

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **Linde India Limited**
2. Quarter ending: **31 December 2018**

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) ⁶	Date of Appointment in the Current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)#	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)#
Mr.	Sanjiv Lamba	PAN - ABCPL6646A DIN - 00320753	Non-Executive Chairman	07/06/2005	N.A.	1	Audit - 1	0
Mr.	Moloy Banerjee	PAN - ACVPB9297R DIN - 00273101	Executive - Managing Director	30/07/2016	N.A.	1 [^]	Stakeholder - 1	0
Ms.	Desiree Co. Bacher	PAN - N.A. DIN - 07097389	Non-Executive	17/02/2015	N.A.	1	0	0
Mr.	Arun Balakrishnan	PAN - ABVPB1917F DIN - 00130241	Non-Executive - Independent	01/10/2014	Appointed for a term of 5 consecutive years w.e.f. 01/10/2014	3 [^]	Audit - 6 Stakeholder - 2	Audit - 3 Stakeholder - 2
Mr.	Jyotin Kantilal Mehta	PAN - AAHPM2575M DIN - 00033518	Non-Executive - Independent	01/10/2014	Appointed for a term of 5 consecutive years w.e.f. 01/10/2014	3 [^]	Audit - 5 Stakeholder - 1	Audit - 4 Stakeholder-0
Ms.	Shalini Sarin	PAN - ABKPS6867L DIN - 06604529	Non-Executive - Independent	10/07/2018	Appointed for a term of 5 consecutive years w.e.f. 10/07/2018	1	Audit - 1	0

Includes committee position in listed & unlisted public limited companies.

^ Excludes directorships in unlisted public limited and private limited companies.

§ PAN number of any director would not be displayed on the website of Stock Exchange

§ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
Audit Committee	Mr. Jyoti Melita	Chairman/Independent
	Mr. Arun Balakrishnan	Independent
	Mr. Sanjiv Lamba	Non-Executive
	Ms. Shalini Sarin	Independent
Nomination & Remuneration Committee	Mr. Arun Balakrishnan	Chairman/Independent
	Mr. Sanjiv Lamba	Non-Executive
	Mr. Jyoti Mehta	Independent
Risk Management Committee (if applicable)	Not Applicable	Not Applicable
Stakeholders' Relationship Committee	Mr. Arun Balakrishnan	Chairman/Independent
	Mr. Jyoti Mehta	Independent
	Mr. Moloy Banerjee	Executive

§ Category of directors means Executive/Non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (July - Sept. 2018)	Date(s) of Meeting (if any) in the relevant quarter (October - Dec 2018)	Maximum gap between any two consecutive meetings in number of days
23 July 2018 30 August 2018 14 September 2018	14 November 2018 10 December 2018	60 (Sixty)

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter (October - Dec. 2018)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (July - Sept. 2018)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
14 November 2018 10 December 2018	Yes (All members were present) Yes (All members were present)	23 July 2018	113 (One hundred and thirteen)
Nomination & Remuneration Committee			
14 November 2018	Yes (All members were present)	NIL	Not Applicable
Stakeholders Relationship Committee			
NIL	Not Applicable	23 July 2018	Not Applicable
Corporate Social Responsibility Committee			
14 November 2018	Yes (All members were present)	Nil	Not Applicable

* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.



V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

There were no material transactions with any Related Party for the period October – December 2018.

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not Applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter have been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **The Compliance Report on Corporate Governance for the quarter 30 September 2018 was placed and noted by the Board of Directors at its meeting held on 14 November 2018.**



Pawan Marda
Asst. Vice President & Company Secretary

Compliance Report on Corporate Governance for the Financial Year 2018

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
e-mail address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	Yes	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Risk Management Committee is not applicable to the Company.
Vigil Mechanism	22	Yes



Policy for Related Party Transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	The Company does not have any subsidiary
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	The Company does not have any subsidiary
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No", details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **The Company does not have any subsidiary.**



Pawan Marda
Asst. Vice President & Company Secretary