



Sect/101

27 September 2024

<p>The Manager, [NEAPS] Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051</p> <p>SYMBOL: LINDEINDIA</p>	<p>The General Manager, [BSE Listing Centre] Department of Corporate Services, BSE Limited, New Trading Ring, Rotunda Building, 1st Floor, P.J. Towers, Dalal Street, Fort, Mumbai 400 001</p> <p>SCRIP CODE: 523457</p>
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Dear Sir/Madam,

Passing of Resolutions by Postal Ballot through electronic voting (remote e-voting)

In line with our earlier communication vide our letter no. Sect/93 dated 23 September 2024, on the captioned subject and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Postal Ballot Notice dated 23 September 2024 ('Notice') seeking approval of Members of the Company through Postal Ballot by electronic means only ('remote e-voting') in relation to the businesses as set out in the aforesaid Notice.

The Postal Ballot Notice has been sent today, i.e., on 27 September 2024, through electronic mode to all the Members whose names appear in the Register of Members/list of beneficial owners as received from National Securities Depository Limited/Central Depository Services (India) Limited as on Friday, 20 September 2024, i.e., the cut-off date fixed for the purpose of casting of votes by the Members.

In accordance with the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Notice is being sent through e-mail only and accordingly, approval of the Members is being sought through remote e-voting. The Company has availed the services of National Securities Depository Limited (NSDL) for providing remote e-voting facility to the Members for the Postal Ballot. The remote e-voting period will commence **at 9 a.m. on Monday, 30 September 2024** and shall end **at 5:00 p.m. on Tuesday, 29 October 2024**. The said e-voting facility will be disabled by NSDL thereafter.

Upon completion of the scrutiny of the votes cast through remote e-voting, the results of the postal ballot will be announced on or before Wednesday, 30 October 2024.

The Notice is also available on the website of the Company at www.linde.in

This is for your information and record.

Thanking you,
Yours faithfully,

Amit Dhanuka
Company Secretary

Encl: as above

Registered Office
Linde India Limited
Oxygen House, P43 Taratala Road,
Kolkata 700 088, India.
CIN L40200WB1935PLC008184

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Email customer@linde.com
www.linde.in

→ 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 Sections 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. 09/2023 dated 25 September 2023 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 Resolutions as set out in this Notice, through Postal Ballot by electronic means (**remote e-voting**).

Special Business:

1. Appointment of Mr Subba Rao Amarthaluru (DIN: 00082313) as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 23 September 2024 appointed Mr Subba Rao Amarthaluru (DIN: 00082313), as an Additional Director (Non-Executive and Independent) of the Company in terms of Section 161(1) of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member of the Company proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years with effect from 23 September 2024.”

2. Appointment of Mr Gobichettipalayam Sreenivasan Krishnan (DIN: 00229417) as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17, 25(2A) and other applicable

Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 23 September 2024 appointed Mr Gobichettipalayam Sreenivasan Krishnan (DIN: 00229417), as an Additional Director (Non-Executive and Independent) of the Company in terms of Section 161(1) of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member of the Company proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years with effect from 23 September 2024.”

Registered Office:

Oxygen House
P43, Taratala Road
Kolkata 700088
West Bengal

Kolkata

Date: 23 September 2024

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

Sd/-

Amit Dhanuka

Company Secretary

Membership No. ACS 23872

Notes:

- 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 businesses specified above is annexed hereto.
- 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.
- The Board of Directors of the Company has at its meeting held on 23 September 2024, 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.
- 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.
- 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, 20 September 2024. 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.linde.in, websites of the Stock Exchanges,

i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <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.linde.in and on the Company's RTA's website at www.kfintech.com.

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).

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, 20 September 2024 (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., Tuesday, 29 October 2024. Members seeking to inspect such documents can send an email to investor.relations.in@linde.com.

11. **The remote e-voting period starts on Monday, 30 September 2024 at 9:00 a.m. and ends on Tuesday, 29 October 2024 at 5:00 p.m.** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20 September 2024, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

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, 20 September 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

I. Procedure for E-voting:

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

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically 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

3. 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.
4. 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

1. 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.
2. After successful login the Easi / Easiest facility, 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. 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 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.
4. 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 e-voting 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 21 099 11.

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?

1. 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.
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, 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.nsdl.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.nsdl.com.
- Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address 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.**
- 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.
- 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:

- 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, 20 September 2024, being the cut-off date.** Members are eligible to cast vote electronically only if they are holding shares as on that date. In case of joint holders, only one of the joint holders may cast his/her vote.
- (c) Mr 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.linde.in and on the website of NSDL at www.evoting.nsdl.com and will also be displayed on the Notice Board of the Company at its Registered Office. Subject to receipt of requisite number of votes, the resolution set out in the Notice shall be deemed to be passed on the last date specified for remote e-voting i.e., Tuesday, 29 October 2024.
- (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, Senior Manager, 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 Subba Rao Amarthaluru (DIN: 00082313) as a Non-Executive Independent Director of the Company

The Board of Directors of the Company had on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of the Members, approved the appointment of Mr Subba Rao Amarthaluru as an Additional Director (Non-Executive and Independent) of the Company for a period of five consecutive years with effect from 23 September 2024.

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 Amarthaluru as a Non-Executive Independent Director of the Company by way of Postal Ballot.

In terms of the SEBI Listing Regulations, the appointment of an Independent Director requires approval of the Shareholders by way of Special Resolution. Therefore, the appointment of Mr Amarthaluru is recommended to be approved by the Shareholders by way of a Special Resolution.

Requisite Notice under Section 160(1) of the Companies Act, 2013 has been received by the Company from a Member signifying his intention to propose appointment of Mr Subba Rao Amarthaluru as a Director of the Company. Further, the Company has received from Mr Amarthaluru (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; (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16 of the SEBI Listing Regulations; and (iv) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Mr Amarthaluru has confirmed that he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Mr Amarthaluru has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as a Non-Executive Independent Director of the Company without any external influence. In the opinion of the Board, Mr Amarthaluru is a person of integrity who is independent of the Management and fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended and is therefore eligible for being appointed by the Members of the Company as a Non-Executive Independent Director of the Company. The draft letter for appointment of Mr Amarthaluru as a Non-Executive Independent Director setting out the terms and conditions will be available on the Company's website at www.linde.in.

The Board of Directors considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr Amarthaluru as a Non-Executive Independent Director for a term of five consecutive years from 23 September 2024 to 22 September 2029. The other requisite details of Mr Amarthaluru pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) are separately provided below as an additional information to the Members.

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

The Board therefore, recommends the Special Resolution set out at item no. 1 of the Postal Ballot Notice for your approval.

Appointment of Mr Gobichettipalayam Sreenivasan Krishnan (DIN: 00229417) as a Non-Executive Independent Director of the Company

The Board of Directors of the Company had on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of the Members, approved the appointment of Mr Gobichettipalayam Sreenivasan Krishnan as an Additional Director (Non-Executive and Independent) of the Company, for a period of five consecutive years with effect from 23 September 2024.

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 Krishnan as a Non-Executive Independent Director of the Company by way of Postal Ballot.

In terms of the SEBI Listing Regulations, the appointment of an Independent Director requires approval of the Shareholders by way of Special Resolution. Therefore, the appointment of Mr Krishnan is recommended to be approved by the Shareholders by way of a Special Resolution.

Requisite Notice under Section 160(1) of the Companies Act, 2013 has been received by the Company from a Member signifying his intention to propose appointment of Mr Gobichettipalayam Sreenivasan Krishnan as a Director of the Company. Further, the Company has received from Mr Krishnan (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; (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16 of the SEBI Listing Regulations; and (iv) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Mr Krishnan has confirmed that he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations,

Mr Krishnan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as a Non-Executive Independent Director of the Company without any external influence. In the opinion of the Board, Mr Krishnan is a person of integrity who is independent of the Management and fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended and is therefore eligible for being appointed by the Members of the Company as a Non-Executive Independent Director of the Company. The draft letter for appointment of Mr Krishnan as a Non-Executive Independent Director setting out the terms and conditions will be available on the Company's website at www.linde.in.

The Board of Directors considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr Krishnan as a Non-Executive Independent Director for a term of five consecutive years from 23 September 2024 to 22 September 2029. The other requisite details of Mr Krishnan pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) are separately provided below as an additional information to the Members.

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

The Board therefore, recommends the Special Resolution set out at item no. 2 of the Postal Ballot Notice for your approval.

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

Name of Director	(1)	(2)
	Mr Subba Rao Amarthaluru	Mr Gobichettipalayam Sreenivasan Krishnan
Director Identification Number (DIN)	00082313	00229417
Brief profile including age, qualifications, experience, etc.	<p>Mr Subba Rao Amarthaluru aged about 64 years is a Commerce Graduate and a Chartered Accountant.</p> <p>He has an established and proven track record in Finance Leadership, end to end expertise in various facets of finance function, built over 35 years of experience in industry segments such as audit practice, manufacturing, financial services and infrastructure. Among other positions, he has been the Managing Director-Finance-Sanamar Group during June 2020 to August 2021, Executive Director – Finance & Strategy at CLP India during the period from May 2016 to April 2020, Group CFO in RPG Group during the period from August 2013 to May 2016 and Group CFO in GMR Group during his stint in GMR Group from December 1999 to August 2013.</p> <p>Mr Subba Rao holds matured strengths in organizational building, leadership development, harmonious external relationship management and effective communication both internally and on public forums. He has contributed to the Chartered Accountancy professional development by taking responsibilities in some committees constituted by ICAI and also contributed to the Infra Industry development by working on some committees constituted by the Government of India.</p>	<p>Mr Gobichettipalayam Sreenivasan Krishnan aged about 66 years holds a Graduate degree in Applied Sciences (in the Faculty of Engineering) and a Post Graduate Diploma in Marketing Management.</p> <p>Mr Krishnan has more than 30 years of experience in the Industrial Bio-tech Segment and has worked at Novonosis (formerly Novozymes South Asia Pvt. Ltd.) as the Managing Director and Regional President (superannuated in 2019) and also in various departments of the said group such as innovation & application development, fermentation technology, production and supply chain management. Mr Krishnan has demonstrated strong leadership, integrity, commitment to corporate governance, while bringing in a wealth of knowledge and strategic perspective to the Board.</p> <p>During his tenure he successfully established the first green field production facility in India, taking into consideration, the long-term business opportunity in India and establish India as a cost viable production facility to supply to the local and global demand and evolve as a manufacturing hub.</p>
Nature of expertise in specific functional areas	Audit practice, manufacturing, financial services and infrastructure.	Strategic planning, governance & application development.
Shareholding in the Company as on 23 September 2024 (including shareholding, if any as a beneficial owner)	Nil	Nil

Name of Director	(1)	(2)
	Mr Subba Rao Amarthaluru	Mr Gobichettipalayam Sreenivasan Krishnan
Key terms and conditions of appointment	Proposed to be appointed as an Independent Director of the Company for a period of five years, not liable to retire by rotation.	Proposed to be appointed as an Independent Director of the Company for a period of five years, not liable to retire by rotation.
Remuneration proposed to be paid, last drawn salary	Eligible to receive sitting fees and commission as per the terms and conditions for the appointment of the Independent Directors of the Company.	Eligible to receive sitting fees and commission as per the terms and conditions for the appointment of the Independent Directors of the Company.
Date of first appointment on Board	23 September 2024	23 September 2024
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	There is no inter-se relationship between Mr Subba Rao Amarthaluru, other Members of the Board and Key Managerial Personnel of the Company.	There is no inter-se relationship between Mr Gobichettipalayam Sreenivasan Krishnan, other Members of the Board and Key Managerial Personnel of the Company.
Number of Board meetings attended during FY 2024-25	One (23 September 2024)	One (23 September 2024)
Directorship in other Companies (including Listed entities other than Linde India)	1. Delhi International Airport Ltd. 2. Gigleji Teknet Private Ltd. 3. GMR Airports Infrastructure Ltd. (L) 4. GMR Hyderabad International Airport Ltd. 5. Delhi Duty Free Services Private Ltd. 6. Sobha Limited (L)	Nil
Chairmanship/Membership of the Committee of Board of other Companies	<p>GMR Airports Infrastructure Ltd. (L)</p> <ul style="list-style-type: none"> Audit Committee (C) Nomination & Remuneration Committee (M) Stakeholders' Relationship Committee (M) Environment, Social & Governance Committee (M) <p>GMR Hyderabad International Airport Ltd.</p> <ul style="list-style-type: none"> Audit Committee (C) Nomination & Remuneration Committee (M) Corporate Social Responsibility Committee (C) Risk Management Committee (M) Environment, Social & Governance Committee (M) <p>Delhi International Airport Ltd.</p> <ul style="list-style-type: none"> Audit Committee (C) Stakeholders' Relationship Committee (M) Nomination & Remuneration Committee (M) Risk Management Committee (M) Environment, Social & Governance Committee (M) <p>Delhi Duty Free Services Private Ltd.</p> <ul style="list-style-type: none"> Audit Committee (C) <p>Sobha Ltd. (L)</p> <ul style="list-style-type: none"> Audit Committee (M) Nomination, Remuneration & Governance Committee (M) Risk Management Committee (C) 	Nil
Listed entity from which the Director has resigned in past 3 years	Nil	Nil
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr Amarthaluru and concluded that he possesses the relevant skills and capabilities to discharge the role of Independent Directors.	The Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr Krishnan and concluded that he possesses the relevant skills and capabilities to discharge the role of Independent Directors.

Registered Office:

Oxygen House
P43, Taratala Road
Kolkata 700088
West Bengal

Kolkata
Date: 23 September 2024

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

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