

→ Linde India Limited



Linde India Limited.

Notice 2022-23.*

* For 15 months period from 1 January 2022 to 31 March 2023

Notice

Notice is hereby given that the Eighty Seventh 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, 17 August 2023 at 10:00 a.m. IST to transact the following businesses. 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 15 months period ended 31 March 2023 (from 1 January 2022 to 31 March 2023) together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the 15 months period ended 31 March 2023 (from 1 January 2022 to 31 March 2023) together with the Report of the Auditors thereon.
2. To declare dividend of 120% (i.e., Rs. 12/- per equity share) inclusive of a special dividend of 75% (i.e., Rs. 7.50 per equity share) on the Equity Shares of Rs. 10/- each of the Company, for the 15 months period ended 31 March 2023 (from 1 January 2022 to 31 March 2023).
3. To appoint a director in place of Ms Mannu Sanganageria (DIN: 09243027), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business

To consider and, if thought fit, to pass the following resolutions:

4. As a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the Nomination and Remuneration Policy of the Company, Dr Shalini Sarin (DIN: 06604529), who was appointed as an Independent Director of the Company with effect from 10 July 2018 and who holds office as such up to 9 July 2023 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the Office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of

five consecutive years with effect from 10 July 2023 up to 9 July 2028, on the terms and conditions including remuneration as set out in the draft letter of appointment for Independent Directors of the Company initiated by a Director and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. As an **Ordinary Resolution:**

"RESOLVED THAT in partial modification to the Resolution approved by the Members of the Company at the Eighty Sixth Annual General Meeting of the Company held on 23 June 2022 and pursuant to the provisions of Section 142 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(s) thereof, for the time being in force) and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the audit fees of M/s. Price Waterhouse & Co. Chartered Accountants LLP (Firm Regn. No. 304026E/E300009), Statutory Auditors of the Company be revised from Rs. 58,00,000/- (Rupees Fifty-Eight Lakhs only) to Rs. 67,00,000/- (Rupees Sixty-Seven Lakhs only) plus applicable taxes and out of pocket expenses that may be incurred during the course of audit, for the 15 months period ended 31 March 2023 (from 1 January 2022 to 31 March 2023)."

6. As an **Ordinary Resolution:**

"RESOLVED THAT in partial modification to the Resolution approved by the Members of the Company at the Eighty Sixth Annual General Meeting of the Company held on 23 June 2022 and 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(s) thereof, for the time being in force), the cost audit fee of M/s Mani & Co., Cost Accountants (Firm Regn. No. 000004), be revised from Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand only) to Rs. 2,25,000/- (Rupees Two Lakh Twenty-Five Thousand only) plus applicable taxes and out of pocket expenses that may be incurred during the course of audit, for the 15 months period ended 31 March 2023 (from 1 January 2022 to 31 March 2023) and the said cost audit fee be and is hereby ratified and confirmed.

RESOLVED FURTHER 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(s) thereof, for the time being in force), M/s 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 March 2024 as prescribed under the Companies (Cost Records and Audit) Rules, 2014 be paid a fee of Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand only) plus applicable taxes and out of pocket expenses that may be incurred during the course of audit and the said cost audit fee be and is hereby ratified and confirmed.”

Registered Office:
Oxygen House
P 43 Taratala Road
Kolkata 700 088
India

By order of the Board
Linde India Limited

Sd/-
Amit Dhanuka
Membership No. ACS 23872
Company Secretary

Kolkata
23 May 2023

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. 4 to 6 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 and the need to ensure social distancing to avoid the further spread of COVID-19, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 10/2022 dated 28 December 2022 and SEBI vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 read with other circulars issued for this purpose from time to time have permitted the companies to conduct their AGMs through Video Conference (VC)/Other Audio-Visual Means (OAVM) facility on or before 30 September 2023 in accordance with the framework provided therein. In compliance with the applicable provisions of the Companies Act, 2013 & the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 87th 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 87th 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 87th 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 87th 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 87th AGM through VC/OAVM Facility and e-Voting during the 87th 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, 11 August 2023 to Thursday, 17 August 2023 (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 Regulation 40(1) of the SEBI Listing Regulations, as amended, 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. These details are required to be submitted by the shareholders holding shares in physical form in Form No. ISR 1. The Company had accordingly sent letters dated 22 May 2023 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 No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023, effective from 1 October 2023, 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 October 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. 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.

11. 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

12. In accordance with the MCA's General Circular No. 10/2022 dated 28 December 2022 read with other circulars issued for this purpose from time to time and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 issued by SEBI, the Annual Report along with the Notice of the 87th 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 2022-23 will also be available on the Company's website at 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 at <https://www.evoting.nsdl.com>. The Company will also be sending printed copies of the Annual Report 2022-23 to the shareholders on receipt of specific request.
13. 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 inward.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

14. Members may join the 87th 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 87th AGM and shall be kept open throughout the proceedings of the AGM.

15. 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-serve 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 87th AGM without any restriction on account of first-come first-serve basis.
16. 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 30 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 30 (E-voting) in the Notice to avoid last minute rush.
17. 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.
18. Members who need assistance before or during the AGM with use of technology, can:
- Send a request at evoting@nsdl.co.in or contact at : 022 - 4886 7000 and 022 - 2499 7000; or
 - Contact Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in.
20. **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 30 E-voting: under the sub head "Step 1: Access to NSDL e-Voting system" from 9:00 a.m. IST on Monday, 14 August 2023 to 5:00 p.m. IST on Tuesday, 15 August 2023. 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.**
21. 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

22. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, 10 August 2023, i.e., the date prior to the commencement of book closure will be entitled to payment of Dividend for the 15 months period ended 31 March 2023, as recommended by the Board, if approved at the AGM.
23. As per the SEBI Listing Regulations, 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 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.

24. 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:

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

19. 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, 3 August 2023 to Thursday, 10 August 2023 shall only be considered and responded during the AGM.

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

Shareholders are requested to ensure Aadhar number is linked with PAN, as per the timelines prescribed. In case of failure of linking Aadhar with PAN within the prescribed timelines, PAN shall be considered inoperative and, in such scenario, tax shall be deducted at higher rate of 20% under 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 2023-24 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 a notified Mutual Fund u/s 10(23D)(ii) of the 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.

In case of entities exempt under Section 10 of the IT Act, the authorized signatory shall submit the declaration duly signed with stamp affixed for the purpose of claiming exemption from TDS (entities as provided in Circular No.18 of 2017) along with self-attested copy of PAN card.

With respect to shareholders being corporation established by or under a Central Act/ State Act which is, under any law for the time being in force, exempt from income- tax on its income including entities in which such corporations are the beneficial shareholders, any documentary evidence that the person is covered under Section 196 of the Act along with self-declaration and self-attested copy of PAN card.

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 2023-24 obtained from the revenue authorities of the country of tax residence, duly attested by Member
- Electronically furnished Form 10F. However, as per Circular F. No. DGIT(S)-ADG(S)-3/e-Filing of notification/Forms/2022/9227 dated 12 December 2022 and Circular F. No. DGIT(S)-ADG(S)-3/e-Filing Notification/Forms/2023/13420 dated 28 March 2023, non-resident taxpayers who are not having PAN and not required to have PAN as per provisions of the IT Act read with Income tax Rules, 1962 are exempted from mandatory filing of Form 10F till 30 September 2023 and such shareholders can file Form 10F in manual form.
- 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.

The Company is not obligated to automatically apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non-resident shareholders.

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).

For other non-resident shareholders without PAN/Invalid PAN/ non-compliance of Section 206AB of the Act, tax shall be deducted at higher rates mentioned in Section 206AA/206AB of the IT Act (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 furnished return of income for the assessment year relevant to the previous year immediately preceding the financial 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 such preceding previous year.

Non-applicability - The non-resident who does not have a permanent establishment 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.

Members may please note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, non-compliance of prescribed procedure or insufficiency of the aforementioned details/documents from you, an option is available to you to file the return of income as per IT Act and claim appropriate refund, if eligible, but no claim shall lie against the Company for such taxes deducted. Shareholders, whose valid PAN is updated, will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account.

25. 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 consecutive 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 2015, 31 December 2016, 31 December 2017, 31 December 2018, 31 December 2019, 31 December 2020 and 31 December 2021 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. 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
Year Ended 31 Dec. 2021 (67 th Dividend)	30 July 2029

26. 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 period from 1 January 2022 to 31 March 2023, the Company had issued individual notices dated 17 March 2022 to those shareholders whose dividends remained unpaid/unclaimed for seven consecutive years, i.e., 60th dividend for the FY ended 31 December 2014 to 66th dividend for the FY ended 31 December 2020. The Company had also published a notice dated 17 March 2022 in the Kolkata editions of Business Standard (English) and Aaj Kaal (Bengali) on 18 March 2022 in connection with transfer of such equity shares of the Company to the demat account of the Investor Education and Protection Fund Authority. Similarly, the Company had also issued individual notices dated 24 March 2023 to those shareholders whose dividends remained unpaid/unclaimed for seven consecutive years, i.e., 61st dividend for the FY ended 31 December 2015 to 67th dividend for the FY ended 31 December 2021. The Company had also published a notice dated 24 March 2023 in the Kolkata editions of Business Standard (English) and Aaj Kaal (Bengali) on 25 March 2023 and 26 March 2023 respectively in connection with transfer of such equity shares of the Company to the demat account of the Investor Education and Protection Fund Authority.

Any shareholder having a claim for the 61st (unpaid/unclaimed) Dividend was requested to submit the claim to the Company by email within 16 June 2023 as the Company would initiate action for closure of the 61st Dividend Account thereafter.

27. 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 21 July 2022 for transfer of 20,246 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 23 July 2022 and 2 August 2022 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	151	19,223
NSDL	03	814
CDSL	03	209
Total	157	20,246

28. 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 online application in prescribed Form IEPF-5 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.

Procedure for inspection of documents

29. 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. IST up to the date of AGM, i.e., 17 August 2023. 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

30. 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 Regulations 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 87th 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, 10 August 2023, 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”, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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	A. NSDL IDeAS facility
Shareholders holding securities in demat mode with NSDL	If you are already registered for NSDL IDeAS facility, follow the below steps:
	<ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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 under Value Added 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.
	If you are not registered with NSDL IDeAS facility, follow the below steps:
	<ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 (A. NSDL IDeAS facility).
	B. e-Voting website of NSDL
	<ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsd.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.
	C. e-Voting using NSDL Mobile App
	Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



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 users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. Upon logging in, 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 022 - 4886 7000 and 022 - 2499 7000.
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 toll free no. 1800 22 55 33.

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?

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

- (e) Password details for shareholders other than individual shareholders 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 13 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(s), you will not be allowed to modify your vote.

II. Instructions for Members for E-Voting during the 87th 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 18 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, 10 August 2023, 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 P K Sarawagi (Membership No. FCS-3381) of M/s P Sarawagi & Associates, Company Secretaries (C. P. No. 4882), whom failing, Mr S. M. Gupta (Membership No. FCS-896) of M/s S. M. Gupta & Co., Company Secretaries (C. P. No. 2053), 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 87th 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 022 – 4886-7000 and 022 – 2499 7000 or send a request to Ms Pallavi Mhatre at evoting@nsdl.co.in. Members may also write to the Company Secretary at the Company's email address at 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., 10 August 2023, 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 at 022 – 4886-7000 and 022 – 2499-7000.

In case of Individual Shareholders holding securities in demat mode, who acquires shares of the Company and becomes a Member after dispatch of the Notice and holding shares as of the cut-off date i.e. 10 August 2023, he/she may follow steps explained at Note 30 E-voting: under the sub head "Step 1: Access to NSDL e-Voting system".

- (b) **The remote e-voting period starts on Monday, 14 August 2023 at 9:00 a.m. and ends on Wednesday, 16 August 2023 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, 10 August 2023, 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.

31. Appointment/re-appointment of Directors:

Additional information, pursuant to Regulation 36 of the SEBI 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. 4 to 6 of the Notice of even date, to which this statement is annexed, are items of special business to be transacted at the 87th 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. Although not statutorily required, brief details with regard to Item No. 3 regarding re-appointment of director retiring by rotation is also provided as an additional information to the Members.

Item No.3

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Article 104 of the Company's Articles of Association, Ms Mannu Sanganeria (DIN: 09243027), Non-Executive Director of the Company, is required to retire by rotation at this Meeting and being eligible, has offered herself for re-appointment.

Ms Sanganeria was appointed as a Non-Executive Director of the Company on 29 July 2021. The Company has received from Ms Sanganeria (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 Sanganeria 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 Regulations each as amended and is therefore, eligible for being re-appointed by the Members of the Company. The other requisite details of Ms Sanganeria, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are separately provided below as an additional information to the Members.

Ms Sanganeria and her relatives are concerned or interested in the proposed Resolution as it relates to her re-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. 3 of the Notice for your approval.

Item No. 4

Dr Shalini Sarin was appointed as an Independent Director of the Company for a period of five years with effect from 10 July 2018

up to 9 July 2023. The Board of Directors of the Company at its meeting held on 23 May 2023, based on the recommendations of the Nomination and Remuneration Committee of the Board and as per the performance evaluation of Dr Sarin as a Member of the Board, considered that the continued association of Dr Sarin would be beneficial to the Company. The Board accordingly proposed to re-appoint Dr Shalini Sarin as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from 10 July 2023 up to 9 July 2028.

Further, the Company has in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Dr Sarin for the Office of Director. The Company has also received from Dr Sarin (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 (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI Listing Regulations as amended and (iv) 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 terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the re-appointment of Dr Shalini Sarin as an Independent Director of the Company for a second term commencing from 10 July 2023 up to 9 July 2028 is being placed before the Shareholders for their approval by way of a special resolution. Dr Sarin, once appointed, shall not be liable to retire by rotation.

A copy of the draft letter of appointment for Independent Directors of the Company setting out the terms and conditions would be available for inspection without any fee payable by the Members at the Registered Office of the Company on all working days of the Company between 10.00 a.m. to 5.00 p.m. up to the date of the AGM.

In the opinion of the Board, Dr Sarin 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 Regulations each as amended and is independent of the management of the Company. She is therefore, eligible for being re-appointed by the Members of the Company. The other requisite details of Dr Sarin, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are separately provided below as an additional information to the Members.

Dr Sarin and her relatives are concerned or interested in the proposed Resolution as it relates to her re-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 Special Resolution set out at item no. 4 of the Notice for your approval.

Item No. 5

In view of change in financial year of the Company from January – December to April – March and extension of financial year 2022 to 15 months period from 1 January 2022 – 31 March 2023, the Board of Directors of the Company (the Board) had on the recommendation of Audit Committee of the Board, approved the revision in audit fees of M/s. Price Waterhouse & Co. Chartered Accountants LLP (Firm Regn. No. 304026E/E300009), Statutory Auditors of the Company from Rs. 58,00,000/- (Rupees Fifty-Eight Lakhs only) to Rs. 67,00,000/- (Rupees Sixty-Seven Lakhs only) plus applicable taxes and out of pocket expenses that may be incurred during the course of audit, for the 15 months period ended 31 March 2023 (from 1 January 2022 to 31 March 2023).

Necessary approval of the Members for the appointment of M/s Price Waterhouse & Co. Chartered Accountants LLP, (Firm Regn. No. 304026E/E300009) as the Statutory Auditors of the Company for a term of five years effective from the conclusion of the 86th Annual General Meeting of the Company until the conclusion of the 91st Annual General Meeting of the Company was obtained at the 86th Annual General Meeting of the Company held on 23 June 2023. Further, from financial year 1 April 2023 onwards, the audit fees of M/s Price Waterhouse & Co. Chartered Accountants LLP, (Firm Regn. No. 304026E/E300009) as Statutory Auditors of the Company, would be Rs. 58,00,000/- (Rupees Fifty-Eight Lakhs only) per annum, as approved by the Members at the 86th Annual General Meeting of the Company held on 23 June 2023.

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. 5 of the Notice for approval by the Members.

Item No. 6

In view of change in financial year of the Company from January – December to April – March and extension of financial year 2022 to 15 months period from 1 January 2022 – 31 March 2023, the Board of Directors of the Company (the Board) had on the recommendation of the Audit Committee, revised the term of appointment of M/s Mani & Co., Cost Accountants (Firm Regn. No. 000004) as the Cost Auditors of the Company from January

2022 – December 2022 to January 2022 – March 2023 and had also approved the revision in cost audit fees from Rs. 2,10,000/- (Rupees Two Lakhs and Ten Thousand only) to Rs. 2,25,000/- (Rupees Two Lakhs and Twenty Five Thousand only) plus applicable taxes and out of pocket expenses that may be incurred during the course of audit of cost records of the Company, for the 15 months period ended 31 March 2023 (from 1 January 2022 to 31 March 2023).

Further, the Board had also on recommendation of the Audit Committee, approved the appointment of M/s Mani & Co., Cost Accountants (Firm Regn. No. 000004) as the Cost Auditors of the Company at a fee of Rs. 2,10,000/- (Rupees Two Lakhs and Ten Thousand only) plus applicable taxes 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 March 2024.

M/s. 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 the 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. 6 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 Meetings (SS-2) are as below:

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 22 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: 47 years

Nature of expertise in specific functional areas: Financial Planning and 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 March 2023 (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 2022-23.

Dr Shalini Sarin

Dr Shalini Sarin (DIN : 06604529) holds a Doctorate in Organization Behaviour and a Masters in Sociology and Human Resource Management. She has about three decades of corporate experience ranging from Chief People Officer to Head of Corporate Social Responsibility to Business Leader. Dr Sarin is among others on the Board of Automotive Axles Ltd., Kirloskar Oil Engines Ltd., Meritor HVS (India) Ltd and Kirloskar Ferrous Industries Ltd. She also serves on few not for profit Boards such as International Solar Alliance – global taskforce of foundations, Alliance for an Energy Efficient Economy and chairs Plaksha Center for clean energy. She is also a mentor and Board Member of BeyonDiversity Foundation.

Age: 57 years

Nature of expertise in specific functional areas: Change management, leadership, succession planning & significant experience in transformations during mergers, acquisitions, restructuring, divestiture and IPOs.

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

Listed entities (other than Linde India) in which Dr Shalini Sarin holds directorship and committee membership:

Sl. No.	Name of the Company	Mandatory Committee Memberships
1.	Automotive Axles Limited	Member, Nomination & Remuneration Committee
2.	Kirloskar Oil Engines Limited	Member, Corporate Social Responsibility Committee & Nomination & Remuneration Committee
3.	ISMT Limited	Nil
4.	Kirloskar Ferrous Industries Ltd.	Nil

Names of listed entities from which Dr Sarin resigned in the past three years: Nil

Shareholding in the Company as on 31 March 2023 (including shareholding, if any as a beneficial owner): Nil.

Remuneration proposed to be paid and last drawn salary: The details of remuneration paid (sitting fees and commission) by the Company to Dr Sarin during the period 1 January 2022 to 31 March 2023 are mentioned in the Corporate Governance Report forming part of the Annual Report 2022-23.

Date of first appointment on Board and number of Board meetings attended: The details pertaining to Dr Sarin's appointment and number of meetings attended by her are provided in the Corporate Governance Report forming part of the Annual Report 2022-23.

Registered Office:
Oxygen House
P 43 Taratala Road
Kolkata 700 088
India

Kolkata
23 May 2023

By order of the Board
Linde India Limited

Sd/-
Amit Dhanuka
Membership No. ACS 23872
Company Secretary

Information at a Glance

Particulars	Details
Time and Date of AGM	10:00 a.m. IST, Thursday, 17 August 2023
Mode	Video Conference (VC) and Other Audio-Visual Means (OAVM)
Helpline number for VC participation	NSDL Contact No.: 022 - 4886 7000 and 022 - 2499 7000
Webcasts and transcripts	https://www.linde-gas.in/en/ir/index.html
Book Closure date for Dividend	11 August 2023 to 17 August 2023 (both days inclusive)
Dividend payment date	On or about 22 August 2023
Cut-off date for e-voting & dividend	Thursday, 10 August 2023
E-voting start time and date	9:00 a.m. IST, Monday, 14 August 2023
E-voting end time and date	5:00 p.m. IST, Wednesday, 16 August 2023
Date for receiving of questions by email	3 August 2023 to 10 August 2023 (both days inclusive)
Date for registration as Speaker shareholder	14 August 2023 and 15 August 2023
E-voting website of NSDL	https://www.evoting.nsd.com/
Name, address and contact details of e-voting service provider	<p>Pallavi Mhatre, <i>Senior Manager</i> 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: pallavid@nsdl.co.in; evoting@nsdl.co.in; Contact number: 022 - 4886 7000 and 022 - 2499 7000</p>
Name, Address and Contact details of Registrar & Share Transfer Agent	<p>Mr Shaibal Haripada Roy <i>Asst. Vice President</i> KFin Technologies Ltd. Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 Contact details: Email id: inward.ris@kfintech.com Contact Number: +91-40-6716-2222</p>