

→ Linde India Limited.



Linde India Limited.

Notice of Extra-ordinary General Meeting.

Notice

Notice is hereby given that an Extra-ordinary General Meeting ("EGM" or "Meeting") of the Members of Linde India Limited will be held through Video Conference (VC) or Other AudioVisual Means (OAVM) on Thursday, 5th March 2026 at 11:30 a.m. IST to transact the following business. 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.

Special Business:

- To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial year 2025-26 and to pass, the following resolution as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of Section 188 and other applicable provisions, if any, of the

Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, the Company's Policy on Materiality of and on dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into and / or carrying out and / or continuing with all related party transactions, and/or modifications/amendments to any existing related party transactions with the following related party and upto the aggregate value specified herein below for financial year 2025-26:

Sl. No.	Name of the Related Party	Aggregate Value of RPTs for FY 2025-26 (INR in million)	10% of the Annual Consolidated Turnover of the Company in the FY 2024-25 (INR in million)
1	Praxair India Private Limited	4,177	2,485

Registered Office:

Oxygen House
P 43 Taratala Road
Kolkata 700 088
India

Kolkata
5th February 2026

By order of the Board
Linde India Limited

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

Notes:

1. An explanatory statement as required under Section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the business specified above is annexed hereto.
 2. The Ministry of Corporate Affairs ('MCA'), Government of India, vide General Circular No. 14/2020 dated 8th April 2020 and Circular No. 17/2020 dated 13th April 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22nd September 2025, ('MCA Circulars'), permitted conduct of Extra-Ordinary General Meeting ('EGM') through video conferencing ('VC') or other audio visual means ('OAVM') and dispensed physical presence of the Members at the EGM and prescribed the specified procedures to be followed for conducting the EGM through VC/OAVM. Accordingly, in accordance with the MCA Circulars, applicable provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the EGM of the Members of the Company will be held through VC/OAVM. Hence, this EGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue.
 3. **A member entitled to attend and vote at the EGM 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, 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 this EGM. 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 this EGM through VC/OAVM facility and e-Voting during the said EGM.
 4. The Company has engaged National Securities Depository Limited ("NSDL") for providing facility for voting through remote e-Voting and for participation in this EGM through VC/OAVM facility and e-Voting during the EGM.
 5. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Companies Act, 2013.
- Regulations, Members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them.
- 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.
7. 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.lindeindia.in under Investors section. Members holding shares in dematerialised form should make/update their nomination with their Depository Participants.
 8. The Securities and Exchange Board of India (SEBI) vide its circular dated 3rd November 2021 (subsequently amended by circulars dated 14th December 2021, 16th March 2023 and 17th November 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, in respect of such folios, only through electronic mode with effect from 1st April 2024 upon completion/submission of the requisite documents/details in entirety. Copies of relevant forms are available on the website of the Company at www.lindeindia.in or of the Company's RTA at www.kfintech.com.
 9. Members are requested to contact the Company's RTA, KF in 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.
 10. Since the EGM 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 Notice and process for registration of email id:**

Others:

6. In view of the requirement for mandatory dematerialization for transfer of securities as per the amended Regulation 40(1) of the SEBI Listing
11. In accordance with the MCA Circulars read with other circulars issued for this purpose from time to time, the Notice of the EGM, 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 will also be available on the Company's website www.lindeindia.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>.

12. 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 EGM through VC/OAVM:

13. Members may join the EGM 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 EGM and shall be kept open throughout the proceedings of the EGM.
14. 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 EGM without any restriction on account of first-come first-served basis.
15. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned in Note 22 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 the 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 22 (E-voting) in the Notice to avoid last minute rush.
16. 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.

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

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

Procedure to raise questions/seek clarifications:

18. As the EGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the EGM, 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 Thursday, 19th February 2026 to Thursday, 26th February 2026 shall only be considered and responded during the EGM.
19. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by using the login method explained at Note 22 E-voting: under the sub head "Step 1: Access to NSDL e-Voting system" from 9:00 a.m. on Monday, 2nd March 2026 to 5:00 p.m. on Tuesday, 3rd March 2026. 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.
20. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EGM.

Procedure for inspection of documents:

21. Relevant documents in respect of the proposed resolution, 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 EGM, i.e., 5th March 2026. 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 EGM:

22. 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 9th 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 EGM which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting during the EGM 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 Thursday, 26th February 2026, 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 EGM 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 9th 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	<p>A. OTP Based Login</p> <p>For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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.</p> <p>B. NSDL IDeAS facility</p> <p>If you are already registered for NSDL IDeAS facility, follow the below steps:</p> <ol style="list-style-type: none"> 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. 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:

1. Option to register is available at <https://eservices.nsdl.com>
2. Select “Register Online for IDEAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Please follow steps given in points 1-5 (A. NSDL IDEAS facility).

C. e-Voting website of NSDL

1. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.
4. 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.

D. 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.



Individual Shareholders holding securities in demat mode with CDSL

1. 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.
2. 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.
3. 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.
4. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participantst	<ol style="list-style-type: none"> 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 210 9911

B. 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.

- 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***

(e) Password details for shareholders other than individual shareholders are given below:

- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- ii. 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.
- iii. 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 12 above.

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

- i. 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.
- ii. Click on '**Physical User Reset Password?**' (if you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii. 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.
- iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

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

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

(e) 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 EGM by VC/OAVM (virtual meeting) on NSDL e-Voting system] is mentioned below:

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

- (a) 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.

- (b) 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 EGM:

- (a) The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members, who will be present in the EGM through VC / OAVM facility and did not cast 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 EGM.
- (c) Members who have voted through remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- (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 EGM, please refer to **Note 17** above.

II. 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 Thursday, 26th February 2026, 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 this 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 EGM. The declared results along with the Scrutinizer's Report will be available on the Company's website at www.lindeindia.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 EGM.
- (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 EGM 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., 26th February 2026**, 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. 26th February 2026**, he/she may follow steps explained at **Note 22** E-voting: under the sub head "Step 1: Access to NSDL e-Voting system".

- (b) **The remote e-voting period starts on Monday, 2nd March 2026 at 9:00 a.m. and ends on Wednesday, 4th March 2026 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 Thursday, 26th February 2026**, 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.

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

Item No. 1

Section 188 of the Companies Act, 2013 ("the Act") provides that except with the consent of the Board of Directors (the Board) given by a resolution at a meeting of the Board and subject to such conditions as prescribed in rules framed in this regard, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein. It is further provided that in case of a company having paid up share capital of not less than such amount or transactions not exceeding such sums as are prescribed in the rules framed in this regard, no contract or arrangement shall be entered into except with the prior approval of the company by an ordinary resolution. It is further provided that nothing in this sub section shall apply to any transactions entered into by the company which are entered in its ordinary course of business and are at arm's length.

Your Company's transactions with Praxair India Private Ltd. (Praxair India)(a wholly owned subsidiary of the Linde Plc Group), being a related party as defined in the Act and/or Regulation 23 of the SEBI LODR, relate to among others, the transactions for purchase/sale of goods and services, critical spares, equipment, gases in bulk, cylinders, etc., purchase/sale of fixed assets, recovery of personnel and other costs and charges, execution of construction and engineering contracts, rendering/availing of services including Transport Operating Centre services in the normal course of business.

As you all must be aware that in the ongoing litigation between the Securities and Exchange Board of India (SEBI) and the Company, Hon'ble Securities Appellate Tribunal (SAT) had vide its order dated 5th December 2025 dismissed the Appeal filed by the Company against the SEBI order dated 24th July 2024. The Company subsequently filed an Appeal on 16th December 2025 against the aforesaid order of SAT before the Hon'ble Supreme Court and upon hearing the matter on 16th January 2026, the Hon'ble Supreme Court was pleased to admit the Appeal, but no stay was granted in respect of the issue of reckoning materiality of RPTs. Without prejudice to the Company's interpretation on Related Party Transactions before the SEBI, SAT and the Hon'ble Supreme Court of India, and as a matter of abundant caution and to protect the interest of the Company and as legally advised, the Company is seeking the approval of its distinguished Members by way of an ordinary resolution, as per the interpretation of SEBI on the materiality threshold of the transactions with a Related Party.

In the current financial year, Company's RPT value with Praxair India has exceeded 10% of the prior year's turnover in the quarter ending December 2025/3Q FY 2025-26. Ongoing contracts obligate the Company to continue to provide critical supplies of both industrial and medical gases for the remainder of the financial year. Any abrupt discontinuation in supply would significantly disrupt customer operations and may potentially impact emergency medical procedures across India. Alternative sourcing or supply arrangements would present immediate logistical challenges and negatively affect Company performance in the short term. Therefore, we recommend maintaining existing RPT supply arrangements through the remainder of this fiscal year, with a review scheduled for the following year. Historically, demand increases during the March quarter; thus, surplus market capacities are also limited.

The industrial gases sector is inherently regional, as products are sourced and delivered predominantly within specific areas. The transportation of cryogenic gases requires specialized vehicles, which are capital intensive and contribute substantially to operating expenses. Consequently, sourcing products locally where plants from Group company represents the most economic and effective approach to ensure timely, reliable service for customers. In this context, Linde India's Related Party Transactions (RPTs) are fundamental in supporting supply reliability and optimizing costs.

Your Company diligently ensures that all RPTs are conducted at arm's length pricing, with profit margins from these transactions consistent with those from third-party sales and as advised by the Audit Committee obtains an independent certificate from Ernst & Young on an annual basis, confirming that all the transactions are at arm's length basis. While the overall Operating Margin of the Company has improved from 16.2% in FY 2020 to 24.9% in the FY ended March 2025, it is to be noted that the average margin of RPT transactions, with Praxair India is more than 30%. This approach is clearly evident from the impressive margin developments over the years.

Historically, the Company has utilized local and regional plants within the Group to source and distribute products to customers, while prioritizing full utilization of its own facilities. The capacity utilization of merchant liquid products has improved over the years. Your Company has achieved higher capacity utilization even after addition of the new merchant capacities. The new merchant plants have added ~15% incremental merchant capacity and yet achieved 7% higher capacity utilization in 2025 compared to 2021.

It may also be noted that overall RPT with Praxair India has reduced substantially from 27.90% in Financial YE Dec 21 to 15.76% in YE Mar 2025 without impacting the growth and profitability of the Company. In view of the change in market conditions and expansion of capacities in various regions, it is expected to be further optimized in near future. The Company continuously seeks opportunity to derive better value for its products & services ensuring uninterrupted supplies for its customers supporting Country's growth agenda across various sectors in which it serves, thereby adding values for its shareholders.

Therefore, it is recommended and proposed to continue the Related Party Transactions with Praxair India under the current contracts for the remainder of the year to fulfil all critical supply obligations. Given the current capacity utilization is already above 100% in certain regions, it would require additional third-party sourcing, which could either be local or over longer distance adding to significant cost penalty. The products may not even be available on short notice which in turn would lead to disruptions.

Based on continued RPT activity, we anticipate concluding the year with approximately 16% of the revenue of the previous financial year FY 2024-25.

The details of the Related Party Transactions with Praxair India will, however, continue to be disclosed in the Annual Financial Statements. These transactions are also reviewed by the Audit Committee of the Board and are in line with the Company's Policy on related party transactions.

It is therefore, proposed to seek approval of the aforesaid related party transactions which are either existing or are required to be carried out under the obligation of the Contracts entered into by the Company with Praxair India for the financial year 2025-26 for an aggregate limit of Rs. 4,177 million for all such transactions.

In keeping with the provisions of Section 188 of the Act, and Regulation 23 of the SEBI LODR, all entities falling under the definition of related parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

Mr Michael James Devine and Ms Mannu Sangganeria, Non-Executive Directors of the Company representing the promoter group, and their relatives, may be deemed to be concerned or interested in the resolution. 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.

In pursuant to the Section III-B of the SEBI Master Circular dated 30th January 2026 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated 26th June, 2025, issued by the Securities and Exchange Board of India (SEBI) titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and Industry Standards note on Minimum information to be provided to the Audit Committee and Shareholders for approval of a Related Party Transactions dated 26th June, 2025, the details as required therein are reproduced hereunder:

Basic details of the related party

Sl. No.	Particulars of the information	Details
1.	Name of the related party	Praxair India Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of Industrial & Medical Gases

Relationship and ownership of the related party

Sl. No.	Particulars of the information	Details
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Fellow Subsidiary
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable

Details of previous transactions with the related party

Sl. No.	Particulars of the information	Details		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Financial Year 2024-25		
		Sl. No.	Nature of Transaction	Amount (INR in million)
		1	Purchase & Sale of Goods, Services, Fixed Assets, Leasing Services etc.	4,363.45
	Note: Details need to be disclosed separately for listed entity and its subsidiary			

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	INR 3,300 million upto quarter ended 31 st December 2025, estimated.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

Amount of proposed transactions

Sl. No.	Particulars of the information	Details									
1.	Amount of the proposed transactions being placed for approval in the current meeting	INR 4,177 million									
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, subject to final outcome in appeal No. 14792/2025. before Hon'ble Supreme Court									
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	16.81%									
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable									
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	15.03%									
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th colspan="3">Financial Year 2024-25 Amount (INR in million)</th> </tr> <tr> <th>Turnover</th> <th>Profit After Tax</th> <th>Net worth</th> </tr> </thead> <tbody> <tr> <td>27,707.10</td> <td>4,568.60</td> <td>39,568.00</td> </tr> </tbody> </table>	Financial Year 2024-25 Amount (INR in million)			Turnover	Profit After Tax	Net worth	27,707.10	4,568.60	39,568.00
Financial Year 2024-25 Amount (INR in million)											
Turnover	Profit After Tax	Net worth									
27,707.10	4,568.60	39,568.00									

Basic details of the proposed transactions

Sl. No.	Particulars of the information	Details			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sl. No.	Type of Proposed Transaction	Details of Proposed Transaction	Value of Proposed Transaction (INR in million)
		1	Sale of Goods & Service including Recharges	Sale of Industrial & Medical Gases & recovery of transportation charges etc.	2,145.00

		2	Purchase of Goods & Services including Recharges	Purchase of Industrial & Medical Gases & recovery of transportation charges etc.	1,664.00
		3	Sale of Fixed Assets	Sale of equipment in capital nature	10.00
		4	Purchase of Fixed Assets	Purchase of equipment in capital nature	70.00
		5	Revenue from leasing of Assets	Rental recharges	35.00
		6	Revenue from Construction Contracts	Revenue from construction business by Engineering Division	253.00
2.	Details of the proposed transaction	Please refer table in Sl. No. 1 above			
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 (One) year, ending 31 st March 2026			
4.	Whether omnibus approval is being sought?	Yes			
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Please refer table in Sl. No. 1 above			
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p>In the current financial year, Company's RPT value with Praxair India has exceeded 10% of the prior year's turnover in the quarter ending December 2025/3Q FY 2025-26. Ongoing contracts obligate the Company to continue to provide critical supplies of both industrial and medical gases for the remainder of the financial year. Any abrupt discontinuation in supply would significantly disrupt customer operations and may potentially impact emergency medical procedures across India. Alternative sourcing or supply arrangements would present immediate logistical challenges and negatively affect Company performance in the short term. Therefore, we recommend maintaining existing RPT supply arrangements through the remainder of this fiscal year, with a review scheduled for the following year. Historically, demand increases during the March quarter; thus, surplus market capacities are also limited.</p> <p>The industrial gases sector is inherently regional, as products are sourced and delivered predominantly</p>			

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7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.a)</p> <p>a) Name of the director / KMP, b) Shareholding of the director / KMP whether direct or indirect, in the related party</p>	<p>Name of the Promoter: Linde Plc. (Ultimate Holding Company)</p> <table border="1" data-bbox="818 461 1422 573"> <thead> <tr> <th>Sl. No.</th> <th>Name of the Director</th> <th>Shareholding</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr Michael James Devine</td> <td>Nil</td> </tr> <tr> <td>2</td> <td>Ms Mannu Sangganeria</td> <td>Nil</td> </tr> </tbody> </table>	Sl. No.	Name of the Director	Shareholding	1	Mr Michael James Devine	Nil	2	Ms Mannu Sangganeria	Nil
Sl. No.	Name of the Director	Shareholding									
1	Mr Michael James Devine	Nil									
2	Ms Mannu Sangganeria	Nil									
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable									
9.	Other information relevant for decision making	Certificate from external consultants confirming that the Transactions were on Arm's Length basis									

Disclosure of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sl. No.	Particulars of the information	Details		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Sl. No.	Type of Proposed Transaction	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.
		1	Sale of Goods & Services including Recharges	Unavailability of ready customer to purchase such volume at expected price
		2	Purchase of Goods & Services including Recharges	Unavailability of ready party to supply such volume at expected price
		3	Sale of Fixed Assets	Available party with matching requirement
		4	Purchase of Fixed Assets	Available party with matching requirement
		5	Revenue from leasing of Assets	Available party with matching requirement
		6	Revenue from Construction Contracts	Customer Demand

2.	Basis of determination of price.	Arm's Length Pricing
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a) Amount of Trade Advance: b) Tenure c) Whether same is self-liquidating?	Not Applicable

Other information pursuant to Standard for Minimum Information for consideration of RPT's.

Sl. No.	Particulars of the information	Details
1.	Justification as to why the proposed transaction is in the interest of the listed entity.	Please refer to Sl. No. 6 of Basic details of the proposed transactions
2.	Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee of the Board had accorded its omnibus approval on the related part transactions to be entered into with Praxair India Private Limited at its meeting held on 7 th February 2025, when the Industry Standards were not applicable.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	All RPTs have been approved by the Audit Committee, and the Board of Directors recommends the proposed transaction to the shareholders for approval.
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable

The RPTs placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members. Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and dealing with Related Party Transactions, shall be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

It is pertinent to note that no related party of the Company shall vote to approve Resolution(s) at item no. 1 of the Notice, whether the entity / related party, is a related party to the particular transaction(s) or not.

Considering the quantum of transactions(s), approval of the Members is sought as per the requirements of Regulation 23 of the SEBI Listing Regulations, for the proposed material related party transaction as mentioned in this Notice. The Board recommends passing of the Resolution(s) at item no. 1 as an Ordinary Resolution.

Registered Office:

Oxygen House
P 43 Taratala Road
Kolkata 700 088
India

**By order of the Board
Linde India Limited**

Kolkata
5th February 2026

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

Information at a Glance

Particulars	Details
Time and Date of EGM	11:30 a.m. IST, Thursday, 5 th March 2026
Mode	Video Conference (VC) and Other Audio-Visual Means (OAVM)
Helpline number for VC participation	NSDL Contact No.: 022 - 4886 7000
Webcasts and transcripts	www.lindeindia.in
Cut-off date for e-voting	Thursday, 26 th February 2026
E-voting start time and date	9:00 a.m. IST, Monday, 2 nd March 2026
E-voting end time and date	5:00 p.m. IST, Thursday, 4 th March 2026
Date for receiving of questions by email	19 th February 2026 to 26 th February 2026 (both days inclusive)
Date for registration as Speaker shareholder	2 nd March 2026 and 3 rd March 2026
E-voting website of NSDL	www.evoting.nsd.com
Name, address and contact details of e-voting service provider	<p>Pallavi Mhatre, <i>Asst. Vice President</i> National Securities Depository Limited, 4th 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</p>
Name, address and contact details of Registrar & Share Transfer Agent	<p>Mr Sashidhar S Mannava <i>Vice President</i> 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</p>