

Sect/55

By Courier/ Hand/ E-mail

7 July, 2014

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

The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
New Trading Ring, Rotunda Building 1<sup>st</sup> Floor  
P.J.Towers, Dalal Street  
Fort, Mumbai 400001

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

Dear Sir,

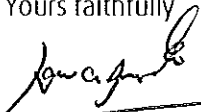
**Compliance Report on Corporate Governance  
For the Quarter ended 30 June 2014**

We are pleased to enclose a quarterly Compliance Report on Corporate Governance of our Company for the quarter ended 30 June 2014.

This may be treated as compliance with Clause 49 of the Listing Agreement.

Thanking you,

Yours faithfully



**Pawan Marda**  
Asst. Vice President & Company Secretary

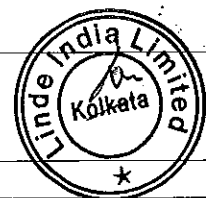
Encl:

## Quarterly Compliance Report on Corporate Governance

Name of the Company : Linde India Limited

Quarter ended on : 30 June 2014

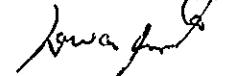
Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	<b>49(I)</b>		
(A) Composition of Board	49(IA)	Yes	Total no. of Directors on Board : 6 No. of Executive Directors : 1 No. of Non Exec. Independent Directors : 3 No. Of other Non- Exec.Directors (including the Chairman) : 2
(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec. 2013.
<b>II. Audit Committee</b>	<b>49(II)</b>		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(II(D)	Yes	
(E) Review of Information by Audit Committee	49(IIE)	Yes	
<b>III. Subsidiary Companies</b>	<b>49(III)</b>	N. A.	The Company does not have any subsidiary.
<b>IV. Disclosures</b>	<b>49(IV)</b>		
(A) Basis of related party transactions	49(IVA)	Yes	
(B) Disclosure of Accounting	49(IVB)	Yes	



Treatment			
(C) Board Disclosures	49(IVC)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IVD)	N.A.	
(E) Remuneration of Directors	49(IVE)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec. 2013.
(F) Management	49(IVF)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec. 2013.
(G) Shareholders	49(IVG)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec. 2013.
V. CEO/CFO Certification	49(V)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec. 2013.
VI. Report on Corporate Governance	49(VI)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec. 2013.
VII. Compliance	49(VII)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec. 2013.

7 July 2014  
Kolkata

Linde India Limited



Pawan Marda  
Asst. Vice President &  
Company Secretary