

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : Linde India Limited
2. Quarter ending: 30 June 2018

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) <sup>¶</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 -	Non-Executive - Chairman	07/06/2005	N.A.	1	Audit - 1	0
Mr.	Moloy Banerjee	PAN - ACVPB9297R DIN -	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.	3 <sup>^</sup>	Audit - 6 Stakeholder - 1	Audit - 3 Stakeholder - 1
Mr.	Jyotin Kantilal Mchta	PAN - AAHPM2575M DIN - 00033518	Non-Executive - Independent	01/10/2014	Appointed for a term of 5 consecutive years w.e.f.	1 <sup>^</sup>	Audit - 2 Stakeholder - 1	Audit - 2

# Includes committee position in listed & unlisted public limited companies.

<sup>^</sup> Excludes directorships in unlisted public limited and private limited companies.

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>¶</sup> 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>6</sup>	
1. Audit Committee	Mr. Jyotin Mehta	Chairman/Independent	
	Mr. Arun Balakrishnan	Independent	
	Mr. Sanjiv Lamba	Non-Executive	
2. Nomination & Remuneration Committee	Mr. Arun Balakrishnan	Chairman/Independent	
	Mr. Sanjiv Lamba	Non-Executive	
	Mr. Jyotin Mehta	Independent	
3. Risk Management Committee (if applicable)	Not Applicable	Not Applicable	
4. Stakeholders' Relationship Committee	Mr. Jyotin Mehta	Independent	
	Mr. Moloy Banerjee	Executive	
<sup>6</sup> 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 (Jan. - Mar. 2018)	Date(s) of Meeting (if any) in the relevant quarter (April - June 2018)	Maximum gap between any two consecutive meetings in number of days	
12 February 2018	16 April 2018 9 May 2018	62 (Sixty two)	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter (April - June 2018)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (Jan. - Mar. 2018)	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
9 May 2018	Yes (All members were present)	12 February 2018	85 (Eighty five)
<b>Nomination &amp; Remuneration Committee</b>			
9 May 2018	Yes (All members were present)	12 February 2018	Not Applicable
<b>Stakeholders Relationship Committee</b>			
Nil	Not Applicable	Nil	Not Applicable
<b>Corporate Social Responsibility Committee</b>			
Nil	Not Applicable	12 February 2018	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 April- June 2018.

## Note

- 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.
- If status is "No" details of non-compliance may be given here.

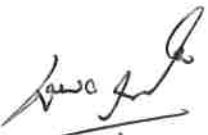
## VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities) - **Not Applicable**
- 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**
- 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**
- 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 31 March 2018 was placed and noted by the Board of Directors at its meeting held on 9 May 2018.**



Pawan Marda  
Asst. Vice President & Company Secretary

Compliance Report on Corporate Governance for  
six months period ended 30 June 2018

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Copy of the Annual Report including balance sheet, profit and loss account, directors' report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes [for the year ended 31 Dec. 2017]
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>If status is "No" details of non-compliance may be given here.</li> <li>If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
 Pawan Marda Asst. Vice President & Company Secretary		