

→ Linde India Limited.



Making our world more productive

Linde India Limited.

Postal Ballot Notice.

Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014)

To the Members,

NOTICE is hereby given pursuant to the provisions of Section 110, 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the General Circular No. 11/2022 issued by the Ministry of Corporate Affairs (“**MCA**”) read with other circulars issued for this purpose from time to time (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “**SEBI Listing Regulations**”) and other applicable laws and regulations, for seeking consent/approval of the Members of the Company to the proposal contained in the Resolution as set out in this Notice, through Postal Ballot by electronic means (**remote e-voting**).

SPECIAL BUSINESS:

Appointment of Mr Michael James Devine (DIN: 10042702) as a Non-Executive Director of the Company:

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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr Michael James Devine (DIN: 10042702), who was appointed as an Additional Director of the Company by the Board of Directors effective 15 February 2023 in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

Registered Office:

Oxygen House
P 43 Taratala Road
Kolkata 700 088
West Bengal, India

New Delhi
20 March 2023

By order of the Board
For **Linde India Limited**

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

Notes:

1. An explanatory statement as required under Section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the businesses specified above is annexed hereto.
2. In view of the ongoing COVID-19 restrictions and the need to ensure social distancing to avoid the further spread of COVID-19, MCA vide General Circular No. 11/2022 read with other circulars issued for this purpose from time to time have permitted the companies to transact items through postal ballot in accordance with the framework provided therein, in compliance with the applicable provisions of the Companies Act, 2013 & the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Board of Directors of the Company has, at its meeting held on 20 March 2023, appointed Mr Pawan Kumar Sarawagi (Membership No. FCS-3381) of Messrs P Sarawagi & Associates, Company Secretaries, (C.P. No. 4882) whom failing, Mr S M Gupta (Membership No. FCS-896) of Messrs S M Gupta & Co., Company Secretaries (C.P. No. 2053), as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. The Company has availed the services of National Securities Depositories Limited for providing remote e-voting facility for exercising postal ballot through electronic means only.
5. In view of the difficulties arising out of COVID-19, the Company would be sending Notice through e-mail only and accordingly, the approval of the Members is being sought through remote e-voting. The Physical copies of the Notice along with Postal Ballot form and postage prepaid self-addressed business reply envelope are not being sent to the Members.
6. The Notice is being sent to/published/displayed for all the Members whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited (“**NSDL**”)/Central Depository Services (India) Limited (“**CDSL**”) as on Friday, 17 March 2023. The Notice 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 Postal Ballot Notice to the shareholders on receipt of specific request.
7. Members holding share(s) in physical mode, who have not updated their e-mail 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).

8. 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.
9. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, 17 March 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories, i.e., NSDL & CDSL as on the cut-off date will be entitled to cast their votes by remote e-voting.
10. A Member cannot exercise his vote by proxy on postal ballot. All Members are requested to cast their votes only through e-voting as per the procedure provided herein.
11. The resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a duly convened general meeting of the Members.
12. All material and relevant documents referred to in the explanatory statement of this Notice are 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. until the last date for receipt of votes by remote e-voting i.e., Tuesday, 25 April 2023. Members seeking to inspect such documents can send an email to investor.relations.in@linde.com.

13. Procedure for remote E-voting:

Remote 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 the MCA Circulars, the Company is pleased to provide the remote e-voting facility to its Members, to enable them to cast their votes on the resolution proposed to be passed through postal ballot by way of electronic means. As mentioned in the Note 4 above, the Company has engaged the services of NSDL for facilitating voting by electronic means.

The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 17 March 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 on NSDL e-Voting system.

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

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, 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 Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, which will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3. Visit the e-Voting website of NSDL. Open web browser by typing the following 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest facility are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest facility, user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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.
3. If the user is not registered for Easi/Easiest facility, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on 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

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. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

B. Login Method 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
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, your Password/OTP and a Verification Code as shown on the screen.

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

4. 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***

5. Password details for shareholders other than individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. 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.

- c. How to retrieve your 'initial password'?

(i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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'.

(ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. 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 is active.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to investor.relations.in@linde.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations.in@linde.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

II. 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.nsd.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 Friday, 17 March 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 Pawan Kumar Sarawagi (Membership No. FCS-3381) of Messrs P Sarawagi & Associates, Company Secretaries, (C.P. No. 4882) whom failing, Mr S M Gupta (Membership No. FCS-896) of Messrs 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 results for the Postal Ballot conducted 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 completion of the scrutiny of the votes cast through remote e-voting. 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.nsd.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 resolution set out in the Notice shall be deemed to be passed on the last date specified for remote e-voting i.e., Tuesday, 25 April 2023.
- (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.nsd.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Ms Pallavi Mhatre, Senior 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 e-mail IDs: evoting@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 at investor.relations.in@linde.com.
- (f) **The remote e-voting period starts on Monday, 27 March 2023 at 9:00 a.m. and ends on Tuesday, 25 April 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 Friday, 17 March 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.

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

Item No. 1

Appointment of Mr Michael James Devine (DIN: 10042702) as a Non-Executive Director of the Company

The Board of Directors of the Company had on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders, approved the appointment of Mr Michael James Devine as an Additional Director (Non-Executive) of the Company, liable to retire by rotation, with effect from 15 February 2023.

In terms of the provisions of the SEBI Listing Regulations, a listed entity is required to obtain the approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking approval of Shareholders for appointment of Mr Devine as a Non-Executive Director of the Company by way of Postal Ballot.

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 Mr Michael James Devine as a Director of the Company. Further, the Company has received from Mr Devine (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 Companies Act, 2013 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.

In the opinion of the Board, Mr Devine 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 appointed by the Members of the Company. The other requisite details of Mr Devine pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) are separately provided below as an additional information to the Members.

Mr Devine and his relatives are concerned or interested in the proposed Resolution as it relates to his 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. 1 of the Postal Ballot Notice for your approval.

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

Mr Michael James Devine

Mr Michael James Devine has completed his Doctor of Jurisprudence from Creighton University School of Law and is a Bachelor of Arts in Economics. Mr. Devine is the Associate General Counsel of Linde Plc. and has had an illustrious and accomplished career in handling several large corporate and commercial transactions in his career, including the merger of Praxair Inc. and Linde AG. Mr. Devine has earlier served as the Chief Transactions Counsel for Linde Plc. and for Praxair Inc. and is currently heading the M&A Legal Department for Linde Plc.

Age: 54 years

Nature of expertise in specific functional areas: Legal & Compliance, Strategic Management and Mergers & Acquisition.

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

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

Shareholding in the Company as on 20 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 re-appointment: The Company does not pay remuneration to Non-Executive Directors representing the Promoter Group.

Date of first appointment on Board: 15 February 2023

Number of Board meetings attended: 1 (held on 20 March 2023).

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

By order of the Board
For **Linde India Limited**

New Delhi
20 March 2023

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

Linde India Limited

CIN: L40200WB1935PLC008184

Oxygen House, P-43 Taratala Road, Kolkata 700088, India

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

Email: investor.relations.in@linde.com

www.linde.in