

→ Linde India Limited.



# Linde India Limited.

## Notice 2017.

# Notice.

Notice is hereby given that the Eighty Second Annual General Meeting of the Members of Linde India Limited will be held at the Kala Mandir Auditorium, 48 Shakespeare Sarani, Kolkata 700 017 on Monday, 16 April 2018 at 10.00 a.m. to transact the following business:

## Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 December 2017 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2017 together with the Report of the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Ms. Desiree Co. Bacher (DIN: 07097389), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration no. 117366W/W-100018) as the Statutory Auditors of the Company and to fix their remuneration and in this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) as the Statutory Auditors of the Company to hold office from the conclusion of 82nd Annual General Meeting until the conclusion of the 83rd Annual General Meeting of the Company be and is hereby ratified at such remuneration as may be mutually agreed upon between the Auditors and the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company”.

## Special Business:

To consider and, if thought fit, to pass with or without modification(s), the following resolution:

5. As an **Ordinary Resolution**:

“RESOLVED that pursuant to the provision of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Messrs Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Regn. No. 000041), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31 December 2018 as prescribed under the Companies (Cost Records and Audit) Rules, 2014 be paid a remuneration of Rs. 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) plus applicable tax and out of pocket expenses that may be incurred during the course of audit and the said remuneration be and is hereby ratified and confirmed”.

**Registered Office**  
Oxygen House  
P 43 Taratala Road  
Kolkata 700 088  
India

Mumbai  
12 February 2018

**By order of the Board**  
**Linde India Limited**



Pawan Marda  
Membership No. ACS 8625  
Asst. Vice President  
& Company Secretary

## Notes:

### 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting i.e. by 10.00 a.m. on Saturday, 14 April 2018.

A person can act as Proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a Proxy for any other Member.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the Special Business in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 10 April 2018 to Monday, 16 April 2018 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.

4. The dividend, as recommended by the Board of Directors, if declared at this Annual General Meeting will be paid to those Members whose names appear on the Company's Register of Members after giving effect to all valid transfer deeds in physical form lodged with the Company/RTA on or before Monday, 09 April 2018 and in respect of shares held in dematerialized form to the beneficial owners whose names appear in the statements to be furnished by the Depositories for this purpose as at the close of business hours on Monday, 09 April 2018. The dividend declared at the Annual General Meeting shall be paid on or about Monday, 23 April 2018.

5. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in demat mode are requested to submit their Bank

details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account and Members holding shares in physical mode are requested to submit the said bank details to the Company's Registrar & Transfer Agents.

6. The Notice of the Annual General Meeting, Annual Report 2017, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members whose e-mail IDs are registered with the Company's Registrar & Transfer Agents or the Depository Participant(s) unless any Member has requested for a printed copy of the same. For Members who have not registered their e-mail IDs as above, physical copies of the Notice of the Annual General Meeting, Annual Report 2017, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent at their registered addresses.

7. Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.

8. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.

9. In terms of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the IEPF Rules') as amended from time to time, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

10. Members who have not encashed their dividend warrant(s) for any one or more of the financial year(s) viz. year ended on 31 December 2010, 31 December 2011, 31 December 2012, 31 December 2013, 31 December 2014, 31 December 2015 and 31 December 2016 are requested to immediately make their claims to the Company or its Registrar & Transfer Agents, Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata 700 020 for the same. The due dates for transfer of the aforesaid unpaid/unclaimed dividend to IEPF are as follows:

Dividend for the year ended	Due date for transfer to IEPF
Year ended 31 Dec 2010 (56th Dividend)	9 July 2018
Year ended 31 Dec 2011 (57th Dividend)	23 June 2019
Year Ended 31 Dec 2012 (58th Dividend)	23 June 2020
Year Ended 31 Dec 2013 (59th Dividend)	29 June 2021
Year Ended 31 Dec 2014 (60th Dividend)	22 June 2022
Year Ended 31 Dec 2015 (61st Dividend)	25 June 2023
Year ended 31 Dec 2016 (62nd Dividend)	25 May 2024

11. Members are requested to note that pursuant to the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and the IEPF Rules, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years are required to be transferred to the demat account of the IEPF Authority. In line with the said provisions, during the year 2017, the Company had issued two individual notices dated 1 March 2017 and 3 May 2017 respectively to the concerned shareholders requesting them to claim their unclaimed/unpaid dividend. The Company had also published a notice dated 14 March 2017 in The Financial Express (English)- Kolkata edition and El Samay (Bengali)- Kolkata edition on 16 March 2017 in connection with transfer of such equity shares of the Company to the demat account of the Investor Education and Protection Fund Authority.

12. In compliance with the aforesaid provisions of the IEPF Rules, the Company had submitted the corporate action information form of NSDL to its Registrar and Transfer Agents on 28 November 2017 for transfer/transmission of 2,15,537 shares of the Company to the Demat Account of the IEPF Authority, which were subsequently transferred to the Demat Account of the IEPF Authority on execution of the corporate action by the RTA. The details of shares transferred are as follows:

Shares held in	Number of records	Number of shares
Physical Form	1,763	2,10,475
NSDL	35	4,548
CDSL	13	514
<b>Total</b>	<b>1,811</b>	<b>2,15,537</b>

13. Members are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Registered Office of the Company for verification of the claim.

14. The IEPF Rules and the application form (Form IEPF-5), as prescribed by the MCA for claiming back of the shares/ dividend, are available on the website of the Company [www.linde.in](http://www.linde.in) as well as website of IEPF at [www.iepf.gov.in](http://www.iepf.gov.in).

15. As mentioned in Note 10 above, the unpaid/unclaimed dividend for the year 2010 ( 56th Dividend) would become due for transfer to IEPF on 9 July 2018. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF Rules, the transfer of the

56th dividend to IEPF would trigger the action for transfer of the next lot of shares to the Demat Account of the IEPF Authority, in respect of which Dividend remained unpaid/ unclaimed for the last seven consecutive years (i.e. 56th Dividend to 62nd Dividend). In compliance with the IEPF Rules, the Company would accordingly send notices to the concerned shareholders in this regard in due course.

16. With a view to render better investor services to all shareholders, the Company has recently taken initiative for sanitization of shareholders data such as signature, bank details, email id, nomination details, etc. Individual Notices with business reply envelop were sent to shareholders holding shares in physical and demat form, where such information was not available/incomplete with the RTA or the Depositories. The shareholders are requested to proactively avail this facility for updating their important data as this would help them to get electronic remittance of dividend and email communications in future and thus promote green initiative in Corporate Governance.

17. As per the MCA's "Green Initiative in Corporate Governance" your Company endeavors to send copies of Annual Report, Notices, etc. to the registered email id of the shareholder. However, physical copies of the Annual Report and other documents would be additionally provided free of cost on specific request from any shareholder in this regard.

18. Members holding shares in physical form are requested to notify immediately any change in their address including Pin code, Bank Mandate, etc. to the Company's Registrar & Transfer Agents, Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata 700 020. Members holding shares in electronic form are requested to furnish this information to their respective Depository Participants for updation of the changes.

19. Members who hold shares in electronic form and who have not registered their e-mail addresses so far are requested to register their email IDs with their Depository Participants. Members who hold shares in physical form are requested to fill and send the "Email Registration Form" to the Company/Registrar and Transfer Agents. This form is available on the Company's website at [www.linde.in](http://www.linde.in) under Investor Relations section.

20. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio. Members holding shares in physical form are also requested to take action for dematerialization of the shares to avail the benefits of demat.

21. Members holding shares in physical form and desirous of making/ updating Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents, Link Intime India Pvt. Ltd., who will provide the form on request. These forms are also available on the Company's website at [www.linde.in](http://www.linde.in) under Investor Relations section. Members holding shares in dematerialised form should make/update their nomination with their Depository Participants.

22. Members are requested to contact the Company's Registrar & Transfer Agents, Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata 700 020 (Phone No. +91 33 2289 0540; Fax No. +91 33 2289 0539) for reply to their queries/redressal of complaints, if any, or contact the Secretarial Department at the Registered Office of the Company (Phone +91 33 6602 1600, Email: [investor.relations.in@linde.com](mailto:investor.relations.in@linde.com)).

23. Members, Proxies and Authorised Representatives are requested to bring their Attendance Slips together with their copies of the Annual Reports to the Meeting. Copies of the Annual Report will not be provided at the AGM venue.

24. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder and other relevant documents in respect of the proposed resolutions would be available for inspection by the Members at the venue of the Annual General Meeting and also at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 a.m. and 12.00 p.m. upto the date of this Annual General Meeting.

25. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat mode are, therefore, requested to submit a self-attested copy of their PAN card to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit the self-attested copy of their PAN card to the Company's Registrar & Transfer Agents.

26. A Route map showing directions to reach the venue of the 82nd Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

**27. E-voting:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time and Reg. 44 of SEBI Listing Regulations, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 82nd Annual General Meeting (AGM) which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting at the AGM through an electronic voting system. The Company also proposes to provide the option of voting by means of Ballot Form at the AGM in addition to the electronic voting system mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

Mr S. M. Gupta (Membership No. FCS-896) of Messrs S. M. Gupta & Co., Company Secretaries (C. P. No. 2053), whom failing, Mr P Sarawagi (Membership No. FCS-3381) of M/s. P Sarawagi & Associates, Company Secretaries (C. P. No. 4882) who have

individually consented to the Company to act as the Scrutinizer, have been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process (electronically or otherwise) for the 82nd Annual General Meeting of the Company in a fair and transparent manner and submit a Scrutinizer's report of the total votes cast to the Chairman or a person authorized by him in writing.

The procedure with respect to e-voting is provided below:

- (A) In case of Members receiving notice by e-mail from NSDL:
- i. Open e-mail and open the attached PDF file viz; "Lindeindia.e-voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
  - ii. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
  - iii. Click on "Shareholder-Login".
  - iv. Insert your user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
  - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of e-voting opens. Click on "e-voting: Active Voting Cycles".
  - vii. Select "E Voting Event Number (EVEN)" of Linde India Limited for casting your vote.
  - viii. Now you are ready for e-voting as "Cast Vote" page opens.
  - ix. Cast your vote by selecting appropriate option and click on: "Submit" and also "Confirm" when prompted. Upon confirmation, the message "vote cast successfully" will be displayed.
  - x. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xi. Institutional Shareholders and bodies corporate (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to [scrutinizer@linde.com](mailto:scrutinizer@linde.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

(B) In case of Members receiving Notice of Annual General Meeting by post/courier:

- a. Initial password is provided on the Attendance Slip for the AGM.
- b. Please follow all steps from Sl. No. (ii) to Sl. No.(xi) mentioned in (A) above, to cast your vote.

**Other Instructions:**

- I. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 09 April 2018, may obtain their user ID and password for e-voting from Company's Registrar & Transfer Agents, Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata 700 020 (Phone No. +91 33 2289 0540; Fax No. +91 33 2289 0539) or NSDL (Phone No. +91 22 2499 4600).
- II. The remote e-voting period starts on Friday, 13 April 2018 at 9.00 a.m. and ends on Sunday, 15 April 2018 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 09 April 2018, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- III. In case of any queries, you may refer to the "Frequently Asked Questions (FAQs)" for Shareholders and e-voting user manual for Shareholders available at the "downloads" section of NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- IV. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
- V. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through electronic voting system/ballot form. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- VI. The results of the e-voting and Ballot shall be aggregated and declared not later than 48 hours of conclusion of the AGM i.e. Wednesday, 18 April 2018. The declared results along with the Scrutinizer's Report will be available on the Company's website at [www.linde.in](http://www.linde.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be displayed on the Notice Board of the Company at its Registered Office. The results will also be forwarded to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

**28. Re-appointment of Directors:**

In terms of Section 152 of the Companies Act, 2013, Ms. Desiree Co Bacher, Director of the Company, having DIN: 07097389 retires by rotation at the ensuing 82nd Annual General Meeting and being eligible, offers herself for re-appointment.

Pursuant to Regulation 36 (3) of the SEBI Listing Regulations, following information is being furnished about Ms. Desiree Co Bacher who is proposed to be re-appointed:

Ms Desiree Co Bacher (born 1971) is a Bachelor of Science in Accountancy and is a Certified Public Accountant in the Philippines.

Ms Bacher joined Linde Philippines in August 1999 in the finance function, as the Financial Controller and thereafter moved to various senior management positions in the finance function within the Linde Group and is presently the Head of Finance and Control for South and East Asia and is based at the Group's Regional Office at Singapore.

Ms Bacher does not hold directorship in any other Company in India. However, her overseas directorships include Linde Gas Asia Pte. Ltd., Linde Bangladesh Ltd., Linde ROC Sdn Bhd, Linde Philippines Inc., Bataan Industrial Gases Inc., Linde Philippines (South) Inc., BOC Gist Inc., CIGC Corporation and Cryo Industrial Gases Inc.

Ms Bacher does not hold any shares in Linde India Ltd.

Ms Bacher is not inter se related with any other director of the Company.

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice:

As the business specified in Item No. 5 of the Notice of even date, to which this statement is annexed, is an item of special business to be transacted at the 82nd Annual General Meeting of the Company, the following facts are set out in compliance with the provisions of Section 102 of the Companies Act, 2013:

**Item No.5**

The Board of Directors of the Company had on the recommendation of the Audit Committee, approved the appointment of Messrs Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Regn. No. 000041) as the Cost Auditors to conduct the audit of cost records of the Company for the financial year ending 31 December 2018.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

The Board, therefore, recommends the Ordinary Resolution set out at Item no.5 of the Notice for approval by the Members.

None of the Directors/Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution.

**Registered Office:**  
Oxygen House  
P 43 Taratala Road  
Kolkata 700 088  
India

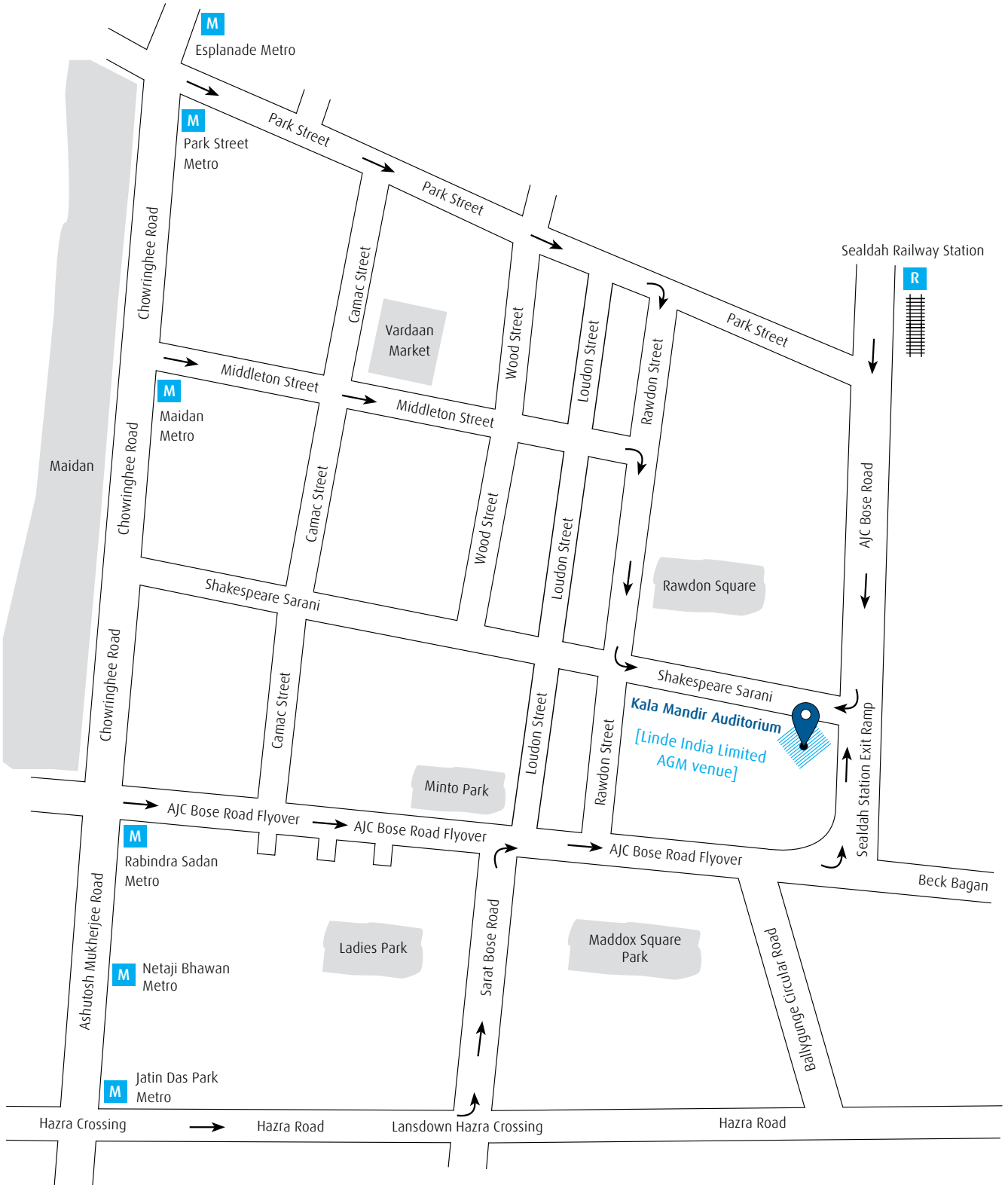
Mumbai  
12 February 2018

By order of the Board  
**Linde India Limited**



Pawan Marda  
Membership No. ACS 8625  
Asst. Vice President  
& Company Secretary

# Route map of 82<sup>nd</sup> AGM Venue of Linde India Limited.



**Linde India Limited**

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