



Linde India Limited

Policy on determination of materiality of events

1. Preamble:

This Policy on determination of materiality has been made pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) to determine the material events by testing the materiality as required under the Regulations for the purpose of proper, sufficient and timely disclosure of the same to the Stock Exchange(s).

The Policy shall become effective from 1 December 2015.

2. Applicability:

This Policy shall be applicable on all Events/Information in the Company, as and when they come under the criteria enumerated in the Policy.

3. Definitions:

"Acquisition" shall mean-

- a. acquiring control, whether directly or indirectly; or
- b. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - i. the Company holds shares or voting rights aggregating to 5% (five per cent) or more of the shares or voting rights in the said company; or
 - ii. there has been a change in holding from the last disclosure made under sub-clause (i) of clause (b) above and such change exceeds 2% (two per cent) of the total shareholding or voting rights in the said company.

"Board" shall mean the Board of Directors of the Company and includes Committee of Directors.

"Committee" shall mean a Committee constituted by the Board for the purpose of determination of materiality under this Policy, which shall consist of two or more Key Managerial Personnel (KMPs) of the Company as may be decided by the Board from time to time.

"Company" shall mean Linde India Limited.

"Compliance Officer" shall mean the Company Secretary of the Company.

"Event/Information" shall mean any decision made by the Company or its Board or any Committee thereof or its shareholders or its senior management and/or any event related to the Company's business and operations that could materially influence:

- a. the market price of securities issued by the Company; and/or
- b. an investor's decision to buy, sell or maintain such securities.

"Key Managerial Personnel/KMP" means Key Managerial Personnel as defined in Section 2(51) the Companies Act, 2013 i.e. -

- a. Chief Executive Officer (CEO)/ Managing Director (MD) / Manager;
- b. Whole-time Director (WTD);
- c. Chief Financial Officer (CFO); and
- d. Company Secretary (CS).

"Promoter" means as assigned to the term in clause (za) of sub-regulation (1) of Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.



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“Senior Management” mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management who are functional heads one level below the executive directors.

“Specified Securities” means equity shares and convertible securities as defined under Clause (zj) of sub regulation (1) of Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

“Stock Exchange” means a recognised stock exchange as defined under clause (f) of Section 2 of the Securities Contracts (Regulation) Act, 1956.

“Subsidiary” means a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

All other words and expressions used and not defined in this Policy but defined in the Companies Act, 2013, the Securities Contracts (Regulations) Act, 1956, the Depositories Act, 1996 and/ or the Rules and Regulations made thereunder or any other Applicable Laws shall have the same meaning as respectively assigned to them in such Acts or Rules or Regulations or any statutory modification or re-enactment thereof as the case may be.

4. **Type of Event/Information and Key Principles in Determining Materiality:**

The following Events/Information and criteria shall be considered while testing materiality for disclosure of an Event/Information:

- A. Events/information specified in Para A of Part A of Schedule III of the Regulations as set out in **Annexure-1** to this Policy will be deemed to be material and will be disclosed irrespective of application of the materiality criteria in the manner as set out in the Regulations and this Policy.
- B. Events/information specified in Para B of Part A of Schedule III of the Regulations as set out in **Annexure-2** to this Policy will be deemed to be material and will be disclosed by the Company subject to the application of the following guidelines for determining materiality:
 - a. The omission of an Event/Information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - b. The omission of an Event/Information is likely to result in significant market reaction if the said omission came to light at a later date; or
 - c. Where it would be difficult to report any Event/Information including those specified in Annexure-2 to this Policy, based on qualitative criteria as stated in points (a) and (b) above, the same may be considered material if the impact of the occurrence of such an Event/Information would exceed 10% of the gross turnover of the Company, in the immediately preceding accounting year.
 - d. In case where the criteria specified in points (a) to (c) are not applicable, an Event/Information may be treated as being material if in the opinion of the Board and/or the Committee, the Event/Information is considered material.
- C. The Company shall promptly disclose any other Event/Information viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to



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enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

- D. Any other Event/Information which in the view of the Board and/or Committee constituted for the purpose of determination of materiality of information, is material.

The Board/Committee may seek appropriate counsel or guidance or expert legal advice, as and when necessary, from other internal or external stakeholders as they may deem fit.

5. Administrative Measures:

- a. Unless otherwise decided by the Board, the Committee constituted for the purpose of determination of materiality of an Event/Information comprising of the Managing Director, the Chief Financial Officer and the Company Secretary shall be responsible and authorized for the purpose of determining materiality of an Event/Information and making disclosures to the stock exchange. The Committee may take assistance from the respective heads of department, as it may require from time to time.
- b. The following contact details of the members of the Committee shall be disclosed to the stock exchange(s) and also be placed on the Company's website as part of this Policy:

Mr Moloy Banerjee Managing Director Linde India Limited Oxygen House P-43 Taratala Road Kolkata - 700 088 Phone: +91 33 6602 1600	Mr Indranil Bagchi Chief Financial Officer Linde India Limited Oxygen House P-43 Taratala Road Kolkata - 700 088 Phone: +91 33 6602 1600	Mr Pawan Marda Company Secretary Linde India Limited Oxygen House P-43 Taratala Road Kolkata - 700 088 Phone: +91 33 2401 5172
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6. Interpretation:

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard.

7. Guidance on when an Event/Information is deemed to be occurred:

- a. The Event/Information requiring approval of the Board or the Shareholders shall be said to have occurred upon approval by the Board e.g. further issue of capital by rights issuance and in certain Events/Information after approval of both the Board and Shareholders of the Company.
- b. In case of other Event/Information such as natural calamities, force majeure, etc., they shall be said to have occurred when the Company becomes aware of the Events/Information.

8. Disclosure:

The Committee shall observe the following for proper and timely disclosure of any material Events/Information as defined hereon:

- a. For determining materiality of any event/transaction, reference is to be made to this Policy and the Regulations.



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- b. Disclosure of the events enumerated in Clause (d) of Annexure-I below shall be made within 30 (thirty) minutes of the conclusion of the Board Meeting at which such events were discussed along with the time of commencement and conclusion of the meeting.
- c. All other events mentioned in Annexure-I below, other than those mentioned in the foregoing clause shall be disclosed by the Company as soon as reasonably possible but not later than 24 hours from the occurrence of the particular event. Provided that in case the disclosure is made after 24 hours of occurrence of the Event/Information, the Company shall along with the disclosures provide explanation for delay.
- d. Disclosure of any material development shall be made on a regular basis of any event, till the time the event is resolved/closed.

All the disclosures made to the Stock Exchange under this Policy shall also be disclosed on the Website of the Company and the same shall be hosted for a minimum period of 5(five) years and thereafter as per the Archival Policy of the Company.

9. Authority to make alterations:

The Board is authorised to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations.



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Annexure - 1

Events/information which are mandatorily required to be disclosed without any application of the guidelines for materiality as stipulated in Para A of Part A of Schedule III of the Regulations:

- a. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/merger/demerger/restructuring), or sale or disposal of any unit(s) or division(s) or subsidiary of the Company or any other restructuring.
- b. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
- c. Revision in rating(s).
- d. Outcome of Meetings of the Board of the Company: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - (i) declaration of dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - (ii) any cancellation of dividend with reasons thereof;
 - (iii) the decision on buyback of securities;
 - (iv) the decision with respect to fund raising proposed to be undertaken as referred to in Reg.29(1)(d) of the SEBI (LODR) Regulations, 2015;
 - (v) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - (vi) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - (vii) short particulars of any other alterations of capital, including calls;
 - (viii) financial results; and
 - (ix) decision on voluntary delisting by the Company from stock exchange(s).

The intimation of outcome of meeting of the Board of Directors shall also contain the time of commencement and conclusion of the meeting.

- e. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s) / treaty(ies) / contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- f. Fraud/defaults by Promoter or KMP or by the Company or arrest of KMP or Promoter.
- g. Change in Directors, KMP, Auditor and Compliance Officer.
- h. Appointment or discontinuation of share transfer agent.
- i. Corporate debt restructuring.
- j. One time settlement with a bank.
- k. Reference to Board of Industrial and Financial Reconstruction and winding-up petition filed by any party/creditors.



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- l. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
- m. Proceedings of Annual and extraordinary general meetings of the Company.
- n. Amendments to Memorandum and Articles of Association of the Company.
- o. Schedule of analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

The time of disclosure of the Events/Information shall be as specified in clause 8 of this Policy.



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Annexure – 2

Events/Information which shall be disclosed upon application of the guidelines for materiality as stipulated in Para B of Part A of Schedule III of the Regulations:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition
4. Product launch
5. Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
6. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
7. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
8. Effect(s) arising out of change in the regulatory framework applicable to the Company.
9. Litigation(s)/dispute(s)/regulatory action(s) with impact.
10. Fraud/defaults etc. by directors (other than KMP) or employees of Company.
11. Options to purchase securities including any ESOP/ESPS Scheme.
12. Giving of guarantees or indemnity or becoming a surety for any third party.
13. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.