



Linde India Limited Code of Conduct for Non- executive Directors

1. Purpose

The Code of Conduct for the Non Executive Directors sets out the standards based on the guiding principles underpinned in the Code of Ethics of The Linde Group. This Code applies to each Non Executive Director of Linde India Limited in their actions on behalf of the Company.

2. Policy

Each Non Executive Director must wherever applicable:

- ensure that business relationships are founded on trust and conduct the company's business fairly and honestly in a professional manner.
- contribute to good corporate governance by increasing transparency and accountability to its shareholders in particular and other stakeholders in general.
- seek to understand the needs of the customers, suppliers and other third parties and will avoid/prohibit practices that are false, misleading or deceptive.
- make efforts to ensure that financial reporting is accurate, honest and timely and all members of the public have equal access to the same honest and accurate information.
- become familiar and comply with legal requirements and Company's policies and procedures.
- avoid actual or potential conflicts of interests with the Company, or the appearance thereof, in all the transactions.
- act with due care and diligence in a manner to enhance the reputation of the Company.
- comply with Code for prevention of insider trading in the shares of the Company and protect Linde India's confidential information, which they have in their possession.

3. Duties

Subject to the applicable laws as amended from time to time, as per the provisions of the Schedule IV of the Companies Act, 2013, the Independent directors shall-

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
 - seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
 - strive to attend all meetings of the Board of Directors and of the Board committees of which they are member;
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- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- ensure that their concerns about the running of the company or a proposed action if any, are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meetings;
- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

4. Responsibility

All Non-Executive Directors must uphold this Code in the conduct of the Company business.

5. Amendment to the Code

This Code may be amended to meet the requirements of any relevant statute or the business interests of the Company, subject to approval of the Board of Directors of the Company.

6. Annual Declaration

As required under Clause 49 of the Listing Agreement, every Non-Executive Director shall sign and submit an annual declaration every year, affirming compliance with the provisions of this Code.
