

Sect/139
4 October 2019

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

Announcement of voting results - Postal Ballot Notice dated 12 August 2019

This refers to our letter reference no. Sect/120 dated 2 September 2019 enclosing therewith a copy of the Postal Ballot Notice dated 12 August 2019 seeking consent/approval of the Members of the Company to the proposals contained in the following four Special Resolutions as set out in the said Notice by Postal Ballot and/or through electronic voting (e-voting).

Sl. No.	Brief description of the Special Resolutions
1.	Divestment of "South Region Divestment Business of the Company" as per the CCI Order dtd. 6 Sept. 2018 together with surplus land at Chennai & Hyderabad PGP sites and a decommissioned ASU at Hyderabad site for a consideration of Rs. 13,800 million.
2.	Re-appointment of Mr. Jyotin Mehta (DIN: 00033518) as Independent Director of the Company for a second term of 5 years w.e.f. 1 Oct. 2019 to 30 Sept. 2024.
3.	Re-appointment of Mr. Arun Balakrishnan (DIN: 00130241) as Independent Director of the Company for a second term of 5 years w.e.f. 1 Oct. 2019 to 30 Sept. 2024.
4.	Appointment of Mr. Abhijit Banerjee (DIN: 08456907) as Director and Managing Director of the Company for a term of 3 years with effect from 7 June 2019.

We now enclose herewith the Scrutinizer's Report dated 3 October 2019 issued by Mr S M Gupta, Partner of M/s. S.M. Gupta & Co., Company Secretaries containing the Voting Results in respect of the aforesaid four Special Resolutions as set out in the Postal Ballot Notice dated 12 August 2019. **As evident from the enclosed Scrutinizer's Report and the Voting Results, all four Special Resolutions were passed by the Members of the Company with requisite majority.**

This may please be treated as compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to please disseminate the voting results along with the Scrutinizer's Report on your website for information of the Members and Investors of the Company.

Thanking you,

Yours faithfully,



Pawan Marda

Asst. Vice President and Company Secretary

Encl.: As above

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S. M. GUPTA & CO.
COMPANY SECRETARIES
P-15, BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated

Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman/Managing Director
Linde India Limited
CIN: L40200WB1935PLC008184
Oxygen House
P-43 Taratala Road
Kolkata-700 088

Dear Sir,

I, S. M. Gupta, Partner of M/s. S. M. Gupta & Co., Company Secretaries having its office at P-15, Bentinck Street, Kolkata - 700 001 was appointed as a Scrutinizer by Linde India Limited ("the Company") for the purpose of scrutinizing the voting process (electronically and Postal Ballot) in a fair and transparent manner and ascertaining the requisite majority of voting carried out as per the provisions of Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended in respect of the Resolutions pursuant to Postal Ballot Notice dated 12.08.2019 for which the Company had provided to the Members facility of remote e-voting and voting by Postal Ballot. We submit our report as under:

1. The postal ballot and remote e-voting period started on Tuesday, 3rd September, 2019 at 9.00 a.m. and ended on Wednesday, 2nd October, 2019 at 5.00 p.m. and the Members were required to cast their vote electronically conveying their assent/dissent in respect of the Special Resolutions on e-voting platform provided by NSDL. The remote e-voting module was disabled by NSDL for voting thereafter.
2. The members were provided with the facility of voting through Postal Ballot and the Postal Ballots received upto 5.00 p.m. of 2nd October, 2019 have been considered in this report.
3. The shareholders holding shares as on the "cut off" date i.e. 23rd August, 2019 were entitled to vote on the proposed resolutions.
4. The votes cast by remote e-voting on the NSDL Platform were unblocked on 3rd October, 2019 at around 9:40 a.m. in the presence of two witnesses, Mrs. Sneha Gorisaria and Miss. Pallavi Dhanuka both working for gain at P-15, Bentinck Street, Kolkata- 700 001 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Sneha Gorisaria

Name: Mrs. Sneha Gorisaria

Pallavi Dhanuka

Name: Miss. Pallavi Dhanuka

- Thereafter, the details of equity shareholders, who voted "FOR" and/or "AGAINST", by remote e-voting and Postal Ballot were compiled and the combined report of the voting results are enclosed herewith and marked as Annexure "A".
5. 17 Ballot papers were found invalid out of a total of 86 Ballot Papers received and were not considered while computing the results.
 6. Accordingly, all the four Special Resolutions as per Postal Ballot Notice dated 12.08.2019 have been passed with requisite majority as the number of votes cast in favour of the resolution are not less than three times the number of votes cast against the same.
 7. As per Secretarial Standards - 2 (SS-2) prescribed by the Institute of Company Secretaries of India, all the 4 Special Resolutions will be deemed to have been passed on 2nd October, 2019, which is the last date specified by the Company for receipt of duly completed Postal Ballot forms and e-voting.
 8. The Register, all other papers and relevant records relating to electronic voting / voting by postal ballots shall remain in our safe custody until the Chairman / Managing Director considers, approves and signs the minutes of the aforesaid Meeting whereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,


(S. M. Gupta)
Partner
S. M. Gupta & Co.,
Company Secretaries
Membership Number: FCS-896
C. P. No: 2053
Place: KOLKATA
Dated: 3rd October, 2019



UDIN: F000896A000022731

Linde India Limited


Managing Director

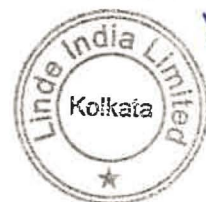
(Annexure-A to the Scrutinizer's Report dated 3rd October, 2019)

Linde India Limited – Postal Ballot & E-voting Results

**Details of voting results as per Reg. 44(3) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended**

Date of Scrutinizer's Report:	3 rd October, 2019
Total number of Shareholders on record date: Being the cut-off date for determining shareholders entitled to voting – 23rd August, 2019	18,889
No. of Shareholders who voted in the voting process:	
	<u>E-Voting</u> <u>Postal Ballot</u>
Promoter and Promoter Group :	0 1
Public :	<u>123</u> <u>85</u>
Total	123 86
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable as it is a Postal Ballot
Promoters and Promoter Group:	
Public:	

Note: Summary of Votes Cast in respect of Resolution Nos. 1 to 4 is enclosed herewith.



Linde India Limited

Resolution Required : (Special)

1 - Divestment of the "South Region Divestment Business of the Company" as per the CCI Order dated 6 September 2018 together with surplus land at Chennai & Hyderabad PGP sites and a decommissioned ASU at Hyderabad site for a consideration of Rs. 13,800 million.

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in FAVOUR on votes polled	% of Votes AGAINST on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	63963167	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		63963167	100.0000	63963167	0	100.0000	0.0000
	Total		63963167	100.0000	63963167	0	100.0000	0.0000
Public Institutions	E-Voting	13419249	10070773	75.0472	1661146	8409627	16.4947	83.5053
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10070773	75.0472	1661146	8409627	16.4947	83.5053
Public Non Institutions	E-Voting	7901807	251752	3.1860	218080	33672	86.6249	13.3751
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		14921	0.1888	14920	1	99.9933	0.0067
	Total		266673	3.3748	233000	33673	87.3729	12.6271
Total		85284223	74300613	87.1212	65857313	8443300	88.6363	11.3637

Result - Special Resolution passed by requisite majority



A. B.

Linde India Limited

Resolution Required : (Special)

2 - Re-appointment of Mr. Jyotin Mehta (DIN: 00033518) as Independent Director of the Company for a second term of 5 years w.e.f. 1 October 2019 to 30 September 2024.

Whether promoter/ promoter group are interested in the agenda/resolution? **No**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in FAVOUR on votes polled	% of Votes AGAINST on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	63963167	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		63963167	100.0000	63963167	0	100.0000	0.0000
	Total		63963167	100.0000	63963167	0	100.0000	0.0000
Public Institutions	E-Voting	13419249	9320773	69.4582	900030	8420743	9.6562	90.3438
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9320773	69.4582	900030	8420743	9.6562	90.3438
Public Non Institutions	E-Voting	7901807	251752	3.1860	60293	191459	23.9494	76.0506
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		15121	0.1914	15037	84	99.4445	0.5555
	Total		266873	3.3774	75330	191543	28.2269	71.7731
Total		85284223	73550813	86.2420	64938527	8612286	88.2907	11.7093

Result - Special Resolution passed by requisite majority



A/B

Linde India Limited

Resolution Required : (Special)

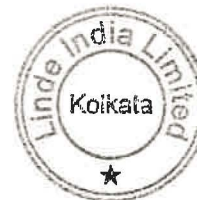
3 - Re-appointment of Mr. Arun Balakrishnan (DIN: 00130241) as Independent Director of the Company for a second term of 5 years w.e.f. 1 October 2019 to 30 September 2024.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in FAVOUR on votes polled	% of Votes AGAINST on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	63963167	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		63963167	100.0000	63963167	0	100.0000	0.0000
	Total		63963167	100.0000	63963167	0	100.0000	0.0000
Public Institutions	E-Voting	13419249	9320773	69.4582	904847	8415926	9.7079	90.2921
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9320773	69.4582	904847	8415926	9.7079	90.2921
Public Non Institutions	E-Voting	7901807	251752	3.1860	209679	42073	83.2879	16.7121
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		15121	0.1914	14537	584	96.1378	3.8622
	Total		266873	3.3774	224216	42657	84.0160	15.9840
Total		85284223	73550813	86.2420	65092230	8458583	88.4997	11.5003

Result - Special Resolution passed by requisite majority



Linde India Limited

Resolution Required : (Special)

4 - Appointment of Mr. Abhijit Banerjee (DIN: 08456907) as Director and Managing Director of the Company for a term of 3 years with effect from 7 June 2019.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in FAVOUR on votes polled	% of Votes AGAINST on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	63963167	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		63963167	100.0000	63963167	0	100.0000	0.0000
	Total		63963167	100.0000	63963167	0	100.0000	0.0000
Public Institutions	E-Voting	13419249	10070773	75.0472	10070773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10070773	75.0472	10070773	0	100.0000	0.0000
Public Non Institutions	E-Voting	7901807	251752	3.1860	209919	41833	83.3833	16.6167
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		15209	0.1925	15008	201	98.6784	1.3216
	Total		266961	3.3785	224927	42034	84.2546	15.7454
Total		85284223	74300901	87.1215	74258867	42034	99.9434	0.0566

Result - Special Resolution passed by requisite majority

