

## Linde India Limited

### Policy on determination of materiality of events

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#### 1. Preamble:

This Policy on determination of materiality has been made pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**LODR Regulations**") to determine the material events by testing the materiality as required under the Regulations for the purpose of proper, sufficient and timely disclosure of the same to the Stock Exchange(s).

This Policy originally became effective from 1 December 2015, which was subsequently amended on 8 August 2023. This revised Policy is effective from 12 December 2024.

#### 2. Applicability:

This Policy shall be applicable on all Events/Information in the Company, as and when they come under the criteria enumerated in the Policy.

#### 3. Definitions:

"Board" shall mean the Board of Directors of the Company and includes Committee of Directors.

"Committee" shall mean a Committee constituted by the Board for the purpose of determination of materiality under this Policy, which shall consist of two or more Key Managerial Personnel (KMPs) of the Company as may be decided by the Board from time to time.

"Company" shall mean Linde India Limited.

"Compliance Officer" shall mean the Company Secretary of the Company.

"Key Managerial Personnel/KMP" means Key Managerial Personnel as defined in Section 2(51) the Companies Act, 2013 including. –

- a. Chief Executive Officer (CEO)/ Managing Director (MD)/Manager;
- b. Whole-time Director (WTD);
- c. Chief Financial Officer (CFO); and
- d. Company Secretary (CS).

"Policy" means this policy, as amended from time to time.

"Promoter" means as assigned to the term in clause (oo) of sub-regulation (1) of Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

"Senior Management" mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management who

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are functional heads one level below the executive directors.

“Stock Exchange” means a recognised stock exchange as defined under clause (f) of Section 2 of the Securities Contracts (Regulation) Act, 1956.

All other words and expressions used and not defined in this Policy but defined in the Companies Act, 2013, the Securities Contracts (Regulations) Act, 1956, the Depositories Act, 1996 and/ or the Rules and Regulations made thereunder or any other Applicable Laws shall have the same meaning as respectively assigned to them in such Acts or Rules or Regulations or any statutory modification or re-enactment thereof as the case may be.

#### 4. Events which are deemed to be Material Events

Events/information specified in Para A of Part A of Schedule III of the LODR Regulations (“**Para A Events**”) as set out in **Annexure-1** to this Policy will be deemed to be material and will be disclosed irrespective of application of the materiality criteria in the manner as set out in the Regulations (together with the timelines for such disclosures) and this Policy. Details to be provided to the Stock Exchanges while disclosing Para A Events shall be in compliance with the requirements of the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023 (“**SEBI Disclosure Circular**”) and SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12 December 2024.

#### 5. Type of Event/ Information and Key Principles in Determining Materiality:

The following Events/Information and criteria shall be considered while testing materiality for disclosure of an Event/Information:

- A. Events/information specified in Para B of Part A of Schedule III of the LODR Regulations (“**Para B Events**”) as set out in **Annexure-2** to this Policy will be deemed to be material and will be disclosed by the Company within the timelines for such disclosures, subject to the application of the following guidelines for determining materiality:
  - a. The omission of an event/information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
  - b. The omission of an event/information is likely to result in significant market reaction if the said omission came to light at a later date; or
  - c. The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
    - i. two percent of turnover, as per the last audited consolidated financial statements of the Company; or
    - ii. two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative; or
    - iii. five percent of the average of absolute value of profit or loss after tax, as per

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- the last three audited consolidated financial statements of the Company. In terms of the SEBI Disclosure Circular, if the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.
- d. In case where the criteria specified in points (a) to (c) are not applicable, an Event/Information may be treated as being material if in the opinion of the Board and/or the Committee, the Event/Information is considered material.
  - e. The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the requirements of the SEBI Disclosure Circular.
- B. The Company shall promptly disclose any other Event/Information viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.
  - C. Any other Event/Information which in the view of the Board and/or Committee constituted for the purpose of determination of materiality of information, is material.

The Board/Committee may seek appropriate counsel or guidance or expert legal advice, as and when necessary, from other internal or external stakeholders as they may deem fit.

#### 6. Administrative Measures:

- a. Unless otherwise decided by the Board, the Committee constituted for the purpose of determination of materiality of an Event/Information comprising of the Managing Director, the Chief Financial Officer and the Company Secretary shall be responsible and authorized for the purpose of determining materiality of an Event/Information and making disclosures to the stock exchange. The Committee may take assistance from the respective heads of department, as it may require from time to time.
- b. The following contact details of the members of the Committee shall be disclosed to the stock exchange(s) and also be placed on the Company's website as part of this Policy:

Mr Abhijit Banerjee Managing Director Linde India Limited Oxygen House P-43 Taratala Road Kolkata – 700 088 Phone: +91 33 6602 1600	Mr Neeraj Kumar Jumrani Chief Financial Officer Linde India Limited Oxygen House P-43 Taratala Road Kolkata – 700 088 Phone: +91 33 6602 1600	Mr Amit Dhanuka Company Secretary Linde India Limited Oxygen House P-43 Taratala Road Kolkata – 700 088 Phone: +91 33 2401 5172
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**7. Interpretation:**

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule, regulation, or standard governing the Company, the law, rule, regulation, or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard.

**8. Guidance on when an Event/ Information is deemed to be occurred:**

- a. The Event/Information requiring approval of the Board, or the Shareholders shall be said to have occurred upon approval by the Board e.g. further issue of capital by rights issuance and in certain events/information after approval of both the Board and Shareholders of the Company.
- b. In case of other event/information such as natural calamities, force majeure, etc., they shall be said to have occurred when the Company becomes aware of the events/information.

**9. Disclosure:**

The Committee shall observe the following for proper and timely disclosure of any material Events/ Information as defined hereon:

- a. For determining materiality of any event/transaction, reference is to be made to this Policy and the LODR Regulations and any circular issued thereunder.
- b. Events/information identified as material under this Policy shall be disclosed as soon as reasonably possible and in any case not later than the following:
  - i. thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;

Provided that in case the meeting of the Board of Directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the Board Meeting:

Provided further that in case the meeting of the Board of Directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- ii. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- iii. twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company:

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Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the Company in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Company.

Provided further that in case the disclosure is made after the timelines specified above, the Company shall along with the disclosures provide explanation for delay.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

- c. Disclosure of any material development shall be made on a regular basis of any event, till the time the event is resolved/closed.
- d. An event or information shall be disclosed by the Company pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, along with the event or information, unless disclosure of such communication is prohibited by such authority.
- e. The Company shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature, and which indicates that rumours of an impending specific material event or information in terms of the provisions of the LODR Regulations being circulated amongst the investing public. Such disclosure shall be made within twenty-four hours from the reporting of the event or information. This provision will be applicable with effect from 7 February 2025. The determination of a company's ranking shall be on the basis of market capitalization, as at the end of the immediately preceding financial year.

Provided further that if the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

- f. All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary and associate company, who are parties to the agreements specified in clause 5A of para A of part A of schedule III to SEBI Listing Regulations, as amended, shall inform the Company about the agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements:

All the disclosures made to the Stock Exchange under this Policy shall also be disclosed on the Website of the Company and the same shall be hosted for a minimum period of 5(five) years and

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thereafter as per the Archival Policy of the Company.

**10. Authority to make alterations:**

The Board is authorised to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the LODR Regulations.

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Annexure – 1

A. Events/ information which are mandatorily required to be disclosed without any application of the guidelines for materiality as stipulated in sub-regulation (4) of Regulation 30:

Sl. No.	Events	Timeline for disclosure
1.	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger / restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in the associate company of the Company or any other restructuring.	Within 12 hours *
2.	Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.	Within 12 hours *
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	<p>Outcome of Meetings of the Board of the Company: The Company shall disclose to the Exchange(s), the outcome of meetings of the Board of Directors:</p> <ul style="list-style-type: none"> <li>(i) declaration of dividends recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;</li> <li>(ii) any cancellation of dividend with reasons thereof;</li> <li>(iii) the decision on buyback of securities;</li> <li>(iv) the decision with respect to fund raising proposed to be undertaken including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method;</li> <li>(v) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;</li> <li>(vi) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;</li> <li>(vii) short particulars of any other alterations of capital, including calls;</li> <li>(viii) financial results; and</li> <li>(ix) decision on voluntary delisting by the Company from stock exchange(s)</li> </ul>	As specified in clause (i) of Regulation 30(6) of SEBI Listing Regulations

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5.	Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.	Within 12 hours * (for agreements where Company is a party);  Within 24 hours (for agreements where Company is not a party).
5A.	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements: Provided that such agreements entered into by a Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations.	Within 12 hours * (for agreements where Company is a party);  Within 24 hours (for agreements where Company is not a party).
6.	Fraud or defaults by a Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.	Within 24 hours
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.	Within 12 hours * (except in case resignation); Within 24 hours (in case of resignation)
7A.	In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor.	Timeline as specified in sub- para 7A of Para A of Schedule III.
7B.	Resignation of independent director including reasons for resignation.	Timeline as specified in sub- para 7B of Para A of Schedule III.



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7C.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.	Timeline as specified in sub- para 7C of Para A of Schedule III.
7D.	In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).	Within 12 hours *
8.	Appointment or discontinuation of share transfer agent.	Within 12 hours *
9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.	Within 24 hours
10.	One time settlement with a bank.	Within 24 hours
11.	Winding-up petition filed by any party / creditors.	Within 24 hours
12.	Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.	Within 12 hours *
13.	Proceedings of annual and extraordinary general meetings of the Company.	Within 12 hours *
14.	Amendments to memorandum and articles of association of Company, in brief.	Within 12 hours *
15.	(a) (i) Schedule of analysts or institutional investors meet; (ii) Presentations made by the Company to analysts or institutional investors meet, post-earnings or quarterly calls (b) Audio recording, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means.	Timeline as specified in sub- para 15 of Para A of Schedule III.
16.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
17.	Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities: (a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; (b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of management, if any.	Within 12 hours * (if initiated by the Company);  Within 24 hours (if initiated by external agency).

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18.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a Company, in relation to any event or information which is material for the Company in terms of regulation 30 of these regulations and is not already made available in the public domain by the Company.	Within 24 hours
19.	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following: (a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;	Within 24 hours
20.	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following: (a) suspension; (b) Imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or (i) any other similar action(s) by whatever name called;	Within 24 hours  Imposition of fine or penalty which are lower than the monetary thresholds specified under Para A (20) of Part A of Schedule III of SEBI Listing Regulations shall be disclosed quarterly as part of Integrated Filing (Governance).
21.	Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.	Within 12 hours *

The time of disclosure of the Events/Information shall be as specified in clause 9 of this Policy.

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Annexure – 2

B. Events/ Information which shall be disclosed upon application of the guidelines for materiality as stipulated in Para B of Part A of Schedule III of the Regulations:

Sl. No.	Events	Timeline for disclosure
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit / division	Within 12 hours *
2.	Any of the following events pertaining to the Company: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or (iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	Within 12 hours *
3.	Capacity addition or product launch.	Within 12 hours *
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
5.	Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.	Within 12 hours * (for agreements where Company is a party);  Within 24 hours (for agreements where Company is not a party).
6.	Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.	Within 24 hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the Company.	Within 24 hours

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8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.	Within 24 hours (except as provided under Regulation 30(6) of SEBI Listing Regulations)  Updates on ongoing tax litigations or disputes shall be disclosed quarterly as part of Integrated Filing (Governance).
9.	Frauds or defaults by employees of the Company which has or may have an impact on the Company.	Within 24 hours
10.	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours *
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours *
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours *

**\*Note:** In case the event or information emanates from a decision taken in a meeting of Board of Directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.

- C. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

**Timeline for disclosure** - Within 24 hours

- D. Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the Board from time to time.

**Timeline for disclosure** - As specified by the Board.

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