



**Quarterly Compliance Report on Corporate Governance**

1. Name of Listed Entity: Linde India Limited
2. Quarter ending: 31 December 2021

I. Composition of Board of Directors										
(Mr./Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>&amp;</sup>	Date of Birth	Date of Initial Appointment /Date of re-appointment /Date of cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Reg.17A (1) of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Reg.17A (1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Reg. 26(1) of Listing Regulations) <sup>#</sup>	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg. 26(1) of Listing Reg. <sup>#</sup>
Mr.	Robert John Hughes	PAN – N.A. DIN -	Non-Executive Non-Independent	07/11/1962	28/06/2019	N.A.	1	0	Audit – 1	0
Mr.	Abhijit Banerjee	PAN - ACWBP2 656H DIN -	Executive -Managing Director	06/12/1967	07/06/2019	N.A.	1	0	Stakeholder – 1	0
Mr.	Arun Balakrishnan	PAN - ABVPB19 17F DIN - 0013024 1	Non-Executive - Independent	25/07/1950	01/10/2014 01/10/2019	87 months; <i>Appointed for a term of 5 consecutive years w.e.f. 01/10/2019</i>	1 <sup>^</sup>	1	Audit – 3 Stakeholder – 1	Audit – 1 Stakeholder – 1
Mr.	Jyotin Kantilal Mehta	PAN - AAHPM2 575M DIN - 0003351 8	Non-Executive - Independent	16/02/1958	01/10/2014 01/10/2019	87 months; <i>Appointed for a term of 5 consecutive years w.e.f. 01/10/2019</i>	3 <sup>^</sup>	3	Audit – 8 Stakeholder – 2	Audit – 4 Stakeholder-1
Ms.	Shalini Sarin	PAN – ABKPS68 67L DIN – 0660452 9	Non-Executive - Independent	15/06/1965	10/07/2018	41 months; <i>Appointed for a term of 5 consecutive years w.e.f. 10/07/2018</i>	3 <sup>^</sup>	3	Audit – 2	0
Ms.	Mannu Sanganerla	PAN – ATBPS82 21R DIN-	Non-Executive	25/02/1976	29/07/2021	N.A.	1	0	0	0

# Includes committee position in listed & unlisted public limited companies.

<sup>^</sup> Excludes directorships in unlisted public limited and private limited companies.

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>Category of director means executive/non-executive/independent/nominee. If a Director fits into more than one category write all categories separating with hyphen

\*to be filled only for Independent Director. Tenure would mean total period (in months) from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**Note:** Passing of Special Resolution under Regulation 17 (1A) of Listing Regulations, 2015 – Not Applicable





II. Composition of Committees			
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>Ⓔ</sup>	Date of Appointment
Audit Committee	Mr. Jyotin Mehta	Chairman/Independent	19/11/2001
	Mr. Arun Balakrishnan	Independent	09/02/2012
	Dr. Shalini Sarin	Independent	23/07/2018
	Mr. Robert John Hughes	Non-Executive	23/07/2019
Nomination & Remuneration Committee	Mr. Arun Balakrishnan	Chairman/Independent	09/02/2012
	Mr. Jyotin Mehta	Independent	18/10/2011
	Mr. Robert John Hughes	Non-Executive	23/07/2019
Risk Management Committee	Mr. Arun Balakrishnan	Chairman/Independent	22/03/2019
	Mr. Jyotin Mehta	Independent	22/03/2019
	Mr. Abhijit Banerjee	Executive (Managing Director)	07/06/2019
Stakeholders' Relationship Committee	Mr. Arun Balakrishnan	Chairman/Independent	23/07/2018
	Mr. Jyotin Mehta	Independent	08/10/2004
	Mr. Abhijit Banerjee	Executive (Managing Director)	07/06/2019
Corporate Social Responsibility Committee	Dr. Shalini Sarin	Chairperson/Independent	23/07/2018
	Mr. Arun Balakrishnan	Independent	07/02/2014
	Mr. Abhijit Banerjee	Executive (Managing Director)	07/06/2019

<sup>Ⓔ</sup>Category of directors means Executive/Non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen


III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter (Jul – Sept 2021)	Date(s) of Meeting (if any) in the relevant quarter (Oct – Dec 2021)	Whether requirement of Quorum met (details)	No. of Directors present	No. of Independent Directors present	Maximum gap between any two consecutive meetings in no. of days
29 July 2021 10 August 2021	1 October 2021 12 November 2021 15 December 2021	Yes (All members present) Yes (All members present) Yes (All members present)	Six Six Six	Three Three Three	93 (Ninety-three)

IV. Meeting of Committees					
Date(s) of meeting of the committee in the previous quarter (Jul – Sept 2021)	Date(s) of meeting of the committee in relevant quarter (Oct – Dec 2021)	Whether requirement of Quorum met (details)	No. of Directors present	No. of Independent Directors present	Maximum gap between any two consecutive meetings in no. of days*
<b>Audit Committee</b>					
10 August 2021	1 October 2021 12 November 2021	Yes (All members present) Yes (All members present)	Four Four	Three Three	51 (Fifty-one)
<b>Nomination &amp; Remuneration Committee</b>					
Nil	12 November 2021	Yes (All members present)	Three	Two	Not Applicable
<b>Stakeholders Relationship Committee</b>					
Nil	1 October 2021	Yes (All members present)	Three	Two	Not Applicable
<b>Corporate Social Responsibility Committee</b>					
Nil	12 November 2021	Yes (All members present)	Three	Two	Not Applicable
<b>Risk Management Committee</b>					
Nil	12 November 2021	Yes (All members present)	Three	Two	Not Applicable

\* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.





<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N/A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
There were no related party transactions during the period 1 October 2021 – 31 December 2021, which are material in nature.	
<b>Note</b>	
1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.	
2 If status is “No” details of non-compliance may be given here.	
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <b>Yes</b>	
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - <b>Yes</b>	
a. Audit Committee	
b. Nomination & Remuneration Committee	
c. Stakeholders Relationship Committee	
d. Risk Management Committee	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <b>Yes</b>	
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <b>Yes</b>	
5. This report and/or the report submitted in the previous quarter have been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: <b>The Compliance Report on Corporate Governance for the quarter ended 30 September 2021 was placed and noted by the Board of Directors at its meeting held on 12 November 2021.</b>	
 <b>Pawan Marda</b> Director – Corporate Affairs & Company Secretary	



**Compliance Report on Corporate Governance for the Financial Year 2021**

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA) refer note below
<b>As per Regulation 46(2) of the Listing Regulations, 2015</b>	
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
e-mail address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
New name and the old name of the listed entity	Yes
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.
<b>As per other Regulations of Listing Regulations, 2015</b>	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
<i>It is certified that these contents on the website of the Company are correct.</i>	Yes





**II. Annual Affirmations**

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17 (1A) & 17 (1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum No. of Directorships	17(A)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration committee Meeting	19(2A)	Yes
Meeting of Nomination & Remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1),(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (1A), (5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	The Company does not have any subsidiary
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	The Company does not have any subsidiary





Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25 (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No", details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

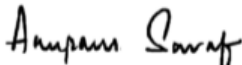
**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **The Company does not have any subsidiary.**

**Pawan Marda**

Director – Corporate Affairs & Company Secretary



Additional Half Yearly Disclosure			
I. Disclosure of Loans / guarantees / comfort letters / securities etc.			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amt. advanced during six months	Balance outstanding at the end of six Months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amt. of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0.00	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0.00	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00	0.00
II. Affirmations:			
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company.			
 <b>Anupam Saraf</b> Chief Financial Officer			