

→ Linde India Limited.



Linde India Limited.

Postal Ballot Notice.

Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration Rules, 2014)

To the Members,

NOTICE is hereby given pursuant to the provisions of Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the General Circular No. 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs ("MCA") read with other circulars issued for this purpose from time to time ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "SEBI Listing Regulations") and other applicable laws and regulations, for seeking consent/approval of the Members of the Company to the proposal contained in the Resolution as set out in this Notice, through Postal Ballot by electronic means (remote e-voting).

Special Business:

1. Appointment of Mr Milan Sadhukhan (DIN: 03082335) as Director and Managing Director of the Company for a term of three years with effect from 1 January 2026:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr Milan Sadhukhan (DIN: 03082335) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1 January 2026 in terms of Section 161 of the Act and Article 93 of the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 178, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, Mr Milan Sadhukhan (DIN: 03082335) be and is hereby appointed as the Managing Director of the Company for a term of three years with effect from 1 January 2026 to 31 December 2028, on the terms and conditions including remuneration as contained in the Agreement entered into between the Company and Mr Milan Sadhukhan, which have been hereinafter set out in the explanatory statement annexed to the Notice, with liberty to the Nomination and Remuneration Committee and the Board to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure

of Mr Milan Sadhukhan (DIN: 03082335) as Managing Director of the Company, the Company will pay Mr Milan Sadhukhan (DIN: 03082335) in respect of such financial year(s) in which such inadequacy or loss arises, the remuneration as set out in the Explanatory Statement by way of consolidated salary, perquisites, allowances as minimum remuneration, in accordance with the provisions of Section 197 and/or as specified in Schedule V of the Act.

RESOLVED FURTHER THAT Mr Amit Dhanuka, Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental, to give effect to the above resolution."

Registered Office:
Oxygen House
P43, Taratala Road
Kolkata 700088
West Bengal

Kolkata
29 December 2025

By Order of the Board
For **Linde India Limited**

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

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. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e., by casting votes electronically instead of submitting the postal ballot form. The communication of the assent or dissent of the Members would only take place through the e-voting system. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, they shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members convened in this regard.
3. The Board of Directors of the Company has at its meeting held on 29 December 2025, appointed Mr Pawan Kumar Sarawagi (Membership No. FCS-3381) of Messrs P Sarawagi & Associates, Company Secretaries, (C.P. No. 4882), as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the prescribed law and in a fair and transparent manner.
4. The Company has availed the services of National Securities Depositories Limited ("NSDL"), for providing remote e-voting facility for exercising postal ballot through electronic means only.
5. The Notice is being sent to/published/displayed for all the Members whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, 2 January 2026. Accordingly, the Company would be sending Notice through e-mail only and the approval of the Members is being sought through remote e-voting. The Physical copies of the Notice along with Postal Ballot form and postage prepaid self-addressed business reply envelope are not being sent to the Members. 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 <https://www.evoting.nsdl.com>. The Company will also be sending printed copies of the Postal Ballot Notice to the shareholders on receipt of specific request.

6. 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.lindeindia.in and on the website of the Company's RTA at www.kfintech.com.

Members are requested to contact the Company's RTA, KFin Technologies Ltd. for reply to their queries/redressal of complaints, if any, or contact the Secretarial Department of the Company by sending an email to investor.relations.in@linde.com.

7. 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.co.in and can also upload these documents by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
8. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, 2 January 2026 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories, i.e., NSDL & CDSL as on the cut-off date will be entitled to cast their votes by remote e-voting.
9. A Member cannot exercise his vote by proxy on postal ballot. All Members are requested to cast their votes only through e-voting as per the procedure provided herein.
10. All material and relevant documents referred to in the explanatory statement of this Notice are 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. until the last date for receipt of votes by remote e-voting i.e., Friday, 13 February 2026. Members seeking to inspect such documents can send an email to investor.relations.in@linde.com.

11. The remote e-voting period starts on Thursday, 15 January 2026 at 9:00 a.m. and ends on Friday, 13 February 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 Friday, 2 January 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.

12. Procedure for remote E-voting:

Remote 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 the MCA Circulars, the Company is pleased to provide the remote e-voting facility to its Members, to enable them to cast their votes on the resolution proposed to be passed through postal ballot by way of electronic means. As mentioned in the Note 4 above, the Company has engaged the services of NSDL for facilitating voting by electronic means.

The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 2 January 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 on NSDL e-Voting system.

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

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by listed companies, 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 e-mail 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	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, 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 Visit the 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. 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 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.

- 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



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest facility are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login the Easi / Easiest facility, user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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 facility, option to register is available at CDSL website www.cdslindia.com and click on login & 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 e-Voting link available on 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 participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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.

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 21 09911.

B. Login Method 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 following 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 eservices, i.e., IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.

4. 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***

5. 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.

6. 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.nsd.com.

- Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.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 etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

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 is active.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations.in@linde.com.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations.in@linde.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

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 Friday, 2 January 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 Pawan Kumar Sarawagi (Membership No. FCS-3381) of Messrs 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 results for the Postal Ballot being conducted by 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 completion of the scrutiny of the votes cast through remote e-voting. 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 resolution set out in the Notice shall be deemed to be passed on the last date specified for remote e-voting i.e., Friday, 13 February 2026.
- (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 at evoting@nsdl.com or contact Ms Pallavi Mhatre, Asst. Vice President, National Securities Depository Ltd., 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051, at the designated e-mail IDs: evoting@nsdl.com or pallavid@nsdl.com who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address at investor.relations.in@linde.com.

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

Item No. 1

Appointment of Mr Milan Sadhukhan (DIN: 03082335) as Director and Managing Director of the Company for a term of three years with effect from 1 January 2026

The Board of Directors of the Company, at its Meeting held on 29 December 2025, on the recommendation of its Nomination and Remuneration Committee, had appointed Mr Milan Sadhukhan (DIN: 03082335), as an Additional Director and Managing Director, w.e.f. 1 January 2026, under Sections 152, 161, 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act").

In terms of the provisions of the SEBI Listing Regulations, a listed entity is required to obtain the approval of Members for appointment of a person on the Board of Directors at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking approval of Members for appointment of Mr Sadhukhan as a Director and Managing Director of the Company by way of Postal Ballot.

Requisite Notice under Section 160 of the Act from a Member proposing the candidature of Mr Milan Sadhukhan for the office of Director has been received by the Company. Further, the Company has received from Mr Sadhukhan (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular no. NSE/CML/2018/24 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.

Mr Milan Sadhukhan, 50 years old, is a B.Com (Hons.) Graduate, a qualified Chartered Accountant and a Cost & Management Accountant, who is presently the Head of Finance, ASEAN & South Asia. Mr Sadhukhan has rich experience of over 25 years in various finance roles, including Product Management, Investment Controlling and Supply-Chain Management across various geographies in Asia and in the UK. Given the knowledge, background and experience of Mr Milan Sadhukhan, the Board considers that his expertise should remain available to the Company and that it would be in the best interest of the Company to appoint him on the Board as a Managing Director as he fulfills the requisite criteria laid down by the Board in the Company's Nomination and Remuneration Policy for appointment as a Director of the Company.

On the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors, hereby, recommends the appointment of Mr Milan Sadhukhan, as the Managing Director of the Company for a term of three years, with effect from 1 January 2026. The details of the proposed terms and conditions including remuneration payable to Mr Sadhukhan for his term as the Managing Director w.e.f. 1 January 2026 are set out below:

- Term of appointment : As Managing Director of the Company for a term of three years commencing from 1 January 2026 till 31 December 2028.

- Basic Salary : Rs. 6,300,000/- per annum with authority to the Nomination and Remuneration Committee and the Board to give increments, which will be merit based and take into account the Company's performance.
 - Variable performance pay as per the Short Term Incentive Plans (STIP), Medium Term Incentive Plans (MTIP) and Long Term Incentive Plan (LTIP) applicable to Whole Time Directors of the Company/The Linde Group to which the Company belongs, as applicable, as may be decided by the Nomination and Remuneration Committee and the Board from time to time.
 - Special Allowance: Rs. 10,680,000/- per annum or such amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board from time to time.
 - Provision of one Car for official/personal use of Mr Sadhukhan including the running and maintenance expenses thereof and driver wages up to an aggregate limit of Rs. 1,020,000/- per annum.
 - Insurance Premium for the maintenance of a Group Health Policy or policies for Mr Sadhukhan and his family for medical benefits as per the Rules of the Company. The Company shall bear the cost of premium of Mr Sadhukhan's Personal Accident and Term Life Insurance as per the Company's scheme.
 - Mobile allowances as per the applicable policy of the Company for all employees.
 - Fees/Subscription of one club other than admission/life membership fees.
 - Contribution to Provident and Gratuity funds as per Rules of the Company.
 - Reimbursement of Mr Sadhukhan's entertainment expenses as actually and properly incurred by him in the course of and for the purpose of the business of the Company.
 - Leave according to the rules of the Company.
 - In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V of the Companies Act, 2013 as applicable from time to time.
- directions and regulations made by the Board and shall well and faithfully serve the Company and use his utmost endeavor to promote the interests thereof.
4. Mr Sadhukhan shall faithfully and diligently serve the Company and subject to the superintendence, control and direction of the Board and provisions of Articles of Association of the Company, he shall have substantial power of management of the affairs of the Company and shall perform the duties and exercise the powers in relation thereto. He shall perform such further duties and exercise such powers as may be entrusted or conferred upon him by the Board or by the Act or by the Articles of the Company from time to time.
 5. Mr Sadhukhan shall not, except with the consent of the Board, during the Term of his employment be directly or indirectly engaged or financially concerned or interested in any other business or concern including appointment as a director of any other Company otherwise than as holder of shares or debentures of any company.
 6. Mr Sadhukhan shall be entitled to leave at such time during the Term of his appointment as may be convenient to the Company according to the rules applicable to the Whole-time Directors of the Company.
 7. If at any time, Mr Sadhukhan ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Managing Director of the Company.
 8. The appointment as Managing Director shall be subject to termination:
 - a) by the Company by not less than three months notice in writing given at any time while Mr Sadhukhan shall have been incapacitated by reasons of ill health or accident from performing his duties hereunder for a total period of six months in the preceding period of twelve months;
 - b) by the Company by summary notice in writing if Mr Sadhukhan shall have committed any serious breach or continued any breach of his obligation hereunder or shall have been guilty of conduct tending to bring the Company or his office hereunder into disrepute or shall have committed an act of insolvency or compounded with his creditors generally;
 - c) by either party hereto by not less than six months notice in writing given at any time to the other party.

The key terms and conditions of appointment of Mr Sadhukhan are as follows:

1. Mr Sadhukhan shall hold office and act as the Managing Director of the Company for a term of three years commencing from 1 January 2026 and ending on 31 December 2028 (hereinafter referred to as "Term").
2. Mr Sadhukhan will not ordinarily retire by rotation except in the event specified in the Article 104 of the Articles of Association of the Company.
3. Mr Sadhukhan shall, unless prevented by ill health or accident and save while on leave, throughout the said Term, devote the whole of his time, attention and abilities to the business of the Company and shall obey the orders from time to time of the Board of the Company and in all respects conform to and comply with the

The other requisite details of Mr Milan Sadhukhan, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are as follows:

1. **Age:** 50 years
2. **Nature of expertise in specific functional areas:** Mr Sadhukhan has rich experience of over 25 years in various finance roles, including Product Management, Investment Controlling and Supply-Chain Management across various geographies in Asia and in the UK.
3. **Disclosure of inter-se relationships between Directors and Key Managerial Personnel:** There is no inter-se relationship between Mr Milan Sadhukhan, other members of the Board and Key Managerial Personnel of the Company.
4. **Entities (other than Linde India) in which Mr Milan Sadhukhan holds directorship and committee membership/chairmanship and names of listed entities from which Mr Sadhukhan resigned in the past three years:**

Directorships:
Pengerang Gas Solutions Sdn Bhd. ("PGSSB"), Malaysia as Director

Committee Membership/Chairmanship: Nil

Cessation from listed entities in past 3 years: Nil
5. **Shareholding in the Company as on 29 December 2025 (including shareholding, if any as a beneficial owner):** Nil
6. **Remuneration proposed to be paid:** Details of proposed remuneration to be paid to Mr Sadhukhan are as mentioned above
7. **Last drawn salary:** Not applicable
8. **Key terms and conditions of re-appointment:** The key terms and conditions of appointment of Mr Sadhukhan are as mentioned above.
9. **Date of first appointment on Board:** 1 January 2026
10. **Number of Board meetings attended:** Nil

Mr Sadhukhan and his relatives are concerned or interested in the proposed Resolution, as it relates to his own appointment. None of the other Directors or 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 Special Resolution at item no. 1 for your approval.

Registered Office:
Oxygen House
P43, Taratala Road
Kolkata 700088
West Bengal

Kolkata
29 December 2025

By Order of the Board
For **Linde India Limited**

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