

Sect/86

11 June 2019

<b>The General Manager [BSE Listing Centre]</b> Department of Corporate Services BSE Limited New Trading Ring, Rotunda Building 1 <sup>st</sup> Floor P. J. Towers, Dalal Street, Fort, Mumbai – 400 001	<b>The Manager [NSE NEAPS]</b> Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor Plot No. C/1, G- Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
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Dear Sir/Madam,

**Minutes of the 83<sup>rd</sup> Annual General Meeting  
of the Company held on 16 May 2019**

We enclose herewith a copy of the Minutes of the proceedings of the 83<sup>rd</sup> Annual General Meeting of the Company held on 16 May 2019.

This may please be treated as compliance with Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,



**Pawan Marda**

Asst. Vice President & Company Secretary

Encl: as above

LINDE INDIA LIMITED

MINUTES OF THE 83<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY  
HELD AT KALA MANDIR AUDITORIUM, 48 SHAKESPEARE SARANI, KOLKATA 700 017  
ON THURSDAY, 16 MAY 2019 AT 3.00 P.M.

PRESENT

MR SANJIV LAMBA	In the Chair as Non-Executive Chairman of the Board Also as the Authorised Representative of The BOC Group Ltd., U.K.
MR JYOTIN MEHTA	Independent Director and Chairman of the Audit Committee
MR ARUN BALAKRISHNAN	Independent Director and Chairman of the Nomination and Remuneration Committee and Stakeholders' Relationship Committee
DR SHALINI SARIN	Independent Director and Chairperson of the Corporate Social Responsibility Committee
MS DESIREE CO BACHER	Non- Executive Director
MR MOLOY BANERJEE	Managing Director
MR PAWAN MARDA	Asst. Vice President and Company Secretary

Mr Abhijit Bandyopadhyay, Partner of Deloitte Haskins & Sells LLP, Statutory Auditors of the Company was present by invitation.

In aggregate, 546 Members were present in person and 7 Members were represented by their Proxies as per the attendance register.

Members present in person included The BOC Group Ltd., U.K., a body corporate, represented by Mr. Sanjiv Lamba under Section 113 of the Companies Act, 2013.

Before commencement of the meeting, Captain Ashim Sanyal, Head - Administration and Security of the Company provided a safety briefing to the Members covering the safety arrangements inside the auditorium in case of any emergency.

1.	CHAIRMAN	Mr Sanjiv Lamba took the Chair pursuant to Article 83 of the Company's Articles of Association and welcomed the Members present.
2.	QUORUM	THE CHAIRMAN then declared that the requisite quorum was present and called the meeting to order.



		<p>THE CHAIRMAN thereafter introduced the Board Members present on the dais. He then announced that 15 proxies covering a total of 1,367 equity shares and one representation under Section 113 of the Companies Act, 2013 received from The BOC Group Ltd., U.K., in respect of 63,963,167 equity shares representing 75% of the paid-up share capital of the Company were placed on the table.</p>
3.	<p><b>REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND REGISTER OF CONTRACTS OR ARRANGEMENTS IN WHICH DIRECTORS ARE INTERESTED, THEIR SHAREHOLDINGS, ETC.</b></p>	<p>The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, the Notice convening the 83<sup>rd</sup> Annual General Meeting of the Company, Audited Financial Statements for the year 2018 and Report of the Statutory Auditors and Secretarial Auditors together with the Directors' Report and other relevant documents were tabled and the Registers remained open and accessible to the Members throughout the meeting pursuant to the relevant provisions of the Companies Act, 2013.</p>
4.	<p><b>NOTICE, FINANCIAL STATEMENTS, DIRECTORS' REPORT, ETC.</b></p>	<p>THE CHAIRMAN stated that the Directors' Report together with the Annexures thereto, Audited Standalone and Consolidated Financial Statements for the year ended 31 December 2018 and the Notice dated 22 March 2019 convening the Annual General Meeting (AGM) had been with the Members for quite some time and with their consent, the same were taken as read.</p> <p>The CHAIRMAN stated that the Statutory Auditors' Report received from Deloitte Haskins &amp; Sells LLP, Chartered Accountants did not contain any qualification, reservation, adverse remark or disclaimer and the same was taken as read with the consent of the Members present.</p>
5.	<p><b>VOTING BY ELECTRONIC MEANS/BALLOT AND PROPOSED FLOW OF THE ANNUAL GENERAL MEETING</b></p>	<p>THE CHAIRMAN stated that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the Members facility of voting by electronic means through remote e-voting, which commenced at 9.00 a.m. on Monday, 13 May 2019 and closed at 5.00 p.m. on Wednesday, 15 May 2019. He added that the Company had also made arrangements for voting at the AGM through an electronic voting system and Ballot Forms. THE CHAIRMAN informed that the Company had engaged the services of National Securities Depository Limited (NSDL) for facilitating e-voting.</p> <p>THE CHAIRMAN then apprised the Members that Mr S M Gupta of Messrs S M Gupta &amp; Co., Company Secretaries, whom failing, Mr P K</p>



		<p>Sarawagi of Messrs P Sarawagi &amp; Associates, Company Secretaries, were earlier appointed by the Board of Directors to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner. He thereafter outlined the proposed flow of events at the AGM and stated that after his speech, he would move all the resolutions as set out in the Notice of the AGM and it was proposed to conduct voting for all the resolutions together at the end of the discussion on all the Agenda items. The Shareholders agreed to the proposed flow of events at the AGM.</p>
6.	CHAIRMAN'S SPEECH	<p>THE CHAIRMAN began his speech providing an update on the global and Indian landscape during the year 2018 and challenges faced by the major economies of the world and rising geo-political tensions. He stated that the Indian economy began the fiscal 2018-19 with a healthy growth on the back of domestic resilience. However, the growth eased in the later part of 2018 with the index of industrial production clocking an average growth of 5 to 6% during most of 2018 before softening during Q4 of the year. He added that despite the slowing of growth, the Indian economy remained one of the fastest growing economies of the world largely driven by domestic demand.</p> <p>THE CHAIRMAN informed that Linde India achieved a satisfactory financial performance during the year with both Gases and Project Engineering business segments recording growth in their revenues. While the Gases revenues expanded by about 8% year on year, the Project Engineering business grew by nearly 24% as compared to 2017. He emphasized that the growth in the Gases business was despite the impact of the breakdown of a large Air Separation Unit from third week of January to first week of June 2018 at a customer site in Jamshedpur. He added that the Company achieved an EBITDA of Rs.3490.09 million and the net profit at Rs.334.86 million showed a significant improvement over previous year.</p> <p>THE CHAIRMAN then touched upon some of the key focus areas for the Company such as pricing initiatives, application- based growth, service leadership in healthcare, improving distribution efficiency in supply chain, plant reliability and project execution. He added that Safety continued to remain a very high priority and informed of a renewed Safety Vision and Principles and Life Saving Rules issued by Linde plc in this regard. He added that in keeping with overall improvement in the financial performance, the Board of Directors of the Company had recommended a higher dividend @15% for the year 2018 as compared to 10% paid for the year 2017.</p> <p>THE CHAIRMAN then referred to the legal closing of the global merger between Linde AG and Praxair, Inc. on 31 October 2018, which came together under a new holding company, Linde plc, and the recent unsuccessful delisting offer made by the promoter group in India. He added that the process for open offer triggered by the SEBI Takeover Regulations, 2011 had now resumed.</p>



THE CHAIRMAN then reiterated Linde's commitment to Sustainability and Corporate Governance, which were reflected in its vision statement and the standards laid down in Linde plc's Code of Business Integrity.

THE CHAIRMAN then dwelt upon the outlook of the Indian economy and added that although the International Monetary Fund recently pared India's growth forecast for the next two fiscal years citing weaker global outlook, it still expected India to retain its place as the fastest growing major economy in the world. This was attributed to the sustained rise in consumption and a gradual revival in investments, especially with a greater focus on infrastructure development. THE CHAIRMAN stated that the country was presently going through the last phases of general elections and hoped that this would lead to a strong and stable government that can fast track the economy to high rates of growth in agriculture, infrastructure and manufacturing. THE CHAIRMAN also referred to the economy's vulnerability to domestic and geopolitical risks. He added that the steel industry continued to remain the biggest driver for the gases industry in India and the road map and vision of the Government's National Steel Policy augured well for the prospects of the gases industry. THE CHAIRMAN added that with prospects of other end user industries looking reasonable, he remained optimistic about the outlook of the gases industry in the medium to long term.

THE CHAIRMAN thereafter referred to the couple of changes in the Board of the Company during the year under review, which included appointment of Dr Shalini Sarin, as an Additional Director and an Independent Director of the Company for a term of five consecutive years with effect from 10 July 2018 in place of Mr Aditya Narayan, who decided to step down from the Board as an Independent Director in April 2018. He thanked Mr Aditya Narayan for his wise counsel and significant contributions to the functioning of the Board and the various Board Committees.

Before concluding his speech, THE CHAIRMAN thanked the management team as well as the employees of Linde India for their appreciable contributions during yet another challenging year, particularly in view of the global merger. He also expressed his gratitude to the members of the Board of Linde India, especially the independent directors, for their collective wisdom and Linde plc, the new ultimate holding company for their support. He also thanked the Government authorities, bankers, customers, suppliers and all our business partners for their co-operation. THE CHAIRMAN added that as he stepped down as a Director and Chairman of the Board of the Company after this Annual General Meeting, he was once again thankful to the shareholders for their unwavering support and faith in the Board of Linde India.



7.	STANDALONE AUDITED FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND AUDITORS TOGETHER WITH THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON FOR THE YEAR ENDED 31 DECEMBER 2018	<p>THE CHAIRMAN then stated that he would now take up the Agenda as per the Notice of the 83<sup>rd</sup> AGM. He thereafter read the following resolution in respect of item no. 1 of the Notice to be passed as an Ordinary Resolution:</p> <p>"RESOLVED that the Audited Standalone Financial Statements of the Company for the year ended 31 December 2018, containing the Balance Sheet as at that date, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the Notes to the Financial Statements and the Auditors' and Directors' Report thereon along with Annexures thereto and the Audited Consolidated Financial Statements for the year ended 31 December 2018, containing the Consolidated Balance Sheet as on that date, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date together with the Notes to the Consolidated Financial Statements and the Auditors' Report thereon along with Annexures thereto, as circulated to the Shareholders and laid before the meeting, be and are hereby received and adopted."</p> <p>The resolution was proposed by Mr Goutam Nandy and seconded by Mr J. N. Kundu. THE CHAIRMAN stated that the resolution would be put to vote by e-voting/ballot at the end of the discussion on all the Agenda items.</p>
8.	DISCUSSIONS ON AUDITED FINANCIAL STATEMENTS AND THE REPORTS THEREON	<p>Before reading out the rest of the resolutions, THE CHAIRMAN invited the Members to raise questions or make their observations or comments on the Audited Financial Statements and the Reports thereon. Mr T. K. Majumder, Mr T. N. Chakrabarty, Mr G Nandy, Mr. Ashwani Kumar and Ms Jahnvee Shah representing Reliance Mutual Fund, Mr K. L. Mallik, Mr S. L. Rathi, Mr. Atul P. Sheredalal, Mr. Matulya Shah, Mr. Pratik R. Shah, Mr. Jaydip Bakshi, Mr A. K. Pathak, Mr. A. K. Pal, Mr Ashok Roy, Mr. Bhavin Shah representing India Whizdom Fund, Ms. Nitiksha Shah, Mr. Sujit Pal, Mr. Amit Kumar Banerjee, Mr R. G. Chakraborty, Mr. K. Das, Mr. Tarun Rathi, Mr. S.N. Pal, Mr. Feroz Tandon, Mr. Manoj Gupta, Mr. Santosh Saraf and Mr. Suyash Kapoor in that order, made their observations, asked questions and sought clarifications on the financial statements and the Annual Report covering the operations and overall performance of the Company and matters related thereto. THE CHAIRMAN thereafter thanked the Members for taking keen interest in the affairs of the Company and answered the relevant and material questions and queries raised by them.</p>
9.	DECLARATION OF DIVIDEND	<p>THE CHAIRMAN then read the following resolution in respect of item no. 2 of the Notice before the shareholders to be passed as an Ordinary Resolution:</p>



		<p>“RESOLVED that as recommended by the Board of Directors, dividend on 85,284,223 Equity Shares of Rs. 10/- each for the year ended 31 December 2018, at the rate of 15% i.e. Rs. 1.50/- per equity share, absorbing in aggregate an amount of Rs. 127, 926, 334.50 be and is hereby declared and the above dividend be paid on or about 23 May 2019 to those Members whose names appeared on the Company’s Register of Members after giving effect to all valid transfer deeds in physical form lodged with the Company/Registrars and Transfer Agents on or before 9 May 2019 and in respect of shares held in dematerialized form to the beneficial owners whose names appeared in the statements furnished by the Depositories for this purpose as at the close of business hours on 9 May 2019.”</p> <p>The resolution was proposed by Mr. Manoj Gupta and seconded by Mr. S.N. Pal. THE CHAIRMAN stated that the resolution would be put to vote by e-voting/ballot at the end of the meeting.</p>
10.	<p><b>RATIFICATION OF APPOINTMENT OF MESSRS DELOITTE HASKINS &amp; SELLS LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY</b></p>	<p>THE CHAIRMAN stated that the next item of the agenda related to the ratification of appointment of Statutory Auditors. He then read the following resolution to be passed as an <b>Ordinary Resolution</b>:</p> <p>“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the Members of the Company at the 81<sup>st</sup> Annual General Meeting appointing Messrs Deloitte Haskins &amp; Sells LLP, Chartered Accountants (Firm Registration no. 117366W/W-100018) as Statutory Auditors of the Company to hold office until the conclusion of the 86<sup>th</sup> Annual General Meeting of the Company to be held in the year 2022, the appointment of Messrs Deloitte Haskins &amp; Sells LLP, Chartered Accountants (Firm Registration no. 117366W/W-100018) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting be and is hereby ratified on such remuneration as may be fixed by the Board of Directors of the Company and as may be mutually agreed between the Board and the Statutory Auditors, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company.</p> <p>RESOLVED further that in view of the omission of the first proviso to Section 139(1) of the Companies Act, 2013 [vide the Companies (Amendment) Act, 2017] requiring ratification of the appointment of Statutory Auditors at every Annual General Meeting, the ordinary resolution passed by the Members of the Company at the 81<sup>st</sup> Annual General Meeting appointing Messrs Deloitte Haskins &amp; Sells LLP, Chartered Accountants (Firm Registration no. 117366W/W-100018) as Statutory Auditors of the Company be and is hereby partially modified to the extent of dispensing with the requirement of ratification of the appointment of the statutory auditors for the</p>



		<p>remaining tenure of their appointment as contained in the said resolution.”</p> <p>The resolution was proposed by Mr. A. K. Pathak and seconded by Mr. S. S. Koley. THE CHAIRMAN stated that the resolution would be put to vote by e-voting/ballot at the end of the meeting.</p>
11.	<p><b>APPOINTMENT OF DIRECTOR [INDEPENDENT DIRECTOR - DR. S. SARIN]</b></p>	<p>THE CHAIRMAN next moved to the special business in the agenda of the AGM and stated that the first item of special business on the agenda related to appointment of appointment of Dr. Shalini Sarin as a Director. He then read the following resolution to be passed as an <b>Ordinary Resolution</b>:</p> <p>“RESOLVED that Dr Shalini Sarin (DIN : 06604529), who was appointed by the Board of Directors as an Additional Director in the category of Independent Director of the Company with effect from 10 July 2018 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.</p> <p>RESOLVED further that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations, 2015] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Dr. Shalini Sarin (DIN: 06604529) as an Independent Director of the Company, who meets the criteria for independence as per the Companies Act, 2013 and SEBI Listing Regulations, 2015 and who has submitted a declaration to that effect, be and is hereby approved with effect from 10 July 2018 for a term of 5 (five) consecutive years and that she shall not be liable to retire by rotation.”</p> <p>The resolution was proposed by Mr. Kartikaye Krishna and seconded by Mr A. K. Pal. THE CHAIRMAN stated that the resolution would be put to vote by e-voting/ballot at the end of the meeting.</p>
12.	<p><b>RATIFICATION OF REMUNERATION OF COST AUDITORS</b></p>	<p>THE CHAIRMAN stated that the next item of the agenda related to ratification of remuneration of Cost Auditors for the financial year ending on 31 December 2019. He then read the following resolution to be passed as an <b>Ordinary Resolution</b>:</p>





		<p>“RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Messrs Bandyopadhyaya Bhaumik &amp; Co., Cost Accountants (Firm Regn. No. 000041), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31 December 2019 as prescribed under the Companies (Cost Records and Audit) Rules, 2014 be paid a remuneration of Rs. 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) plus applicable tax and out of pocket expenses that may be incurred during the course of audit and the said remuneration be and is hereby ratified and confirmed”.</p> <p>The resolution was proposed by Mr. R. G. Chakraborty and seconded by Mr. A. K. Banerjee. The CHAIRMAN stated that the resolution would be put to vote by e-voting/ballot at the end of the meeting.</p>
13.	RETIREMENT OF DIRECTOR BY ROTATION- MR. S LAMBA	<p>THE CHAIRMAN stated that since he was interested in the next item of agenda as it related to his retirement as a Director, he therefore vacated the Chair and requested Mr. Jyotin Mehta, Independent Director and Chairman of the Audit Committee to conduct the meeting. Mr. Mehta then read out the following resolution to be passed as an <b>Ordinary Resolution</b>:</p> <p>“RESOLVED that Mr Sanjiv Lamba, a Director liable to retire by rotation, who does not seek re-election, be not re-appointed a Director of the Company.</p> <p>RESOLVED further that the vacancy, so created by the retirement by rotation of Mr Sanjiv Lamba on the Board of Directors of the Company be not filled at present.”</p> <p>The resolution was proposed by Mr T. N. Chakraborty and seconded by Mr. Manoj Gupta. THE CHAIRMAN stated that the resolution would be put to vote by e-voting/ballot at the end of the meeting.</p>
14.	COMMENCEMENT OF VOTING AND HANDOVER OF THE PROCESS TO THE SCRUTINIZER, SCRUTINIZER’S REPORT AND ANNOUNCEMENT OF VOTING RESULTS	<p>Mr. Jyotin Mehta thereafter directed the voting process to commence on the aforesaid resolutions and added that Mr Pawan Marda, Asst. Vice President &amp; Company Secretary of the Company would briefly explain the voting process to the Members. Mr. Mehta stated that the Scrutinizer would submit a consolidated Scrutinizer’s Report of the total votes cast through remote e-voting and voting at the AGM to the Managing Director, as authorized by the Chairman in writing, who would declare the results as early as possible within the statutory timeline. He also informed that the voting results along with the Scrutinizer’s Report would be available on the Company’s website and on the website of National Securities Depository Limited and the same would also be forwarded to the Stock Exchanges where the Company’s shares are listed. He also informed the Members present</p>



that the meeting would stand concluded once the last vote was cast at the AGM.

Thereafter, Mr Pawan Marda, Asst. Vice President & Company Secretary of the Company stated that Mr S. M. Gupta of M/s S. M. Gupta & Co., Company Secretaries, the Scrutinizer appointed by the Board was present at the meeting to take over the voting process. He thereafter explained the voting process both by electronic means at the E-voting helpdesk set up by the Company and by way of Ballot. He added that the Ballot papers would be distributed to the Members/Proxies present and a time of 30 minutes would be given to them to cast their votes by e-voting/ballot. He thereafter requested Mr S. M. Gupta, the Scrutinizer appointed by the Board to take over the voting process.

The shareholders present and the members of the Board at the dais thereafter placed on record their appreciation and vote of thanks to Mr Sanjiv Lamba as the Chairman.

Mr S. M. Gupta, the Scrutinizer appointed by the Board took over the voting process and showed the empty ballot box to the Members/Proxies and locked and sealed the same before the commencement of voting at the AGM. The meeting concluded at 7.30 p.m. when the last vote was cast.

After conclusion of the voting, votes cast electronically by remote e-voting were unblocked by the Scrutinizer in the presence of two independent witnesses. It was noted that no votes were cast electronically at the AGM venue. The Scrutinizer then took custody of the ballot box, which was taken to the Office of the Registrars and Transfer Agents of the Company. There, the ballot box was opened by the Scrutinizer in the presence of two independent witnesses. The Ballot papers were thereafter scrutinized and entered in the Register maintained by the Scrutinizer for recording the physical ballots received. Thereafter a tally of all the votes cast by remote e-voting and voting by ballot at the AGM was prepared and the Scrutinizer submitted his Report dated 17 May 2019 on the results of voting to the Managing Director of the Company. On receipt of the Scrutinizer's Report, Mr Moloy Banerjee, Managing Director of the Company announced the voting results of the 83<sup>rd</sup> Annual General Meeting on 17 May 2019, which along with the Scrutinizer's Report were immediately uploaded on the Company's website and sent to NSDL as well as BSE and NSE, where the Company's shares are listed.



Brief summary of the voting results of the resolutions in respect of all the items of business as contained in the Notice of the 83<sup>rd</sup> Annual General Meeting as per the Scrutinizer's Report dated 17 May 2019 was as follows:

**ORDINARY BUSINESS**

**Resolution No. 1 (Ordinary Resolution): Adoption of Standalone and Consolidated Audited Financial Statements and Reports for the year ended 31 December 2018**

Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of votes – in favour	Number & % of votes – against
Remote E-voting and Ballot at the AGM venue	85,284,223	74,703,597	87.5937	74,703,571 100.0000%	26 0.0000% (Negligible)

RESULT: Resolution passed by the Members with requisite majority.

**Resolution No. 2 (Ordinary Resolution): Declaration of Dividend for the year ended 31 December 2018**

Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of votes – in favour	Number & % of votes – against
Remote E-voting and Ballot at the AGM venue	85,284,223	74,711,402	87.6028	74,711,326 99.9999%	76 0.0001%

RESULT: Resolution passed by the Members with requisite majority.

**Resolution No. 3 (Ordinary Resolution): Ratification of appointment of Statutory Auditors (Messrs Deloitte Haskins & Sells LLP, Chartered Accountants)**

Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of votes – in favour	Number & % of votes – against
Remote E-voting and Ballot at the AGM venue	85,284,223	74,711,402	87.6028	74,709,962 99.9981%	1440 0.0019%

RESULT: Resolution passed by the Members with requisite majority.



## SPECIAL BUSINESS

Resolution No. 4 (Ordinary Resolution): Appointment of Director [Independent Director - Dr. S. Sarin]

Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of votes – in favour	Number & % of votes – against
Remote E-voting and Ballot at the AGM venue	85,284,223	73,961,352	86.7234	73,959,912 99.9981%	1440 0.0019%

RESULT: Resolution passed by the Members with requisite majority

Resolution No. 5 (Ordinary Resolution): Ratification of remuneration of Cost Auditors (Messrs Bandyopadhyaya Bhaumik & Co., Cost Accountants)

Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of votes – in favour	Number & % of votes – against
Remote E-voting and Ballot at the AGM venue	85,284,223	74,711,342	87.6028	74,709,902 99.9981%	1440 0.0019%

RESULT: Resolution passed by the Members with requisite majority

Resolution No. 6 (Ordinary Resolution): Retirement of Director by rotation - Mr. S. Lamba

Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of votes – in favour	Number & % of votes – against
Remote E-voting and Ballot at the AGM venue	85,284,223	74,711,402	87.6028	72,520,575 97.0676%	2,190,827 2.9324

RESULT: Resolution passed by the Members with requisite majority.


Based on the Report of the Scrutinizer, all the Resolution nos. 1 to 6 as set out in the Notice of the 83<sup>rd</sup> Annual General Meeting were passed with requisite majority.

Date of entry: 10 June 2019

Place of signing: Mumbai

Sd/-  
CHAIRMAN/ DIRECTOR AUTHORISED BY THE BOARD  
(On 11 June 2019)

**Linde India Limited**

  
Pawan Marda  
Asst. Vice President &  
Company Secretary