



Linde India Limited Whistle Blower Policy

1. Preamble

Whilst working for Linde India Limited., there may be occasions where individual employees and directors of the Company have concerns about their work or the businesses of the Company. Employees are encouraged in such circumstances to share and discuss these issues with their line managers before considering other avenues for resolving their concerns. If it is not possible to share or discuss a concern with a line manager then the employees can choose to raise their concern through Human Resources, Internal Audit or Legal Services and may also contact the Chairman of the Audit Committee in exceptional cases.

The Companies Act, 2013 and clause 49 of the Listing Agreement provides for establishment of a vigil mechanism for its directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of conduct or ethics policy. Being a listed company, the Company proposes to establish a vigil mechanism and formulate a Whistle Blower Policy.

2. Policy Objectives

This Whistle Blower Policy aims to provide a method of properly addressing genuine concerns that individuals within the Company might have and also offers appropriate protection to the whistle blowers from victimization, harassment or disciplinary proceedings.

3. Effective Date

This policy shall become effective from 1 October 2014.

4. Definitions

- I. "Audit Committee" means a Committee constituted by the Board of Directors of the Company.
 - II. "Board" means the Board of Directors of the Company.
 - III. "Directors" means the Director of the Company.
 - IV. "Employee" means
 - a) all the present employees and including directors who are in the employment of the Company.
 - b) Key Managerial Personnel and Senior Management Personnel as defined under relevant provisions of the Companies Act, 2013.
 - vi "Whistle Blower" means Director(s) or an employee or group of employees of the Company who make a report/complain for (potential) violation under this policy and also referred to in this policy as Complainant.
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5. Applicability

This policy applies to all the employees of the Company (including outsourced, temporary and contractual personnel), ex-employees, stakeholders and Directors of the Company.

6. Coverage of the Policy

This policy encourages all the employees of the Company as aforesaid to report in good faith any violation of The Linde Group Code of Ethics covering the following:

- i Anticompetitive behaviour, such as entering into unlawful agreements with competitors;
- ii Violation of any laws or regulations, policies including but not limited to corruption, bribery, theft, fraud, coercion and willful omission;
- iii Unethical selection of supplier without complying with the legal requirements;
- iv Failure to keep accurate and complete financial records;
- v Prohibited dealing in shares of the Company or other securities based on "inside information" obtained from their jobs;
- vi Conflict of interest;
- vii Procurement frauds;
- viii Mismanagement, gross wastage or misappropriation of company funds/assets;
- ix Misappropriating cash/company assets, leaking confidential or proprietary information;
- x Significant unofficial use of company's property/human assets;
- xi A substantial and specific danger to public health and safety;
- xii Unlawful discrimination, abuse or harassment in any form.

7. Procedure

- i Employees who want to report a (potential) violation of The Linde Group Code of Ethics or any of the other aforesaid matters will be able to speak with their line manager or supervisor;
 - ii If the violations involve the supervisor or line manager, the employee is able to talk to another manager or with Human Resources, Internal Audit or Legal Services;
 - iii If for any reason an employee cannot raise a certain qualified concern with regard to (potential) violation of The Linde Group Code of Ethics with their line manager or with any other people or the functionaries named above, then they would still be able to raise their concerns 24 hours a day, 7 days a week through the Linde Group's Integrity Line in the areas of accounting, internal accounting controls, auditing matters, improper payments and banking and financial violations where the interests of the Company are affected. There are several ways this can be done:
 - Through a dedicated web portal designed to receive concerns
 - Through a globally accessible integrity line phone operated through a third party company that manages these call for The Linde Group.
 - By e-mail to a dedicated confidential inbox operated by the Linde Compliance Facilitator- integrity@linde.com
 - By normal post marked for the attention of the Compliance Facilitator- Klosterhofstrasse 1, 80331 Munich, Germany.
 - By Phone +44.1249.661-675.
 - By fax +49.89.35757-1003.
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- iv In case the complaint is for (potential) violation against any director(s), key managerial personnel or senior management personnel of the Company, the whistle blower may lodge his/her complaint to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee are as under:
Mr Jyotin Mehta
Chairman of Audit Committee
Email id: jyotinmehta@gmail.com
- v Any complaint for (potential) violation against the Chairman of the Audit Committee should be addressed to the Chairman of the Company.
- vi The Audit Committee if deems fit may call for further information or particulars from the Complainant.
- vii Before reporting such events, the employees have to ascertain that a violation has actually occurred and that the act is not based on what can be termed as a normal business decision;
- viii The Company shall not encourage anonymous complaints;
- ix The identity of the complainant will be protected and will be known only to the people or functionaries named above;
- x Whistle blower shall be protected from any kind of discrimination, harassment, victimization or any other unfair employment practices. Linde India will not tolerate retaliation against any concern that is reported in good faith;
- xi Once a concern is received at The Linde Group's Integrity Line, it will be logged on a dedicated confidential database, given a unique identifying number and be dealt with by the Linde Compliance Facilitator.
- xii In case the Company finds the complaint to be motivated or vexatious, it shall be at the liberty to take appropriate steps.

8. Investigation and Reporting to the Audit Committee

- i All complaints/concerns under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other officer(s) of the Company for the purpose of the investigation.
- ii The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit and as applicable.
- iii Outcome of the investigation by the Officer of the Company and any disciplinary or corrective action initiated against the subject would be informed to the Audit Committee.

9. Prevention of Documents and Records



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All initial communications, documented along with the results of investigation relating thereto, shall be retained by the Human Resource Department for a minimum period of 5 years or such other period as specified in any other law as in force.

10. Disclosure

The Company shall disclose the establishment of its whistle blower policy at its website and in its Board Report.

11. Amendment to the Policy

The Board of Linde India Limited reserves their right to review and amend this policy from time to time.
