

Sect/78

13 October 2015

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

[By E-mail & hand]

The General Manager
Department of Corporate Services
BSE Limited
New Trading Ring, Rotunda Building 1st Floor
P.J.Towers, Dalal Street
Fort, Mumbai 400001

[By E-mail, Listing Centre & Courier]

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G- Block
Bandra Kurla Complex, Bandra (E)
Mumbai-400051

[By E-mail & NEAPS]

Dear Sir,

**Compliance Report on Corporate Governance
for the quarter ended 30 September 2015**

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

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---|
| II. Board of Directors | 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 | |
| III. Audit Committee | 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 | |
| IV. Nomination and Remuneration Committee | 49(IV) | Yes | |
| V. Subsidiary Companies | 49(V) | N.A. | The Company does not have any Subsidiary |
| VI. Risk Management | 49(VI) | Yes | Risk Management Committee not applicable to the Company |



| | | | |
|---|-------------|------|--|
| VII. Related Party Transactions | 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 - September 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 |
| (F) 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 |

13 October 2015
Kolkata

Linde India Limited

Pawan Marda
Asst. Vice President & Company Secretary