

Sect/131

26 December 2018

The Manager Listing Department National Stock Exchange of India Ltd., [NEAPS] Exchange Plaza, 5 th Floor, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (E) Mumbai - 400051	The General Manager, Department of Corporate Services BSE Limited [BSE Listing Centre] New Trading Ring, Rotunda Building, 1 st Floor, P.J. Towers, Dalal Street, Fort, Mumbai 400001	Mr. Nitin Ambure Vice President National Securities Depository Ltd. Trade World – A Wing, Kamala Mills Compound, Lower Parel, Mumbai – 400 013
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Dear Sir/Madam,

Announcement of voting results of Postal Ballot – Special Resolution for voluntary delisting of equity shares of the Company from the NSE and the BSE pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2009 as amended

This refers to our letter reference no. Sect/127 dated 21 November 2018 enclosing therewith a copy of the Postal Ballot Notice dated 14 November 2018 for passing of a Special Resolution for voluntary delisting of the equity shares of the Company from the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 including any statutory modifications or amendments or re-enactments thereof and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and applicable provisions of the Companies Act, 2013 and rules made thereunder.

We now enclose herewith the Scrutinizer's Report dated 24 December 2018 issued by Mr. S M Gupta of M/s. S. M. Gupta & Co., Company Secretaries containing the Voting Results in respect of the Special Resolution as set out in the Postal Ballot Notice dated 14 November 2018. As evident from the enclosed Scrutinizer's Report and the Voting Results, the aforesaid Special Resolution was 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 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 & Company Secretary

Encl: as above

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
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 Special Resolution for Voluntary Delisting of Equity shares of the Company from the BSE and the NSE in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2009 as amended pursuant to Postal Ballot Notice dated 14.11.2018 and the Public Notice published on 23.11.2018, 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 Thursday, 22nd November, 2018 at 9.00 a.m. and ended on Friday, 21st December, 2018 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 upto 5.00 p.m. of 21st December, 2018 have been considered in this report.
3. The shareholders holding shares as on the "cut off" date i.e. 16th November, 2018 were entitled to vote on the proposed resolution.



4. The votes cast by remote e-voting on the NSDL Platform were unblocked on 21st December, 2018 at around 5:22 p.m. in the presence of two witnesses, Ms. Mahua Singha and Mr. Rohit Goyal 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.

Mahua Singha

Name: Ms. Mahua Singha

Rohit Goyal

Name: Mr. Rohit Goyal

- 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. 13 (Thirteen) ballot papers were found invalid and were not considered while computing the results.
6. Accordingly, the Special Resolution 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. 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

(S. M. Gupta)
Partner
S. M. Gupta & Co.,
Company Secretaries
Membership Number: FCS-896
C. P. No: 2053
Place: KOLKATA
Dated: 24th December, 2018

Time - 7:15 P.M. S. M. Gupta



Linde India Limited

M. Dany
Managing Director

(Annexure-A to the Scrutinizer's Report dated 24th December, 2018)

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:	Monday, 24 th December, 2018
Total number of Shareholders on record date: (being the cut-off date for determining shareholders entitled to voting - 16 th November, 2018)	19009
No. of Shareholders who voted in the voting process:	
Promoter and Promoter Group :	0
Public :	601
Total	601
No. of Shareholders attended the meeting through Video Conferencing:	N.A. as it is a Postal Ballot
Promoters and Promoter Group:	
Public:	



Resolution No. 1: Voluntary Delisting of Equity Shares of the Company from the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009 as amended

Resolution required :						Special		
Whether Promoter/Promoter Group are interested in the agenda/resolution?						Yes		
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	0.0000	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0	0	0.0000	0.0000
	Sub-total (A)	63963167	0.0000	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	13486661	10919659	80.9663	10919659	0	100.0000	0.0000
	Postal Ballot		0.0000	0.0000	0	0	0.0000	0.0000
	Sub-total (B)	13486661	10919659	80.9663	10919659	0	100.0000	0.0000
Public – Non Institutions	E-Voting	7834395	905398	11.5567	875657	29741	96.7151	3.2849
	Postal Ballot		1030044	13.1477	961245	68799	93.3207	6.6793
	Sub-total (C)	7834395	1935442	24.7044	1836902	98540	94.9086	5.0914
Grand Total = A+B+C		85284223	12855101	15.0732	12756561	98540	99.2334	0.7666

