

By E-mail /Courier/ Hand

Sect/26
14 April 2015

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 1st Floor
P.J.Towers, Dalal Street
Fort, Mumbai 400001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th 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 31 March 2015**

We are pleased to enclose a quarterly Compliance Report on Corporate Governance of our Company for the quarter ended 31 March 2015.

Please note that there were no material transactions with any related party for the quarter ended 31 March 2015.

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

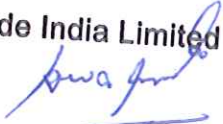
Name of the Company : Linde India Limited
 Quarter ending on : 31 March 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49(II)		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49(IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49(IIC)	Yes	
(D) Other provisions as to Board and Committees	49(IID)	Yes	
(E) Code of Conduct	49(IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	
(B) Meeting of Audit Committee	49(IIIB)	Yes	
(C) Powers of Audit Committee	49(IIIC)	Yes	
(D) Role of Audit Committee	49(IIID)	Yes	
(E) Review of Information by Audit Committee	49(IIIE)	Yes	
IV. Nomination and Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49(V)	N.A.	The Company does not have any Subsidiary
VI. Risk Management	49(VI)	Yes	Risk Management Committee not applicable to the Company
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosures	49(VIII)		
(A) Related Party Transactions	49(VIII A)	Yes	Not Applicable for the quarter ended 31 March 2015
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	
(C) Remuneration of Directors	49(VIII C)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec 2013
(D) Management	49 (VIII D)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec 2013.
(E) Shareholders	49(VIII E)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec 2013



(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	
IX. CEO/CFO Certification	49(IX)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec 2013
X. Report on Corporate Governance	49(x)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec 2013
XI. Compliance	49(XI)	Yes	Complied with in the Annual Report 2013 for the year ended 31 Dec 2013

14 April 2015
Kolkata

Linde India Limited

Pawan Marda
Asst. Vice President & Company Secretary