ credited to ‘specified person’:

- i. At twice the rate specified in the relevant provision of the IT Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%

In cases where Sections 206AA (Non-PAN) and 206AB are applicable i.e. the shareholder has not submitted the PAN as well as not filed the return, tax will be deducted at higher of the two rates prescribed in these sections.

The 'specified person' means a person who has:

- a. Not filed return of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 has expired; and
- b. Subjected to tax deduction/collection at source in aggregate amounting to Rs.50,000 or more in each of such two immediate previous years.

Non-applicability - The non-resident who does not have a permanent establishment (i.e. fixed place of business in India).

In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should send a duly signed declaration with details of actual beneficial owner in excel sheet. Declaration should be filed within 15 days of record date for the purpose of payment of Dividend. Declaration filed after the said period would not be entertained by the Company.

The aforementioned documents are required to be uploaded on the Registrar's shareholder portal at <https://ris.kfintech.com/form15/> during the period commencing from 3 June 2022 and ending on 18 June 2022. **Members are hereby informed that no communication from them would be entertained after 18 June 2022 regarding the tax withholding matters.** It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund from the Income Tax department, if eligible.

26. In terms of Sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the IEPF Rules') as amended from time to time, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Members who have not encashed their dividend warrant(s) for any one or more of the financial year(s) viz. year ended on 31 December 2014, 31 December 2015, 31 December 2016, 31 December 2017, 31 December 2018, 31 December 2019 and 31 December 2020 are requested to send their claims to the Company or its Registrar & Transfer Agents, KFin Technologies Ltd., Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 for the same. The due dates for transfer of the aforesaid unpaid/unclaimed dividend to IEPF are as follows:

Dividend for the year ended	Due date for transfer to IEPF
Year Ended 31 Dec. 2014 (60 th Dividend)	22 June 2022
Year Ended 31 Dec. 2015 (61 st Dividend)	25 June 2023
Year Ended 31 Dec. 2016 (62 nd Dividend)	25 May 2024
Year Ended 31 Dec. 2017 (63 rd Dividend)	23 May 2025
Year Ended 31 Dec. 2018 (64 th Dividend)	22 June 2026
Year Ended 31 Dec. 2019 (65 th Dividend)	25 Oct. 2027
Year Ended 31 Dec. 2020 (66 th Dividend)	31 July 2028

27. Members are requested to note that pursuant to the applicable provisions of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years are required to be transferred to the demat account of the IEPF Authority. In line with the said provisions, during the year 2021, the Company had issued individual notices dated 19 March 2021 to the concerned shareholders requesting them to claim their unpaid/unclaimed dividend. The Company had also published a notice dated 19 March 2021 in the Kolkata editions of Business Standard (English) and Aaj Kaal (Bengali) on 20 March 2021 in connection with transfer of such equity shares in the Company to the demat account of the Investor Education and Protection Fund Authority.
28. In compliance with the aforesaid provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company had submitted the corporate action information form of NSDL to its Registrar and Transfer Agents on 13 July 2021 for transfer of 12,351 shares of the Company to the Demat Account of the IEPF Authority, which were subsequently transferred to the Demat Account of the IEPF Authority on 20 July 2021 and 24 July 2021 on execution of the corporate action by the RTA. The details of shares transferred are as follows:

Shares held in	Number of records	Number of shares
Physical Form	120	11,739
NSDL	03	592
CDSL	01	20
Total	124	12,351

29. Members are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the concerned shareholders/claimants from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed along with requisite documents to the Registered Office of the Company for verification of the claim. The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended and the application form (Form IEPF-5), as prescribed by the MCA for claiming back of the shares/dividend, are available on the website of the Company at www.linde.in as well as on the website of IEPF at www.iepf.gov.in.

30. As mentioned in Note 26 above, the unpaid/unclaimed dividend for the year 2014 (60th Dividend) would become due for transfer to IEPF on 22 June 2022. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF Rules, the transfer of the 60th dividend to IEPF would trigger the action for transfer of the next lot of shares to the Demat Account of the IEPF Authority, in respect of which Dividend remained unpaid/ unclaimed for the last seven consecutive years (i.e. 60th Dividend to 66th Dividend). In compliance with the IEPF Rules, the Company has already sent individual notices dated 17 March 2022 to the concerned shareholders and had also issued a public notice in newspapers for the attention of the concerned shareholders. **Any shareholder having a claim for the 60th (unpaid/unclaimed) Dividend is requested to submit the claim to the Company by email within 17 June 2022 as the Company will initiate action for closure of the 60th Dividend Account thereafter.**

Procedure for inspection of documents:

31. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and other relevant documents in respect of the proposed resolutions, if any, would be made electronically available at the commencement of the Meeting and shall remain open and accessible to the Members during the Meeting. All documents referred to in the Notice will also be available for inspection by the Members at the Registered Office of the Company without any fee on all working days except Saturdays, Sundays and public holidays between 11:00 a.m. to 1:00 p.m. up to the date of AGM, i.e., 23 June 2022. Members seeking to inspect such documents can send an email to investor.relations.in@linde.com.

Procedure for remote E-voting and E-voting during the AGM:

32. E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 in relation to e-Voting facility provided by Listed Entities, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 86th Annual General Meeting which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting during the AGM through an electronic voting system. As mentioned in the Note 4 above, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, 16 June 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

I. Procedure for E-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join the AGM by VC/OAVM (virtual meeting) on NSDL e-Voting system.

Details on Step 1 (Access to NSDL e-Voting system) is mentioned below:

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-Voting facility provided by Listed Entities", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote

without having to register again with the e-Voting service provider (ESP), thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered for NSDL IDeAS facility, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If you are not registered with NSDL IDeAS facility, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 (A. NSDL IDeAS facility). <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting. <p>C. e-Voting using NSDL Mobile App</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

D. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

(a) Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

(b) Once the home page of e-voting system is launched, click on the icon '**Login**' which is available under '**Shareholder/Member**' section.

(c) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(d) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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(e) Your password details are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the **'initial password'** which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii. How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow instruction mentioned in Note No. 14 above.
- (f) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - i. Click on 'Forgot User Details/Password?' (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. 'Physical User Reset Password?' (if you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(h) Now, you will have to click on "Login" button.

(i) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 (Cast your vote electronically and join the AGM by VC/OAVM (virtual meeting) on NSDL e-Voting system) is mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

- (a) After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
- (b) Select 'EVEN' of Company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- (c) Now you are ready for e-voting as the voting page opens.
- (d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- (e) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

II. Instructions for Members for E-Voting during the 86th AGM:

- (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (d) For details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the AGM, please refer to Note No. 19 above.

III. General Information:

- (a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

- (b) **The voting rights shall be as per the number of equity shares held by the Member(s) as on Thursday, 16 June 2022, being the cut-off date.** Members are eligible to cast vote electronically only if they are holding shares as on that date. In case of joint holders, only one of the joint holders may cast his/her vote.
- (c) Mr S. M. Gupta (Membership No. FCS-896) of Messrs S. M. Gupta & Co., Company Secretaries (C. P. No. 2053), whom failing, Mr P Sarawagi (Membership No. FCS-3381) of Messrs P Sarawagi & Associates, Company Secretaries (C. P. No. 4882) who have individually consented to the Company to act as the Scrutinizer, have been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process for the 86th Annual General Meeting of the Company in a fair and transparent manner and submit the Scrutinizer's report of the total votes cast to the Chairman or a person authorized by him in writing.
- (d) The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available on the Company's website at www.linde.in and on the website of NSDL at www.evoting.nsdl.com and will also be displayed on the Notice Board of the Company at its Registered Office. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.
- (e) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 2244 30 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager or Ms Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or pallavid@nsdl.co.in who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address investor.relations.in@linde.com.
- (f) Members of the Company under the category of Corporate and Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate and Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@linde.com with a

copy marked to evoting@nsdl.co.in and can also upload these documents by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

IV. Other Instructions:

- (a) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date, i.e. 16 June 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company/ RTA. However, if such shareholders are already registered with NSDL for remote e-voting, they can use their existing user ID and password for casting their vote. In case such shareholders forgot password, they can reset the password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30.

In case of Individual Shareholders holding securities in demat mode, who acquires shares of the Company and becomes a Member after despatch of the Notice and holding shares as of the cut-off date i.e. 16 June 2022, he/she may follow steps explained at note no. 32 E-voting: under the sub head "Step 1: Access to NSDL e-Voting system".

- (b) **The remote e-voting period starts on Monday, 20 June 2022 at 9:00 a.m. and ends on Wednesday, 22 June 2022 at 5:00 p.m.** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 16 June 2022, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (c) Members attending the meeting through VC/OAVM who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the Meeting through electronic voting system. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

33. Appointment/re-appointment of Directors:

Additional information pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 on General Meetings, in respect of the directors seeking appointment / re-appointment at the AGM, forms part of this Notice.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice:

As the businesses specified in Item Nos. 5, 6 & 7 of the Notice of even date, to which this statement is annexed, are items of special business to be transacted at the 86th Annual General Meeting of the Company, the following facts are set out in compliance with the provisions of Section 102 of the Companies Act, 2013.

Item No.5

The Board of Directors of the Company had on the recommendation of the Nomination & Remuneration Committee appointed Ms Mannu Sanganerla (DIN: 09243027) as an Additional Director (Non-Executive) of the Company with effect from 29 July 2021. Ms Sanganerla, as an Additional Director holds office only until the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and is eligible for appointment as Director of the Company.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, approval of shareholders for appointment of a person on the Board of Directors or as Manager shall be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, which is effective from 1 January 2022. However, as Ms. Sanganerla was appointed by the Board of Directors as an Additional Director of the Company before 1 January 2022, necessary resolution for appointment of Ms. Sanganerla as a Director of the Company is being placed before the shareholders at the ensuing Annual General Meeting.

Requisite Notice under Section 160(1) of the Companies Act, 2013 has been received by the Company from a Member signifying his intention to propose appointment of Ms Mannu Sanganerla as a Director of the Company. Further, the Company has received from Ms Sanganerla (i) Consent in writing to act as Director in Form DIR-2 (ii) Intimation in Form DIR-8 to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Ms Sanganerla is a person of integrity and fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder read with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 each as amended and is therefore eligible for being appointed by the Members of the Company. The other requisite details of Ms Sanganerla, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) are separately provided below as an additional information to the Members.

Ms Sanganerla and her relatives are concerned or interested in the proposed Resolution as it relates to her appointment. None of the other Directors and Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The Board therefore, recommends the Ordinary Resolution set out at item no. 5 of the Notice for your approval.

Item No.6

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the relevant provisions of the Articles of Association of the Company and subject to the approval of the Members at the ensuing Annual General Meeting of the Company, the Board of Directors had at its Meeting held on 13 May 2022 re-appointed Mr. Abhijit Banerjee (DIN: 08456907) as the Managing Director of the Company for a second term of 3 years w.e.f. 7 June 2022 under Sections 178, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ("the Act").

Mr. Abhijit Banerjee, 54 years old is a B. Tech. in Chemical Engineering from IIT, Kharagpur. Mr. Banerjee joined the Company in the year 2009 and has gathered rich experience of about 34 years in manufacturing sector covering design engineering, marketing, project management, business development and strategic account management across reputed companies. Before appointment as the Managing Director, Mr. Banerjee was working as Vice President- Tonnage Accounts Management of the Company since 2014.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, hereby, recommends the re-appointment of Mr. Abhijit Banerjee, as the Managing Director of the Company for a second term of three years, with effect from 7 June 2022. The details of the proposed terms and conditions including remuneration payable to Mr Banerjee for his new term as the Managing Director w.e.f. 7 June 2022 are set out below:

- Basic Salary: Rs. 4,354,752/- per annum with authority to the Nomination and Remuneration Committee, Audit Committee and the Board to give increments, which will be merit based and take into account the Company's performance.
- House Rent Allowance: Rs. 2,177,376/- per annum (being 50% of the basic salary) or furnished accommodation in lieu thereof as may be opted by Mr. Banerjee.
- Special Allowance: Rs. 3,500,736/- per annum or such amount as may be decided by the Nomination and Remuneration Committee, Audit Committee and the Board from time to time.

- Additional Allowance: Rs. 2,480,736/- per annum or such amount as may be decided by the Nomination and Remuneration Committee, Audit Committee and the Board from time to time.
 - Insurance Premium for the maintenance of a Group Health Policy or policies for Mr. Banerjee and his family for medical benefits as per the Rules of the Company. The Company shall bear the cost of premium of Mr. Banerjee's Personal Accident Insurance as per the Company's scheme.
 - Leave Travel Concession of Rs. 75,000/- per annum for Mr. Banerjee and his family.
 - Provision of one Car for official/personal use of Mr. Banerjee including the running and maintenance expenses thereof and driver wages up to an aggregate limit of Rs. 1,020,000/- per annum.
 - Telephone facility at the residence of Mr. Banerjee for official/limited personal use and a cellular phone for his official use. Cost of personal long-distance calls made by Mr. Banerjee shall be borne by him.
 - Fees/Subscription of one club other than admission/life membership fees.
 - Contribution to Provident and Gratuity funds as per Rules of the Company.
 - Reimbursement of Mr. Banerjee's entertainment expenses as actually and properly incurred by him in the course of and for the purpose of the business of the company.
 - Leave according to the rules of the Company.
 - Variable performance pay as per the Short Term, Medium Term and Long Term Incentive Plans applicable to Whole Time Directors of the Company.
 - In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V of the Companies Act, 2013 as applicable from time to time.
- comply with the directions and regulations made by the Board and shall well and faithfully serve the Company and use his utmost endeavour to promote the interests thereof.
4. During the continuation of this Agreement, Mr. Banerjee shall faithfully and diligently serve the Company and subject to the superintendence, control and direction of the Board and provisions of Articles of Association of the Company, he shall have substantial power of management of the affairs of the Company and shall perform the duties and exercise the powers in relation thereto. He shall perform such further duties and exercise such powers as may be entrusted or conferred upon him by the Board or by the Act or by the Articles of the Company from time to time.
 5. Mr Banerjee shall not, except with the consent of the Board, during the Term of his employment be directly or indirectly engaged or financially concerned or interested in any other business or concern including appointment as a director of any other Company otherwise than as holder of shares or debentures of any company.
 6. Mr Banerjee shall be entitled to leave at such time during the Term of his appointment as may be convenient to the Company according to the rules applicable to the Wholetime Directors of the Company.
 7. If at any time, Mr Banerjee ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Managing Director of the Company.
 8. The appointment as Managing Director shall be subject to termination:
 - (a) by the Company by not less than three months notice in writing given at any time while Mr Banerjee shall have been incapacitated by reasons of ill health or accident from performing his duties hereunder for a total period of six months in the preceding period of twelve months;
 - (b) by the Company by summary notice in writing if Mr Banerjee shall have committed any serious breach or continued any breach of his obligation hereunder or shall have been guilty of conduct tending to bring the Company or his office hereunder into disrepute or shall have committed an act of insolvency or compounded with his creditors generally;
 - (c) by either party hereto by not less than six months notice in writing given at any time to the other party.
 9. Mr Banerjee shall not, either during or after termination of his appointment hereunder, divulge or communicate to any person or persons except to those whose province it is to know the same or himself make use of any of the Company's secrets or any other information which he may receive or obtain in relation to the Company's affairs or to the working of any process or invention which is carried on or used by the Company or any other matters which may come to his knowledge in the course of or by reason of his employment with the Company.

The key terms and conditions of re-appointment of Mr Banerjee are as follows:

1. Mr Banerjee shall hold office and act as the Managing Director of the Company for a term of three years commencing from 7 June 2022 and ending on 6 June 2025 (hereinafter referred to as "Term"), upon and subject to the terms and conditions herein contained.
2. Mr. Banerjee will not ordinarily retire by rotation except in the event specified in the Article 104 of the Articles of Association of the Company.
3. Mr Banerjee shall, unless prevented by ill health or accident and save while on leave, throughout the said Term, devote the whole of his time, attention and abilities to the business of the Company and shall obey the orders from time to time of the Board of the Company and in all respects conform to and

The Company has received from Mr Banerjee (i) Consent in writing to act as Director in Form DIR-2 (ii) Intimation in Form DIR-8 to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The other requisite details of Mr. Abhijit Banerjee, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meeting (SS-2) are annexed hereto.

The Company proposes to enter into an Agreement with Mr Abhijit Banerjee after the approval of the appointment by the Members at the ensuing Annual General Meeting.

Mr. Banerjee and his relatives are concerned or interested in the proposed Resolution, as it relates to his own appointment. None of the other Directors or Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The Board therefore, recommends the Special Resolution at item no. 6 for your approval.

Item No. 7

The Board of Directors of the Company had on the recommendation of the Audit Committee, approved the appointment of Messrs Mani & Co., Cost Accountants (Firm Regn. No. 000004) as the Cost Auditors at a fees of Rs. 2,10,000/- (Rupees Two Lakhs and Ten Thousand only) plus applicable tax and out of pocket expenses that may be incurred during the course of audit of cost records of the Company for the financial year ending on 31 December 2022. Messrs Mani & Co. has vast experience in the field of cost audit across diverse industries including chemical sector to which your Company belongs.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. None of the Directors and Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The Board, therefore, recommends the Ordinary Resolution set out at item no. 7 of the Notice for approval by the Members.

Additional information on directors recommended for appointment/re-appointment as required under Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meeting (SS-2) are as below:

Mr Robert John Hughes

Mr Robert John Hughes (DIN: 08493540) is a Bachelor of Science, Chemistry, from Bradford University, UK and holds a Diploma in Management Studies from Hull University, UK. Mr Hughes has over 35 years of experience, which includes nearly 30 years of rich experience in BOC and Linde in customer-facing leadership roles including Sales, Key Customer Management, Customer Services and Marketing, Strategic Management and management of JVs. Mr Hughes has held senior management positions in BOC in Europe and subsequently in Linde in Asia and was the Head of Regional Business Unit, South and East Asia of The Linde Group from 2015 to 2018, when he successfully led through both business growth and turnaround situations.

Age: 59 years

Nature of expertise in specific functional areas: Sales, Key Customer Management, Customer Services and Marketing, Strategic Management and management of JVs.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: There is no inter-se relationship between Mr Robert John Hughes, other members of the Board and Key Managerial Personnel of the Company.

Listed entities (other than Linde India) in which Mr Robert John Hughes holds directorship and committee membership and names of listed entities from which Mr Hughes resigned in the past three years: Nil

Shareholding in the Company as on 31 December 2021 (including shareholding, if any as a beneficial owner): Nil

Remuneration proposed to be paid, last drawn salary and key terms and conditions of re-appointment: The Company does not pay remuneration to Non-Executive Directors representing the Promoter Group.

Date of first appointment on Board and number of Board meetings attended: The details pertaining to Mr Hughes' appointment and number of meetings attended by him are provided in the Corporate Governance Report forming part of the Annual Report 2021.

Ms Mannu Sanganeria

Ms Mannu Sanganeria (DIN : 09243027), holds a Bachelor's degree in Arts from Delhi University and is also a Member of The Institute of Chartered Accountants of India. Ms Sanganeria has over 21 years of work experience in Finance & Accounting roles during her stints with BOC and Linde Group. She had joined Linde India Ltd. (formerly known as BOC India Ltd.) in the year 2000 as an Accountant and subsequently moved to Singapore in 2005 in the Finance function. Ms Sanganeria has held leadership roles in areas of Financial Planning & Performance Management responsible for South & East Asia and Asia Pacific region of the Linde plc Group. In her present role, she is working as Director, M&A in Linde plc Group based out of Singapore.

Age: 46 years

Nature of expertise in specific functional areas: Financial Planning & Merger & Acquisitions.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: There is no inter-se relationship between Ms Mannu Sanganeria, other members of the Board and Key Managerial Personnel of the Company.

Listed entities (other than Linde India) in which Ms Mannu Sanganeria holds directorship and committee membership and names of listed entities from which Ms Sanganeria resigned in the past three years: Nil

Shareholding in the Company as on 31 December 2021 (including shareholding, if any as a beneficial owner): Nil

Remuneration proposed to be paid, last drawn salary and key terms and conditions of appointment: The Company does not pay remuneration to Non-Executive Directors representing the Promoter Group.

Date of first appointment on Board and number of Board meetings attended: The details pertaining to Ms Sanganeria's appointment and number of meetings attended by her are provided in the Corporate Governance Report forming part of the Annual Report 2021.

Mr Abhijit Banerjee

Mr Abhijit Banerjee (DIN: 08456907) is a B.Tech in Chemical Engineering from IIT, Kharagpur. Mr Banerjee joined the Company in the year 2009 and has gathered rich experience of about 34 years in manufacturing sector covering design engineering, marketing, project management, business development and strategic account management across reputed companies, viz. Shaw Wallace & Co. Ltd, Otto India Ltd. (a member of ThyssenKrupp group), SMS

Demag Pvt. Ltd. and with Linde India Ltd. Mr Banerjee's experience includes deputation for 18 months at Thyssen at Bochum, Germany. Before appointment as Managing Director, Mr Banerjee was working as Vice President- Tonnage Accounts Management of the Company since 2014.

Age: 54 years

Nature of expertise in specific functional areas: Design engineering, marketing, project management, business development and strategic account management, onsite account management.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: There is no inter-se relationship between Mr Abhijit Banerjee, other members of the Board and Key Managerial Personnel of the Company.

Listed entities (other than Linde India) in which Mr Abhijit Banerjee holds directorship and committee membership and names of listed entities from which Mr Banerjee resigned in the past three years: Nil

Shareholding in the Company as on 31 December 2021 (including shareholding, if any as a beneficial owner): Nil.

Remuneration proposed to be paid and last drawn salary: The details of remuneration/terms of re-appointment of Mr Banerjee are mentioned in the explanatory statement annexed to this Notice. The total remuneration paid by the Company to Mr. Banerjee during the year 2021 was Rs. 22,055,590/- as per details stated in the Corporate Governance Report forming part of the Annual Report 2021.

Key terms and conditions of re-appointment: The key terms and conditions of re-appointment of Mr Banerjee are furnished in item no.7 of the explanatory statement annexed to this Notice.

Date of first appointment on Board and number of Board meetings attended: The details pertaining to Mr Banerjee's appointment and number of meetings attended by him are provided in the Corporate Governance Report forming part of the Annual Report 2021.

Disclosure in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Item No.4

The requisite details regarding appointment of M/s. Price Waterhouse & Co. Chartered Accountants LLP as statutory auditors of the Company pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below as an additional information to the Members.

In accordance with Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Registration No.: 117366W/W-100018), Statutory Auditors of the Company shall retire at the conclusion of the 86th AGM of the Company.

The Board of Directors of the Company at their meeting held on 24 February 2022, on the recommendation of the Audit Committee, have recommended the appointment of M/s. Price Waterhouse & Co. Chartered Accountants LLP (ICAI Registration No.: 304026E/E-300009) ("M/s PWC") as the Statutory Auditors of the Company, by the Members for a term of five consecutive years from the conclusion of 86th AGM till the conclusion of 91st AGM of the Company, at an annual remuneration of Rs.58,00,000/- (Rupees Fifty Eight Lakhs only) for the year ending 31 December 2022, plus out of pocket expenses and applicable taxes. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors. There is no material change in the remuneration paid to M/s. Deloitte Haskins & Sells LLP, the retiring Statutory Auditors, for the statutory audit conducted for the year ended 31 December 2021 and the remuneration proposed to be paid to M/s. PWC for the year ending 31 December 2022.

Price Waterhouse & Co Chartered Accountants LLP, having a Firm Registration No. 304026E/E-300009, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Firm was established in the year 1991 and was converted into a limited liability partnership in the year 2014. The registered office of the Firm is at Plot No. Y 14, Block EP, Sector V, Salt Lake, Electronic Complex Bidhan Nagar, Kolkata 700 091. The Firm is primarily engaged in providing assurance and auditing services to its clients and is a member firm of Price Waterhouse

& Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. The firm has a valid peer review certificate and audits various companies listed on stock exchanges in India.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s. PWC and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. PWC has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the 86th AGM. Accordingly, the Board of Directors recommends aforesaid appointment to the Members for their approval by way of an Ordinary Resolution as set out at Item No. 4 of the accompanying Notice of the 86th AGM.

Registered Office:

Oxygen House
P 43 Taratala Road
Kolkata 700 088
India

Bangalore
13 May 2022

By order of the Board
Linde India Limited



Pawan Marda
Membership No. ACS 8625
Director- Corporate Affairs
& Company Secretary

Information at a Glance

Particulars	Details
Time and Date of AGM	10.00 a.m. IST, Thursday, 23 June 2022
Mode	Video Conference (VC) and Other Audio-Visual Means (OAVM)
Helpline number for VC participation	NSDL Toll Free No.: 1800 1020 990 and 1800 2244 30
Webcasts and transcripts	http://www.linde.in/en/investor_relations/
Book Closure date for Dividend	3 June 2022 to 23 June 2022 (both days inclusive)
Dividend payment date	On or about 28 June 2022
Cut-off date for e-voting	Thursday, 16 June 2022
E-voting start time and date	9.00 a.m. IST, Monday, 20 June 2022
E-voting end time and date	5.00 p.m. IST, Wednesday, 22 June 2022
Date for receiving of questions by email	9 June 2022 to 16 June 2022 (both days inclusive)
Date for registration as Speaker shareholder	20 June 2022 to 21 June 2022 (both days inclusive)
E-voting website of NSDL	https://www.evoting.nsd.com/
Name, address and contact details of e-voting service provider	<p>Amit Vishal, Senior Manager Pallavi Mhatre, Manager National Securities Depository Limited, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India Contact details: Email id: AmitV@nsdl.co.in; pallavid@nsdl.co.in; evoting@nsdl.co.in; Contact number: 1800 1020 990 and 1800 2244 30</p>
Name, Address and Contact details of Registrar & Transfer Agent	<p>Mr S V Raju Dy. Vice President KFin Technologies Ltd. Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 Contact details: Email id: einward.ris@kfintech.com Contact Number: +91 40 6716 2222</p>

Linde India Limited

CIN: L40200WB1935PLC008184

Oxygen House, P43 Taratala Road, Kolkata 700 088, India

Phone: +91 33 6602 1600, Fax: +91 33 2401 4206

Email: contact.lg.in@linde.com

Customer Service Centre: 1800 3456789 (toll free)

www.linde.in