

Sect/59

By E-mail /Courier/ Hand

14 July 2015

The Secretary  
The Calcutta Stock Exchange Limited  
7 Lyons Range  
Kolkata-700001

The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
New Trading Ring, Rotunda Building 1<sup>st</sup> Floor  
P.J.Towers, Dalal Street  
Fort, Mumbai 400001

The Manager  
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-400051

Dear Sir,

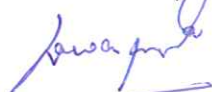
Compliance Report on Corporate Governance  
for the quarter ended 30 June 2015

We are pleased to enclose a quarterly Compliance Report on Corporate Governance of our Company for the quarter ended 30 June 2015.

This may be treated as compliance with Clause 49 of the Listing Agreement.

Thanking you,

Yours faithfully



**Pawan Marda**  
Asst. Vice President & Company Secretary

Encl:

### Quarterly Compliance Report on Corporate Governance

Name of the Company : Linde India Limited  
 Quarter ending on : 30 June 2015

| Particulars   | Clause of Listing agreement | Compliance Status Yes/No | Remarks   |
|---|-----------------------------|--------------------------|---|
| <b>II. Board of Directors</b>                           | 49(II)                      |                          |   |
| (A) Composition of Board                                | 49(II A)                    | Yes                      |   |
| (B) Independent Directors                               | 49(II B)                    | Yes                      |   |
| (C) Non-executive Directors' compensation & disclosures | 49(II C)                    | Yes                      |   |
| (D) Other provisions as to Board and Committees         | 49(II D)                    | Yes                      |   |
| (E) Code of Conduct                                     | 49(II E)                    | Yes                      |   |
| (F) Whistle Blower Policy                               | 49 (II F)                   | Yes                      |   |
| <b>III. Audit Committee</b>                             | 49 (III)                    |                          |   |
| (A) Qualified & Independent Audit Committee             | 49(III A)                   | Yes                      |   |
| (B) Meeting of Audit Committee                          | 49(III B)                   | Yes                      |   |
| (C) Powers of Audit Committee                           | 49(III C)                   | Yes                      |   |
| (D) Role of Audit Committee                             | 49(III D)                   | Yes                      |   |
| (E) Review of Information by Audit Committee            | 49(III E)                   | Yes                      |   |
| <b>IV. Nomination and Remuneration Committee</b>        | 49(IV)                      | Yes                      |   |
| <b>V. Subsidiary Companies</b>                          | 49(V)                       | N.A.                     | The Company does not have any Subsidiary                |
| <b>VI. Risk Management</b>                              | 49(VI)                      | Yes                      | Risk Management Committee not applicable to the Company |
| <b>VII. Related Party Transactions</b>                  | 49(VII)                     | Yes                      |   |



|   |             |      |   |
|---|-------------|------|---|
| VIII. Disclosures   | 49(VIII)    |      |   |
| (A) Related Party Transactions  | 49(VIII A)  | Yes  | There were no material transactions with any Related Party for the period Jan - June 2015 |
| (B) Disclosure of Accounting Treatment                                  | 49(VIII B)  | Yes  |   |
| (C) Remuneration of Directors   | 49(VIII C)  | Yes  | Complied with in the Annual Report 2014 for the year ended 31 Dec 2014                    |
| (D) Management  | 49 (VIII D) | Yes  | Complied with in the Annual Report 2014 for the year ended 31 Dec 2014                    |
| (E) Shareholders  | 49(VIII E)  | Yes  | Complied with in the Annual Report 2014 for the year ended 31 Dec 2014                    |
| (I) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII I) | N.A. |   |
| IX. CEO/CFO Certification   | 49(IX)      | Yes  | Complied with in the Annual Report 2014 for the year ended 31 Dec 2014                    |
| X. Report on Corporate Governance                                       | 49(X)       | Yes  | Complied with in the Annual Report 2014 for the year ended 31 Dec 2014                    |
| XI. Compliance  | 49(XI)      | Yes  | Complied with in the Annual Report 2014 for the year ended 31 Dec 2014                    |

14 July 2015  
Kolkata

**Linde India Limited**

  
**Pawan Marda**  
Asst. Vice President &  
Company Secretary