

Sect/19

21 February 2020

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

Announcement of voting results - Postal Ballot Notice dated 14 January 2020

This refers to our letter reference no. Sect/14 dated 22 January 2020 enclosing therewith a copy of the Postal Ballot Notice dated 14 January 2020 seeking consent/approval of the Members of the Company for Divestment of the "Belloxy Divestment Business" of the Company as contained in the following Special Resolution as set out in the said Notice by Postal Ballot and/or through electronic voting (e-voting).

Sl. No.	Brief description of the Special Resolution
1.	Divestment of the "Belloxy Divestment Business of the Company" as per the Order dated 6 Sept. 2018 of Competition Commission of India.

We now enclose herewith the Scrutinizer's Report dated 21 February 2020 issued by Mr S M Gupta, Partner of M/s. S.M. Gupta & Co., Company Secretaries containing the Voting Result in respect of the aforesaid Special Resolution as set out in the Postal Ballot Notice dated 14 January 2020. As evident from the enclosed Scrutinizer's Report and the Voting Results, the Special Resolution has been 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 Special Resolution for Divestment of the "Belloxy Divestment Business" of the Company pursuant to Postal Ballot Notice dated 14.01.2020 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 Wednesday, 22nd January, 2020 at 9.00 a.m. and ended on Thursday, 20th February, 2020 at 5.00 p.m. and the Members were required to cast their vote electronically conveying their assent/dissent in respect of the Special Resolution 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 up to 5.00 p.m. of 20th February, 2020 have been considered in this report.
3. The shareholders holding shares as on the "cut off" date i.e. Friday, 10th January, 2020 were entitled to vote on the proposed resolution.
4. The votes cast by remote e-voting on the NSDL Platform were unblocked on 20th February, 2020 at around 5:51 p.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. 10 Ballot papers were found invalid out of a total of 115 Ballot Papers received and were not considered while computing the results.
 6. As per the enclosed voting results, the Special Resolution as per Postal Ballot Notice dated 14.01.2020 has 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, the Special Resolution will be deemed to have been passed on 20th February, 2020, 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: 21st February, 2020
UDIN: F000896A000566780



Linde India Limited


Managing Director

(Annexure-A to the Scrutinizer's Report dated 21st February, 2020)

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:	21 st February, 2020																
Total number of Shareholders on record date: Being the cut-off date for determining shareholders entitled to voting – 10 th January, 2020	18,262																
No. of Shareholders who voted in the voting process: <table><thead><tr><th></th><th align="center"><u>E-Voting</u></th><th align="center"><u>Postal Ballot</u></th><th></th></tr></thead><tbody><tr><td>Promoter and Promoter Group :</td><td align="center">0</td><td align="center">1</td><td align="right">1</td></tr><tr><td>Public :</td><td align="center"><u>106</u></td><td align="center"><u>104</u></td><td align="right">210</td></tr><tr><td>Total</td><td align="center">106</td><td align="center">105</td><td align="right">211</td></tr></tbody></table>		<u>E-Voting</u>	<u>Postal Ballot</u>		Promoter and Promoter Group :	0	1	1	Public :	<u>106</u>	<u>104</u>	210	Total	106	105	211	
	<u>E-Voting</u>	<u>Postal Ballot</u>															
Promoter and Promoter Group :	0	1	1														
Public :	<u>106</u>	<u>104</u>	210														
Total	106	105	211														
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable as it is a Postal Ballot																

Note: Summary of Votes Cast in respect of the Resolution is enclosed herewith.



A. B. S.

Linde India Limited

Resolution Required : (Special)		1 - Divestment of the "Belloxy Divestment Business of the Company" as per the Order dated 6 September 2018 of Competition Commission of India.							
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	63988443	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		63988443	100.0000	63988443	0	100.0000	0.0000	0
			0	0.0000	0	0	0.0000	0.0000	0
	Total		63988443	100.0000	63988443	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	12884977	10394938	80.6749	1785062	8609876	17.1724	82.8276	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
			0	0.0000	0	0	0.0000	0.0000	0
	Total		10394938	80.6748	1785062	8609876	17.1724	82.8275	0
Public Non Institutions	E-Voting	8410803	54822	0.6518	9917	44905	18.0895	81.9105	0
	Postal Ballot		375900	4.4693	24696	351204	6.5698	93.4302	948
			0	0.0000	0	0	0.0000	0.0000	0
	Total		430722	5.1211	34613	396109	8.0360	91.9640	948
Total		85284223	74814103	87.7233	65808118	9005985	87.9622	12.0378	948

1. Result - Special Resolution passed by requisite majority.

2. 10 Ballot Papers for a total of 948 votes were found invalid and were not considered while computing the results.

