

→ Linde India Limited



Linde India Limited.

Notice 2023-24.

Notice

Notice is hereby given that the Eighty Eighth Annual General Meeting ("AGM" or "Meeting") of the Members of Linde India Limited will be held through Video Conference (VC) or Other Audio-Visual Means (OAVM) on Monday, 12 August 2024 at 10:00 a.m. IST to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Oxygen House, P 43, Taratala Road, Kolkata 700 088.

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024 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 March 2024 together with the Report of the Auditors thereon.
2. To declare dividend of 120% (i.e., Rs. 12/- per equity share) inclusive of a special dividend of 80% (i.e., Rs. 8/- per equity share) on the Equity Shares of Rs. 10/- each of the Company, for the financial year ended 31 March 2024.
3. To appoint a director in place of Mr Michael James Devine (DIN: 10042702), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. To approve payment of commission to Non-Executive Independent Directors of the Company, in accordance with provisions of Section 197 read with Schedule V to the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of Sections 149, 197 and other applicable provisions, if any, read with Schedule V 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) and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Board of Directors, approval of the Members be and is hereby accorded for payment and distribution of such sum as commission to the Non-Executive Independent Directors of the Company, in such manner and

proportion as the Board of Directors of the Company may decide from time to time, provided that the aggregate of such commission, proposed to be paid to the Non-Executive Independent Directors of the Company, shall not exceed 1% of the net profits of the Company, in any financial year, computed in accordance with the provisions of Section 198 of the Act, or as per the limits as specified under the Schedule V to the Act, for a period of 5 (five) years commencing from 1st April 2024."

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the aforesaid Resolution."

5. To ratify the remuneration of Cost Auditors of the Company for the financial year ending on 31 March 2025, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and 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), M/s Mani & Co., Cost Accountants (Firm Regn. No. 000004), 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 on 31 March 2025 as prescribed under the Companies (Cost Records and Audit) Rules, 2014 be paid a fee of Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand only) plus applicable taxes and out of pocket expenses that may be incurred during the course of audit and the said cost audit fee be and is hereby ratified and confirmed."

Registered Office:

Oxygen House
P 43 Taratala Road
Kolkata 700 088
India

Kolkata
28 May 2024

By order of the Board Linde India Limited

Sd/-
Amit Dhanuka
Membership No. ACS 23872
Company Secretary

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the Special Business in the Notice of this Meeting is annexed hereto and forms part of this Notice. The Board of Directors have considered and decided to include item nos. 4 and 5 given above as Special Business to be transacted in the forthcoming AGM, as they are unavoidable in nature.
 2. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 20/2020 and 09/2023 dated 5 May 2020 and 25 September 2023, respectively, read with other circulars ("MCA Circulars") issued from time to time has inter-alia, permitted the companies to conduct their AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 30 September 2024, in accordance with the framework provided therein. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023 has extended the relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("SEBI Listing Regulations"). In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 88th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 88th AGM shall be the Registered Office of the Company.
 3. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company.** However, in terms of the MCA Circulars and the SEBI circular, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 will not be available for the 88th AGM. In pursuance to Section 112 and Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 88th AGM through VC/OAVM facility and e-Voting during the said AGM.
 4. The Company has engaged National Securities Depository Limited ("NSDL") for providing facility for voting through remote e-Voting and for participation in the 88th AGM through VC/OAVM facility and e-Voting during the 88th AGM.
 5. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
 6. **The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 6 August 2024 to Monday, 12 August 2024 (both days inclusive) for the purpose of the Meeting and payment of dividend.**
- ## Others
7. In view of the requirement for mandatory dematerialization for transfer of securities as per the amended Regulation 40(1) of the SEBI Listing Regulations, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

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.
 8. 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 (RTA), KFin Technologies Ltd., who will provide the form on request. These forms are also available on the Company's website at www.linde.in under Investor Relations section. Members holding shares in dematerialized form should make/update their nomination with their Depository Participants.
 9. The Securities and Exchange Board of India (SEBI) vide its circular dated 3 November 2021 (subsequently amended by circulars dated 14 December 2021, 16 March 2023 and 17 November 2023) has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of physical securities, who shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 1 April 2024, upon completion/submission of the entire set of requisite documents/details. The copies of relevant forms are available on the website of the Company at www.linde.in and on the Company's RTA website at www.kfintech.com.
 10. Members are requested to contact the Company's RTA, KFin Technologies Ltd. for reply to their queries/redressal of complaints, if any relating to dividend, or contact the Secretarial Department of the Company by sending an email to investor.relations.in@linde.com.
 11. Since the AGM will be held through VC/OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Electronic despatch of Annual Report and process for registration of email id for obtaining copy of Annual Report:

12. In accordance with the MCA's General Circular No. 9/2023 dated 25 September 2023 read with other circulars issued for this purpose from time to time and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023, the Annual Report along with the Notice of the 88th AGM, and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depository Participants. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at www.linde.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>. The Company will also be sending printed copies of the Annual Report 2023-24 to the shareholders on receipt of specific request.

13. Members holding share(s) in physical mode, who have not updated their email addresses are requested to update the same by submitting the relevant forms available at the RTA's portal at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

Members holding share(s) in electronic form are requested to register/update their email addresses with their respective Depository Participant(s).

Procedure for joining the AGM through VC/OAVM:

14. Members may join the 88th AGM through VC/OAVM Facility by following the procedure as mentioned below, which shall be kept open for the Members from 9:30 a.m. IST, i.e., 30 minutes before the time scheduled to start the 88th AGM and shall be kept open throughout the proceedings of the AGM.

15. Members may note that the VC/OAVM Facility, provided by NSDL, has capacity to allow participation of at least 1,000 Members on a first-come first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. may attend the 88th AGM without any restriction on account of first-come first-served basis.

16. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned in Note 30 - E-voting: under the sub head "Step 1: Access to NSDL e-Voting system". After successful login,

you can see "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in Note 30 - (E-voting) in the Notice to avoid last minute rush.

17. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

18. Members who need assistance before or during the AGM with use of technology, can:

- Send a request at evoting@nsdl.com or contact at: 022 - 4886-7000; or
- Contact Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email ID: evoting@nsdl.com or pallavid@nsdl.com.

Procedure to raise questions/seek clarifications with respect to Annual Report:

19. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at investor.relations.in@linde.com. Questions/queries to be received by the Company through email between Monday, 29 July 2024 to Monday, 5 August 2024 shall only be considered and responded during the AGM.

20. **Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by using the login method explained at Note 30 - E-voting: under the sub head "Step 1: Access to NSDL e-Voting system" from 9:00 a.m. on Thursday, 8 August 2024 to 5:00 p.m. on Friday, 9 August 2024. After successful login, Members will be able to register themselves as a speaker shareholder by clicking on the link available against the EVEN of Linde India Limited.**

21. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

Dividend related information:

22. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, 5 August 2024, i.e., the date prior to the commencement of book closure will be entitled to payment of Dividend for the financial year ended 31 March 2024, as recommended by the Board, if approved at the AGM.
23. As per the 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. To avoid delay in receipt of dividend, Members holding shares in demat mode are requested to submit/update 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.

Members holding share(s) in physical mode and who have not updated their bank mandates are requested to update them as per instructions contained in Note 9 hereinabove.

24. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1 April 2020 shall be taxable in their hands. The Company shall therefore be required to deduct tax at source (TDS) as applicable at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents as mentioned below in accordance with the provisions of the IT Act.

Resident Shareholders

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN	10%
Members not having PAN/Invalid PAN/PAN not linked with Aadhaar or Specified persons* as per Section 206AB	20% as per Section 206AA/206AB of the IT Act

Shareholders are requested to ensure that their Aadhaar number is linked with PAN. In case of failure of linking Aadhaar with PAN, PAN shall be considered as inoperative and in such scenario, tax shall be deducted at higher rate of 20% under Section 206AA of the IT Act.

The list of shareholders falling under the category of specified person or having inoperative PAN shall be downloaded from the reporting portal of Income Tax Department.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the Financial Year 2024-25 does not exceed Rs. 5,000 and also in cases where Members provide Form 15G (applicable to individuals aged less than 60 years) /Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for Members providing Form 15G / 15H or any other document as mentioned above.

With respect to shareholders being Mutual Funds, self-attested copy of registration certificate with SEBI and PAN card along with self-declaration that the mutual fund is notified mutual fund u/s 10(23D)(ii) of IT Act, 1961 will be required for non-deduction of TDS.

With respect to shareholders being Insurance Companies, documentary evidence that the provisions of Section 194 of the IT Act, 1961 are not applicable along with self-attested copy of PAN card will be required for non-deduction of TDS.

With respect to shareholders submitting order under Section 197 of the IT Act, lower/Nil withholding tax certificate obtained from Income Tax authorities along with self-attested copy of PAN card will be required. Accordingly, rate of tax mentioned in the order under Section 197 of the IT Act will be taken for the purpose of withholding tax.

With respect to shareholders being Alternative Investment Fund (AIF), a declaration that its income is exempt under Section 10(23FBA) of the IT Act and that they are established as Category I or Category II AIF under the SEBI Regulations will be required. Further, self-attested copy of registration documents and PAN card will also be required for non-deduction of TDS.

In case of entities exempt under Section 10 of the IT Act, the authorized signatory shall submit the declaration duly signed with stamp affixed for the purpose of claiming exemption from TDS (entities as provided in Circular No.18 of 2017) along with self-attested copy of PAN card.

With respect to shareholders being corporation established by or under a Central Act/ State Act which is under any law for the time being in force, exempt from income- tax on its income including entities in which such corporations are the beneficial shareholders, any documentary evidence that the person is covered under Section 196 of the Act along with self-declaration and self-attested copy of PAN card will be required for non - deduction of TDS.

Non – Resident shareholders [including Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI)]

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195, Section 196D and other applicable sections (if any) of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders including FIIs and FPIs have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Member, if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the Member
- Copy of Tax Residency Certificate (TRC) for the FY 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by the Member
- Electronically furnished copy of Form 10F
- Self-declaration by the shareholder having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the Member

The Company is not obligated to automatically apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non-resident shareholders.

For other non-resident shareholders without PAN/Invalid PAN/ PAN not linked with Aadhaar/ non-compliance of Section 206AB of the Act, tax shall be deducted at higher rates mentioned in Section 206AA/206AB of the IT Act plus applicable surcharge and cess.

With respect to shareholders being Sovereign Wealth Fund, Pension Funds, other bodies notified under Section 10(23FE) of the IT Act, self-declaration substantiating the fulfillment of conditions prescribed under Section 10(23FE) of the IT Act will be required for non-deduction of TDS.

With respect to the shareholders who are tax residents of Notified Jurisdictional Area as defined under Section 94A(1) of the IT Act, withholding tax shall be @ 30%.

***Section 206AB of the IT Act - High rate for non-filers of Income Tax return**

TDS to be deducted at higher rate in case of non-filers of Return of Income:

The Finance Act, 2021, has inter alia inserted the provisions of Section 206AB of the IT Act with effect from 1 July 2021. The provisions of Section 206AB of the IT Act require the deductor to deduct tax at higher of the following rates from amount paid/ credited to 'specified person':

- i. At twice the rate specified in the relevant provision of the IT Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%

In cases where Sections 206AA (Non-PAN) and 206AB are applicable, i.e., the shareholder has not submitted the PAN as well as not filed the return, tax will be deducted at higher of the two rates prescribed in these sections.

The 'specified person' means a person who has:

- (a) Not furnished return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 has expired; and
- (b) Subjected to tax deduction/collection at source in aggregate amounting to Rs.50,000 or more in such preceding previous year.

Non-applicability of provisions of Section 206AB:

The non-resident who does not have a permanent establishment in India.

In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is

assessable in the hands of a person other than the deductee, then such deductee should send a duly signed declaration with details of actual beneficial owner in excel sheet. Declaration should be filed within 15 days of record date for the purpose of payment of Dividend. Declaration filed after the said period would not be entertained by the Company.

Members may please note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, non-compliance of prescribed procedure or insufficiency of the aforementioned details/documents from you, an option is available to you to file the return of income as per IT Act and claim appropriate refund, if eligible, but no claim shall lie against the Company for such taxes deducted. Shareholders, whose valid PAN is updated, will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account.

25. In terms of Sections 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 consecutive 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.

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 2016, 31 December 2017, 31 December 2018, 31 December 2019, 31 December 2020, 31 December 2021 and 31 March 2023 are requested to send their claims to the Company or its Registrar & Transfer Agents, KFin Technologies Ltd., Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 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. 2016 (62 nd Dividend)	25 May 2024
Year Ended 31 Dec. 2017 (63 rd Dividend)	23 May 2025
Year Ended 31 Dec. 2018 (64 th Dividend)	22 June 2026
Year Ended 31 Dec. 2019 (65 th Dividend)	25 Oct. 2027
Year Ended 31 Dec. 2020 (66 th Dividend)	31 July 2028
Year Ended 31 Dec. 2021 (67 th Dividend)	30 July 2029
15 months period Ended 31 Mar. 2023 (68 th Dividend)	23 Sept. 2030

26. Members are requested to note that pursuant to the applicable provisions of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting,

Audit, Transfer and Refund) Rules, 2016, 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 financial year 2023-24, the Company had issued individual notices dated 9 February 2024 to those shareholders whose dividends remained unpaid/unclaimed for seven consecutive years, i.e., 62nd dividend for the FY ended 31 December 2016 to 68th dividend for the FY ended 31 March 2023. The Company had also published a notice dated 22 February 2024 in the Kolkata editions of Business Standard (English) and Aaj Kaal (Bengali) on 23 February 2024 in connection with the transfer of such equity shares of the Company to the demat account of the Investor Education and Protection Fund Authority.

27. In compliance with the aforesaid provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company had submitted the corporate action information form of NSDL to its Registrar and Transfer Agents on 21 July 2023 for transfer of 16,757 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 25 July 2023 and 26 July 2023 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	140	16,609
NSDL	04	148
Total	144	16,757

28. Members are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the concerned shareholders/claimants from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed along with requisite documents to the Registered Office of the Company for verification of the claim. The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended 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 at www.linde.in as well as on the website of IEPF at www.iepf.gov.in.

Procedure for inspection of documents:

29. 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 the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and other relevant documents in respect of the proposed resolutions, if any, would be made electronically available at the commencement of the Meeting and shall remain open and accessible to the Members during the Meeting. All documents referred to in the Notice will also be available for inspection by the Members at the Registered Office of the Company without any fee on all working days except Saturdays, Sundays and public holidays between 11:00 a.m. to 1:00 p.m. up to the date of AGM, i.e., 12 August 2024. Members seeking to inspect such documents can send an email to investor.relations.in@linde.com.

Procedure for remote E-voting and E-voting during the AGM:

30. 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 Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 in relation to e-Voting facility provided by Listed Entities, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 88th Annual General Meeting which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting during the AGM through an electronic voting system. As mentioned in the Note 4 above, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, 5 August 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

I. Procedure for E-voting:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join the AGM by VC/OAVM (virtual meeting) on NSDL e-Voting system.

Details on Step 1 (Access to NSDL e-Voting system) is mentioned below:

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-Voting facility provided by Listed Entities”, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	A. NSDL IDeAS facility If you are already registered for NSDL IDeAS facility, follow the below steps: 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.

Type of shareholders	Login Method
	5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered with NSDL IDeAS facility, follow the below steps: - Option to register is available at https://eservices.nsdl.com - Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Please follow steps given in points 1-5 (A. NSDL IDeAS facility). B. e-Voting website of NSDL - Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. - Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. - A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. - After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting. C. e-Voting using NSDL Mobile App Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Upon logging in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

D. Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2, i.e., Cast your vote electronically.

(d) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

- Password details for shareholders other than individual shareholders are given below:
 - If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is

communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow instruction mentioned in Note 13 above.

(f) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- Click on '**Forgot User Details/Password?**' (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- 'Physical User Reset Password?'** (if you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting.nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(h) Now, you will have to click on "Login" button.

(i) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 (Cast your vote electronically and join the AGM by VC/OAVM (virtual meeting) on NSDL e-Voting system) is mentioned below:

How to cast your vote electronically on NSDL e-voting system?

- After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select 'EVEN' of Company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting,

you need to click on "VC/OAVM" link placed under "Join General Meeting".

(c) Now you are ready for e-voting as the voting page opens.

(d) Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

(e) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

(g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

II. Instructions for Members for E-Voting during the 88th AGM:

(a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

(b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

(c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(d) For details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the AGM, please refer to Note 18 above.

III. General Information:

(a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

(b) **The voting rights shall be as per the number of equity shares held by the Member(s) as on Monday, 5 August 2024, being the cut-off date.** Members are eligible to cast vote electronically only if they are holding shares as on that date. In case of joint holders, only one of the joint holders may cast his/her vote.

- (c) Mr P K Sarawagi (Membership No. FCS-3381) of M/s P Sarawagi & Associates, Company Secretaries (C. P. No. 4882), who has consented to the Company to act as the Scrutinizer, has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process for the 88th Annual General Meeting of the Company in a fair and transparent manner and submit the Scrutinizer's Report of the total votes cast to the Chairman or a person authorized by him in writing.
- (d) The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available on the Company's website at www.linde.in and on the website of NSDL at www.evoting.nsdl.com and will also be displayed on the Notice Board of the Company at its Registered Office. 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.
- (e) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 – 4886-7000 or send a request to Ms Pallavi Mhatre at evoting@nsdl.com. Members may also write to the Company Secretary at the Company's email address at investor.relations.in@linde.com.
- (f) Members of the Company under the category of Corporate and Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate and Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@linde.com with a copy marked to evoting@nsdl.com and can also upload these documents by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

IV. Other Instructions:

- (a) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and

becomes member of the Company after the notice is sent through e-mail and holding shares as of the **cut-off date, i.e., 5 August 2024**, may obtain the login ID and password by sending a request at evoting@nsdl.com or to the Company/ RTA. However, if such shareholders are already registered with NSDL for remote e-voting, they can use their existing user ID and password for casting their vote. In case such shareholders forget password, they can reset the password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022 – 4886-7000.

In case of Individual Shareholders holding securities in demat mode, who acquires shares of the Company and becomes a Member after dispatch of the Notice and holding shares as of the cut-off date, i.e., 5 August 2024, he/she may follow steps explained at Note 30 - E-voting: under the sub head "Step 1: Access to NSDL e-Voting system".

- (b) **The remote e-voting period starts on Friday, 9 August 2024 at 9:00 a.m. and ends on Sunday, 11 August 2024 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, 5 August 2024**, 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.
- (c) Members attending the meeting through VC/OAVM 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. 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.

31. Appointment/re-appointment of Directors:

Additional information, pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, in respect of the directors seeking appointment/re-appointment at the AGM, forms part of this Notice.

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

As the businesses specified in Item Nos. 4 and 5 of the Notice of even date, to which this statement is annexed, are items of special business to be transacted at the 88th 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. Although not statutorily required, brief details with regard to Item No. 3 regarding re-appointment of director retiring by rotation is also provided as an additional information to the Members.

Item No.3

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Article 104 of the Company's Articles of Association, Mr Michael James Devine (DIN: 10042702), Non-Executive Director of the Company, is required to retire by rotation at this Meeting and being eligible, has offered himself for re-appointment.

Mr Devine was appointed as a Non-Executive Director of the Company on 15 February 2023. The Company has received from Mr Devine (i) Consent in writing to act as Director in Form DIR-2 (ii) Intimation in Form DIR-8 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Mr Devine is a person of integrity and fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder read with the provisions of the SEBI Listing Regulations each as amended and is therefore eligible for being re-appointed by the Members of the Company. The other requisite details of Mr Devine, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) are separately provided below as an additional information to the Members.

Mr Devine and his relatives are concerned or interested in the proposed Resolution as it relates to his re-appointment. None of the other Directors and Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The Board therefore, recommends the Ordinary Resolution set out at item no. 3 of the Notice for your approval.

Item No. 4

An Ordinary Resolution under Section 197(7) of the Companies Act, 2013 was passed at the 84th Annual General Meeting of the Company held on 18 September 2020 approving the payment of commission to the Directors of the Company (other than a Managing Director, a Whole time Director, a Director not resident in India and an Alternate Director) for a period of five years with effect from the financial year commencing from 1 January 2020, of such amount as the Board may decide, not exceeding 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013, in any financial year, to be divided amongst the Directors aforesaid in such manner as the Board of Directors of the Company may from time to time determine and in absence of such determination equally.

Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 provides that all fees/ compensation paid to Non-Executive Directors of the Company, including Independent Directors, shall be fixed by the Board of Directors of the Company and shall require prior approval of the Members in General Meeting, other than payment of sitting fees to Non-Executive Directors, if made within the limits prescribed under the Companies Act, 2013.

Accordingly, the Board recommends the approval of the Members for payment of remuneration by way of commission to the Non-Executive Independent Directors of the Company for a period of five years with effect from the financial year commencing from 1 April 2024 in compliance with the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

All the Non-Executive Independent Directors of the Company and their relatives are concerned or interested in the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members. None of the other Directors and Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The Board, therefore, recommends the Ordinary Resolution set out at item no. 4 of the Notice for your approval.

Item No. 5

The Board of Directors of the Company had on the recommendation of the Audit Committee, approved the appointment of M/s Mani & Co., Cost Accountants (Firm Regn. No. 000004) as the Cost Auditors of the Company at a fees of Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand only) plus applicable taxes and out of pocket expenses that may be incurred during the course of audit of cost records of the Company for the financial year ending on 31 March 2025. M/s Mani & Co. has vast experience in the field of cost audit across diverse industries including chemical sector to which your Company belongs.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

None of the Directors and Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

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

Additional information on directors recommended for appointment/re-appointment as required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are as below:

Mr Michael James Devine

Mr Michael James Devine (DIN: 10042702) has completed his Doctor of Jurisprudence from Creighton University School of Law and is a Bachelor of Arts in Economics. Mr Devine is the Associate General Counsel of Linde plc and has had an illustrious and accomplished career in handling several large corporate and commercial transactions in his career, including the merger of Praxair Inc. and Linde AG. Mr Devine has earlier served as the Chief Transactions Counsel for Linde plc and for Praxair Inc. and is currently heading the M&A Legal Department for Linde plc.

Age: 55 years

Nature of expertise in specific functional areas: Legal & Compliance, Strategic Management and Mergers & Acquisition.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: There is no inter-se relationship between Mr Michael James Devine, other members of the Board and Key Managerial Personnel of the Company.

Listed entities (other than Linde India) in which Mr Michael James Devine holds directorship and committee membership and names of listed entities from which Mr Devine resigned in the past three years: Nil

Shareholding in the Company as on 31 March 2024 (including shareholding, if any as a beneficial owner): Nil

Remuneration proposed to be paid, last drawn salary and key terms and conditions of re-appointment: The Company does not pay remuneration to its Non-Executive Directors representing the Promoter Group.

Date of first appointment on Board and number of Board meetings attended: The details pertaining to Mr Devine's appointment and number of meetings attended by him are provided in the Corporate Governance Report forming part of the Annual Report 2023-24.

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

Kolkata
28 May 2024

By order of the Board
Linde India Limited

Sd/-
Amit Dhanuka
Membership No. ACS 23872
Company Secretary

Information at a Glance

Particulars	Details
Time and Date of AGM	10:00 a.m. IST, Monday, 12 August 2024
Mode	Video Conference (VC) and Other Audio-Visual Means (OAVM)
Helpline number for VC participation	NSDL Contact No.: 022 - 4886 7000
Webcasts and transcripts	https://www.linde-gas.in/en/ir/index.html
Book Closure date for Dividend	Tuesday, 6 August 2024 to Monday, 12 August 2024 (both days inclusive)
Dividend payment date	On or about 17 August 2024
Cut-off date for e-voting	Monday, 5 August 2024
E-voting start time and date	9:00 a.m. IST, Friday, 9 August 2024
E-voting end time and date	5:00 p.m. IST, Sunday, 11 August 2024
Date for receiving of questions by email	29 July 2024 to 5 August 2024 (both days inclusive)
Date for registration as Speaker shareholder	8 August 2024 and 9 August 2024
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Pallavi Mhatre , Senior Manager National Securities Depository Limited, 4 th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India Contact details: Email id: pallavid@nsdl.com ; evoting@nsdl.com ; Contact number: 022 – 4886 7000
Name, Address and Contact details of Registrar & Share Transfer Agent	Mr S V Raju , Deputy Vice President KFin Technologies Ltd. Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 Contact details: Email id: einward.ris@kfintech.com Contact Number: 1800 309 4001