

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: Linde India Limited
2. Quarter ending: 31 March 2019

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) <sup>6</sup>	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 <sup>^</sup>	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 <sup>^</sup>	Audit - 6 Stakeholder - 1	Audit - 3 Stakeholder - 1
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 <sup>^</sup>	Audit - 5 Stakeholder - 2	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	2 <sup>^</sup>	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) <sup>⊗</sup>
Audit Committee	Mr. Jyotin Mehta	Chairman/Independent
	Mr. Arun Balakrishnan	Independent
	Mr. Sanjiv Lamba	Non-Executive
	Dr. Shalini Sarin	Independent
Nomination & Remuneration Committee	Mr. Arun Balakrishnan	Chairman/Independent
	Mr. Sanjiv Lamba	Non-Executive
	Mr. Jyotin Mehta	Independent
Risk Management Committee (if applicable)	Not Applicable	Not Applicable
Stakeholders' Relationship Committee	Mr. Arun Balakrishnan	Chairman/Independent
	Mr. Jyotin 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 (October – December 2018)	Date(s) of Meeting (if any) in the relevant quarter (January – March 2019)	Maximum gap between any two consecutive meetings in number of days
14 November 2018 10 December 2018	19 February 2019 22 March 2019	70 (Seventy)

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter (January – March 2019)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (October – December 2018)	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
19 February 2019	Yes (All members were present)	14 November 2018 10 December 2018	70 (Seventy)
<b>Nomination &amp; Remuneration Committee</b>			
Nil	Not Applicable	14 November 2018	Not Applicable
<b>Stakeholders Relationship Committee</b>			
NIL	Not Applicable	Nil	Not Applicable
<b>Corporate Social Responsibility Committee</b>			
22 March 2019	Yes (All members were present)	14 November 2018	Not Applicable

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

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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
<b>There were no material transactions with any Related Party for the period January – March 2019.</b>	
<b>Note</b>	
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.	
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <b>Yes</b>	
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - <b>Yes</b>	
a. Audit Committee	
b. Nomination & remuneration committee	
c. Stakeholders relationship committee	
d. Risk management committee (applicable to the top 100 listed entities) – <b>Not Applicable</b>	
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. - <b>Yes</b>	
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. - <b>Yes</b>	
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: <b>The Compliance Report on Corporate Governance for the quarter and year ended 31 December 2018 was placed and noted by the Board of Directors at its meeting held on 19 February 2019.</b>	
 <b>Pawan Marda</b> Asst. Vice President & Company Secretary	