

By Hand/E-mail/Courier

Sect/56
12 June 2015

The Secretary
The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata- 700 001

The General Manager
Department of Corporate services
Bombay Stock Exchange Limited
New Trading Ring, Rotunda Building 1st Floor
P.J.Towers, Dalal Street
Fort, Mumbai 400 001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th floor
Plot No.C/1, G-Block
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051

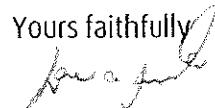
Dear Sir,

Minutes of the 79th Annual General Meeting
held on 15 May 2015

We enclose a copy of the Minutes of the proceedings of the 79th Annual General Meeting of the Company held on 15 May 2015.

This may be treated a compliance with Clause 31(d) of the Listing Agreement.

Thanking you,

Yours faithfully


Pawan Marda
Asst. Vice President & Company Secretary

Encl.

LINDE INDIA LIMITED
(FORMERLY KNOWN AS BOC INDIA LIMITED)

MINUTES OF THE 79TH ANNUAL GENERAL MEETING OF THE MEMBERS OF LINDE INDIA LIMITED
HELD AT KALA MANDIR AUDITORIUM, 48 SHAKESPEARE SARANI, KOLKATA 700 017
ON FRIDAY, 15 MAY 2015 AT 10.00 A. M.

DIRECTORS PRESENT

MR SANJIV LAMBA	(In the Chair)
MR JYOTIN MEHTA	(Chairman of the Audit Committee)
MR ADITYA NARAYAN	(Chairman of the Stakeholders Relationship Committee)
MR ARUN BALAKRISHNAN	(Chairman of the Nomination & Remuneration Committee)
MS DESIREE BACHER	
MR MOLOY BANERJEE	

MR PAWAN MARDIA	(Asst. Vice President and Company Secretary)
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MS SEEMA MOHNOT	(Representative of B S R & Co. LLP, Statutory Auditors of the Company -by invitation)
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MEMBERS /PROXIES

MEMBERS: 710 Members were present in person as per attendance register.

PROXIES: 12 Members were present through Proxy as per attendance register.

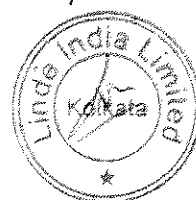
Members present in person included The BOC Group Ltd., U.K., a body corporate, represented by Mr Sanjiv Lamba under Section 113 of the Companies Act, 2013.

Before commencement of the meeting, Captain Ashim Sanyal, Head – Administration and Security of the Company provided a safety briefing to the Members covering the safety arrangements inside the auditorium in case of any emergency.

1. **CHAIRMAN** Mr Sanjiv Lamba took the Chair pursuant to Article 71 of the Company's Articles of Association and welcomed the Members present.

2. **QUORUM** THE CHAIRMAN then declared that requisite quorum was present and called the meeting to order.

At the outset, THE CHAIRMAN stated that he was saddened by loss of lives in India and Nepal in a massive earthquake that hit some parts of India and Nepal recently. He added that the earthquake had caused a disaster in Nepal, a friendly neighboring country and as per recent estimates; over 8,000 people had lost their lives as a result of this accident. He thereafter requested the Members present to observe a minute's silence in the memory of the victims of the earthquake in India and Nepal.



THE CHAIRMAN thereafter introduced the Board members present on the dais. He then announced that 14 proxies covering a total of 3,889 equity shares and one representation under Section 113 of the Companies Act, 2013 received from The BOC Group Ltd, U.K., in respect of 63,963,167 equity shares representing 75% of the paid up share capital of the Company were placed on the table.

3. REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDINGS ETC.

The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 were tabled and the Registers remained open and accessible to the Members throughout the meeting pursuant to the relevant provisions of the Companies Act, 2013.

4. NOTICE, FINANCIAL STATEMENTS, DIRECTORS REPORT, ETC.

THE CHAIRMAN stated that the Directors Report, Financial Statements for the year 2014 and Notice convening the meeting have been with the Members for quite some time and with their consent, the same were taken as read. Since the Auditor's Report did not contain any qualification, the same was also taken as read as per Section 145 of the Companies Act, 2013.

5. VOTING BY ELECTRONIC MEANS AND PROPOSED FLOW OF THE ANNUAL GENERAL MEETING

The CHAIRMAN thereafter stated that the Company had provided to the Members facility of voting by electronic means through remote evoting, which commenced at 9.00 a.m. on 12 May 2015 and closed at 5.00 p.m. on 14 May 2015. He added that the Company had also made arrangements for voting at the Annual General Meeting through an electronic voting system or ballot. THE CHAIRMAN informed that the Company had engaged the services of National Securities Depository Limited (NSDL) for facilitating e-voting in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement.

The CHAIRMAN apprised the Members that Mr S M Gupta of M/s. S M Gupta & Co., Company Secretaries was earlier appointed by the Board of Directors to scrutinize the voting process in a fair and transparent manner. He thereafter outlined the proposed flow of the AGM and stated that it was proposed to conduct voting for all the resolutions together after the discussion on the agenda items was over.

6. CHAIRMAN'S SPEECH

In his speech, THE CHAIRMAN first briefed the Members about the state of the global economy and summed up that the world economy continued to face an uncertain outlook with volatility due to rising geo-political tensions, currency fluctuations and steep fall in



commodity prices. He stated that against this backdrop, the Indian economy also continued to face difficult economic conditions during first half of 2014 and capital formation was sluggish. However, steep fall in global crude prices had been a boon to the domestic economy, which not only helped contain inflation, but also kept the subsidy bill for the Government in control. He added that in view of the abatement of the inflationary pressures, the Reserve Bank of India had after a long regime of high interest rates, reduced the interest rates in January 2015.

THE CHAIRMAN thereafter apprised the Members on the developments in gases industry. He added that the gases demand remained subdued as a result of poor growth in manufacturing. Many key sectors like steel, power, infrastructure faced project delays and investment in new projects had slowed down significantly. Over-capacity in the steel industry coupled with increasing import of steel resulted in most steel players operating below nameplate capacity, while a number of the smaller players had to shut down operations resulting in adverse impact on the demand for gases. Gases business was also adversely affected due to slowdown in the automobile and fabrication industry during most of 2014. THE CHAIRMAN added that the Company would continue to look for all possible avenues to drive profitable growth in its gases and project engineering businesses in the coming years by focusing on its customers, leveraging technology, propagating new gas applications and a continuing focus on safety and customer experience.

THE CHAIRMAN then summarized the financial performance. He mentioned that the Company recorded a subdued performance in the midst of weak economic conditions and overall contraction in demand. Revenue from operations recorded a growth of about 6% over the previous year while growth from the base businesses of Gases and Project Engineering remained muted. The Gases business of the Company grew by about 22% mainly driven by the Tonnage business and the Project Engineering business faced significant reduction in its order book, which is reflected in its lower revenues. He added that the Healthcare business was challenged by intense competition and lack of adequate standards. However, the Company was trying to combat these issues and had begun to enter Tier 2 cities to improve margins in this business. The Merchant and Packaged Gases business was another focus area. The special products business had grown significantly year-on-year. However, the Company's profits during 2014 recorded significant decline on account of two major charges - higher depreciation and impairment of certain fixed assets, and secondly, very high finance costs. THE CHAIRMAN added that despite lower net profits as compared to the previous year, the Board of the Company had recommended a dividend of 15% for the year 2014 reflecting on a sustainable dividend policy in the years ahead. THE CHAIRMAN thereafter also briefly apprised the shareholders of the performance of the Company in Q1 of 2015, during which the Company had taken

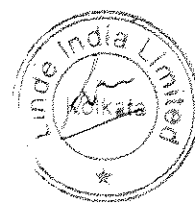
several operational measures and steps were being initiated to restructure the financing arrangement to improve the financial performance.

During his speech, THE CHAIRMAN highlighted the Company's focus on Safety, which had been the top most priority for the Company. He stated that as a member of The Linde Group, the Company aspired to a goal of ZERO incidents across its operations in addition to supporting the customers in achieving their safety goal.

THE CHAIRMAN then provided an overview of the outlook of the Company. He stated that India's projected GDP growth in 2015-16 between 8 to 8.5% was underpinned by rise in industrial activity and manufacturing on the back of the Hon'ble Prime Minister's ambitious 'Make In India' initiative. He added that the Company had already committed significant investments in the past few years on the expectation of strong growth and was therefore well positioned with existing capacity on the ground to meet the future demand. THE CHAIRMAN hoped that stable policy platform, simplified tax regime, a momentum in foreign direct investments (FDI) would spur economic activity and provide the Company's Gases and Project Engineering business with much needed opportunities for growth and hence he was cautiously optimistic on the Company's outlook in medium to long term.

THE CHAIRMAN thereafter talked about the commitment of the Company to business integrity, high ethical values and professionalism in all its activities and the support of the Board in ensuring high standards in corporate governance. THE CHAIRMAN then dealt with the changes in the Board since the last AGM. He stated that there were no changes in the Board of the Company during the year 2014. In the board meeting held on 17 February 2015, Ms Desiree Co Bacher, Head of Finance and Control, South Asia & ASEAN of The Linde Group had been appointed as an Additional Director of the Company with effect from that date. Ms Bacher not only imparted gender diversity to the Board but also brought with her over 20 years of experience in finance and controlling, among others. THE CHAIRMAN added that Mr Binod Patwari, a Director representing The Linde Group since 2010 stepped down from the Board of the Company in view of his other commitments within The Linde Group. THE CHAIRMAN thereafter placed on record his sincere appreciation of the valuable contribution made by Mr Patwari to the Company during his tenure on the Board.

THE CHAIRMAN then thanked the customers for their support and for choosing the products and service offerings of the Company. THE CHAIRMAN also thanked the Board members, in particular the Non-Executive Independent Directors for their wise counsel and for enriching discussions and decision making at the Board meetings, the executive management team and the employees across India for their commitment, hard work and dedicated services despite difficult times. He thereafter, thanked the shareholders for their



unfailing support and encouragement.

**7. FINANCIAL STATEMENTS
AND REPORTS OF THE
DIRECTORS AND AUDITORS
FOR THE YEAR ENDED 31
DECEMBER 2014**

THE CHAIRMAN then stated that he would now take up the Agenda as per the Notice of the 79th AGM. He added that with the permission of the Members, he would first like to get all the resolutions proposed and seconded before beginning the discussion on the Agenda items. He thereafter read the following resolution in respect of item no. 1 of the Notice to be passed as an Ordinary Resolution:

"RESOLVED that the Statement of Profit and Loss for the year ended 31 December 2014, the Balance Sheet as on that date, the Reports of the Directors and Auditors thereon and other annexures thereto be and are hereby received and adopted."

The resolution was proposed by Mr J N Kundu and seconded by Mr M S Dey. The CHAIRMAN stated that the resolution would be put to vote by evoting/ballot at the end of the Meeting.

Before moving to the next resolution, the Members present requested the CHAIRMAN to first take up the discussion on the Agenda items, which was accepted. Messrs Arup Das, Goutam Nandy, Tamal Majumder, Sarbananda Gattani, K L Mallik, T N Chakraborty, S N Pal, P L Giria, S S Bhattacharyya, Deb Kr Das, M K Bubna, S L Rathi, Amit Kr Banerjee, Krishnendu Das, Sujit Pal, Alok Pal, Manoj Gupta, S K Sukhani in that order, made their observations, asked questions and sought clarifications on the Financial Statements and the Annual Report covering the operations and overall performance of the Company and matters related thereto.

THE CHAIRMAN thanked the Members for taking keen interest in the affairs of the Company and answered the relevant and material questions and queries raised by them.

8. DIVIDEND

THE CHAIRMAN then read the following resolution before the shareholders to be passed as an Ordinary Resolution:

"RESOLVED that as recommended by the Board of Directors, dividend on 85,284,223 Equity Shares of Rs. 10/- each for the year ended 31 December 2014, at the rate of 15% i.e. Rs. 1.50 per equity share, absorbing in aggregate an amount of Rs. 127,926,334.50 be and is hereby declared to be paid to those Members whose names appear on the Register of Members of the Company at the end of the business hours on 05 May 2015."

The resolution was proposed by Mr S N Pal and seconded by Mr R S Sharma. The CHAIRMAN stated that the resolution would be put to vote by evoting/ballot at the end of the Meeting.



9. RE- APPOINTMENT OF
DIRECTOR –
MR SANJIV LAMBA

THE CHAIRMAN stated that the next item on the agenda related to his own re-appointment. He being interested in the resolution, vacated the chair and requested Mr Jyotin Mehta to chair the meeting.

Mr Jyotin Mehta then took the chair and read the following resolution to be passed as an **Ordinary Resolution**:

"RESOLVED that Mr Sanjiv Lamba, who retires from the Board of Directors under Article 102 of the Company's Articles of Association, be and is hereby re-appointed as a Director of the Company."

The resolution was proposed by Mr Manoj Gupta and seconded by Mr K L Mallik. The CHAIRMAN stated that the resolution would be put to vote by evoting/ballot at the end of the Meeting.

Mr Jyotin Mehta thereafter, requested Mr Sanjiv Lamba to preside over the meeting again, who then took the chair.

10. RE-APPOINTMENT OF
STATUTORY AUDITORS

THE CHAIRMAN stated that the next item of the agenda related to re-appointment of Statutory Auditors. He added that the retiring auditors, Messrs B S R & Co. LLP had offered themselves for re-appointment.

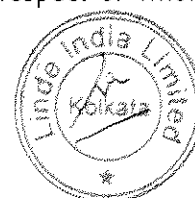
THE CHAIRMAN then, read the following resolution to be passed as an **Ordinary Resolution**:

"RESOLVED that pursuant to provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Messrs B S R & Co. LLP, Chartered Accountants (Firm Regn. No. 101248W/W-100022), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 81st Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting) at a remuneration to be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company".

The resolution was proposed by Mr T N Chakraborty and seconded by Mr M S Dey. The CHAIRMAN stated that the resolution would be put to vote by evoting/ballot at the end of the Meeting.

11. APPOINTMENT OF
DIRECTOR-
MS DESIREE CO BACHER

THE CHAIRMAN then took up the special business of the meeting. He stated that the first item of the special business related to the appointment of Ms Desiree Co Bacher, who was appointed as an Additional Director of the Company by the Board under Article 92 of the Company's Articles of Association and in respect of whom a



Notice under the Companies Act, 2013 had been received from Mr Kanai Ghosh, a Member of the Company, proposing her candidature as a Director of the Company.

THE CHAIRMAN then, read the following resolution to be passed as an **Ordinary Resolution**:

"RESOLVED that Ms Desiree Co Bacher (DIN: 07097389), who vacates office as Director under Article 92 of the Company's Articles of Association and being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

The resolution was proposed by Mr Kanai Ghosh and seconded by Mr M K Bubna. The CHAIRMAN stated that the resolution would be put to vote by evoting/ballot at the end of the Meeting.

12. **APPROVAL OF MINIMUM
REMUNERATION OF
MANAGING DIRECTOR**

THE CHAIRMAN stated that the next item of the agenda related to the approval of minimum remuneration of Mr Moloy Banerjee as Managing Director of the Company for the period 1 January 2014 to 31 December 2014 due to inadequacy of profits during the year 2014 and minimum remuneration payable in case the Company did not have profits/ in case of inadequacy of profits during the whole of the period beginning 1 January 2015 and ending on 29 July 2016 or any part thereof.

THE CHAIRMAN then, read the following resolution to be passed as a **Special Resolution**:

"RESOLVED that in partial modification of the Ordinary Resolution passed pursuant to the provisions of Sections 269, 309, 198 and other applicable provisions, if any, of the Companies Act, 1956 and/or relevant corresponding provisions of the Companies Act, 2013 at the 78th Annual General Meeting of the Members of the Company held on 23 May 2014 approving the appointment and remuneration of Mr Moloy Banerjee (DIN: 00273101) as Managing Director of the Company for a term of three years beginning from 30 July 2013 and ending on 29 July 2016, the Members do hereby approve the payment of remuneration to Mr Moloy Banerjee as Managing Director of the Company as set out in the Agreement dated 30 October 2013 entered into between the Company and Mr Moloy Banerjee, which was earlier sanctioned by way of an Ordinary Resolution at the aforesaid Annual General Meeting of the Company;

RESOLVED further that pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals as may be required, the Members do hereby ratify and confirm, as minimum remuneration, sums aggregating to Rs. 3,601,453

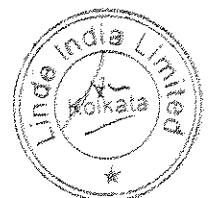


(excluding contribution to Provident and other Funds) paid to Mr Moloy Banerjee, Managing Director of the Company as remuneration for the period from 1 January 2014 till 31 March 2014, and in case of any excess over the limits of managerial remuneration based on the profits of the Company, waive recovery of such excess, and also approve the consequential retention of the aforesaid remuneration by Mr Moloy Banerjee;

RESOLVED further that pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and subject to such approvals as may be required, the Members do hereby ratify and confirm, as minimum remuneration, sums aggregating to Rs. 11,547,282 (excluding contribution to Provident and other Funds) paid to Mr. Moloy Banerjee, Managing Director of the Company as remuneration for the period from 1 April 2014 till 31 December 2014 and in case of any excess over the limits of managerial remuneration based on the profits of the Company, waive recovery of such excess, and also approve the consequential retention of the aforesaid remuneration by Mr Moloy Banerjee;

RESOLVED further that the Members do hereby approve the payment of remuneration to Mr. Moloy Banerjee, Managing Director of the Company, for the period from 1 January 2015 to 29 July 2016 as set out in the Agreement dated 30 October 2013 entered into between the Company and Mr Moloy Banerjee which was earlier sanctioned at the 78th Annual General Meeting held on 23 May 2014 including further increases granted by the Board on the recommendation of the Nomination and Remuneration Committee as well as to be granted by the Board within the currency and authority of this Agreement as the minimum remuneration in case the Company has no profits or its profits are inadequate during the whole of the period beginning 1 January 2015 and ending on 29 July 2016 or any part thereof subject to such approvals as may be required, with liberty to the Board of Directors including any Committee thereof (collectively referred to as "Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with applicable provisions of the Companies Act, 2013 read with relevant rules thereunder and Schedule V of the said Act or any modification thereto and as may be agreed to by and between the Board and Mr. Moloy Banerjee;

RESOLVED further that the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."



The resolution was proposed by Mr R S Sharma and seconded by Mr B K Mehta. The CHAIRMAN stated that the resolution would be put to vote by evoting/ballot at the end of the Meeting.

13. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

THE CHAIRMAN stated that the next item of the agenda related to the adoption of new set of Articles of Association of the Company.

THE CHAIRMAN then, read the following resolution to be passed as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Schedule I of the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association as laid before this meeting, duly initialed by the Chairman for purpose of identification, be and is hereby approved and adopted in substitution and to the entire exclusion, of the existing Articles of Association of the Company;

RESOLVED further that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

The resolution was proposed by Mr B K Mehta and seconded by Mr M S Dey. The CHAIRMAN stated that the resolution would be put to vote by evoting/ballot at the end of the Meeting.

14. APPROVAL FOR PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS

THE CHAIRMAN stated that the next item of the agenda related to approval for payment of commission to Non-Executive Directors.

THE CHAIRMAN then, read the following resolution to be passed as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 197(7) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49(II)(C) of the Listing Agreement with the Stock Exchange(s), in supersession of the earlier Resolution passed at the 76th Annual General Meeting of the Company held on 17 May 2012, the approval of the Members be and is hereby granted for payment of commission to the Directors of the Company (other than a Managing Director, a Wholtime Director, a Director not resident in India and an Alternate Director) for a period of five years with effect from the financial year commencing from 1 January 2015, of such amount as the Board may decide, not exceeding 1 per cent of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013, in any financial year, to be divided amongst the Directors aforesaid in such



amounts or proportions and in such manner as the Board of Directors of the Company may from time to time determine and in default of such determination equally, provided that in respect of any part of the said five years not coinciding with the financial year of the Company, the amount of commission shall be pro-rata for the period which the said period bears to the whole of the financial year concerned and further that the above remuneration shall be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and/or Committee meetings;

RESOLVED further that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

The resolution was proposed by Mr S N Pal and seconded by Mr T N Chakraborty. The CHAIRMAN stated that the resolution would be put to vote by evoting/ballot at the end of the Meeting.

15. RATIFICATION OF
REMUNERATION OF COST
AUDITORS

THE CHAIRMAN stated that the last item of the agenda related to ratification of remuneration of Cost Auditor for the financial year ending on 31 December 2015.

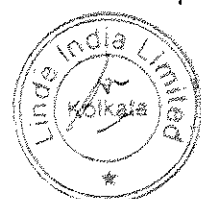
THE CHAIRMAN then, read the following resolution to be passed as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Messrs Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Regn. No. 000041), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31 December 2015 be paid a remuneration of Rs. 1,30,000/- (Rupees One Lakh Thirty Thousand only) plus applicable service tax and out of pocket expenses that may be incurred during the course of audit and the said remuneration be and is hereby ratified."

The resolution was proposed by Mr K L Mallik and seconded by Mr S N Pal. The CHAIRMAN stated that the resolution would be put to vote by evoting/ballot at the end of the Meeting.

16. COMMENCEMENT OF
VOTING AND HANDOVER OF
THE PROCESS TO THE
SCRUTINIZER,
SCRUTINIZER'S REPORT

After all the resolutions were proposed and seconded, THE CHAIRMAN directed the voting process to commence on the aforesaid resolutions and requested Mr Pawan Marda, Company Secretary of the Company to explain the voting process to the Members. THE CHAIRMAN also stated that Mr S.M. Gupta, the



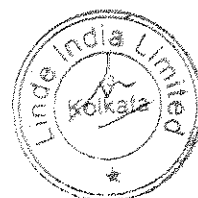
AND ANNOUNCEMENT OF VOTING RESULTS

Scrutinizer appointed by the Board, who was present at the meeting would thereafter takeover the voting process and would ensure that voting is done in a fair and transparent manner. He added that the Scrutinizer would submit a consolidated Scrutinizer's Report of the total votes cast through remote e-voting and voting at the Annual General Meeting to the Managing Director, as authorized by him in writing, who would declare the results as early as possible within the statutory timeline. He also informed that the voting results along with the Scrutinizer's Report would be available on the Company's website and on the website of National Securities Depository Limited and the same would also be forwarded to the Stock Exchanges where the Company's shares are listed. THE CHAIRMAN informed the Members present that the meeting would stand concluded once the last vote was cast at the AGM. A vote of thanks to the Chair was carried with acclamation.

Thereafter, Mr Pawan Marda, Company Secretary stated that the Scrutinizer appointed by the Board was already present at the meeting. He thereafter explained the voting process both by electronic means at the E-voting helpdesk set up by the Company and by way of Ballot. The Ballot papers were thereafter distributed to the Members/ Proxies present and a time of 30 minutes was given to the Members/ Proxies to cast their votes by e-voting/ ballot. Mr S M Gupta, Scrutinizer appointed by the Board took over the voting process and showed the empty ballot box to the Members/ Proxies and locked and sealed the same before the commencement of voting by E-voting/ Ballot.

After all the Members had cast their votes, the Scrutinizer took custody of the ballot box which was taken to the Registered Office of the Company. There the ballot box was opened by the Scrutinizer in the presence of two independent witnesses. The Ballot papers were thereafter scrutinized and entered in the Register maintained by the Scrutinizer for recording the physical ballots received. A tally of the votes cast physically and votes cast electronically which were unblocked on 15 May 2015 after the close of the e-voting process in the presence of two independent witnesses was made. Based on scrutiny and processing of all the votes cast by remote evoting, voting by electronic means at AGM and voting by ballot, the Scrutinizer prepared and submitted his Report dated 15 May 2015 on the results of voting to the Managing Director of the Company. On receipt of the Scrutinizer's Report, Mr Moloy Banerjee, Managing Director of the Company announced the voting results of the 79th Annual General Meeting on 16 May 2015, which along with the Scrutinizer's Report were immediately uploaded on the Company's website and sent to NSDL and all the stock exchanges where the Company's shares are listed.

A brief summary of the voting results of all the resolutions in respect of all items of business as contained in the Notice of the 79th AGM as per the Scrutinizer's Report dated 15 May 2015 is as follows:



ORDINARY BUSINESS

Resolution No. 1 (Ordinary Resolution): Adoption of Accounts and Reports

No. of shareholders who voted through remote e-voting, e-voting at AGM and Ballot	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of Votes – in favour	Number & % of Votes – against
67	77173231	77171981	90.48%	77171981 100%	0 0.00%

RESULT: Resolution passed by requisite majority.

Resolution No. 2 (Ordinary Resolution): Declaration of Dividend

No. of shareholders who voted through remote e-voting, e-voting at AGM and Ballot	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of Votes – in favour	Number & % of Votes – against
67	77173231	77171981	90.49%	77171980 100%	1 0.00%

RESULT: Resolution passed by requisite majority.

Resolution No. 3 (Ordinary Resolution): Appointment of Director retiring by rotation

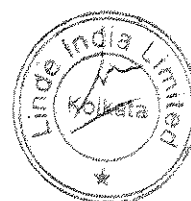
No. of shareholders who voted through remote e-voting, e-voting at AGM and Ballot	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of Votes – in favour	Number & % of Votes – against
67	77172831	77171581	90.48%	77168419 99.99%	3162 0.01%

RESULT: Resolution passed by requisite majority.

Resolution No. 4 (Ordinary Resolution): Re-appointment of Statutory Auditors

No. of shareholders who voted through remote e-voting, e-voting at AGM and Ballot	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of Votes – in favour	Number & % of Votes – against
67	77173231	77171981	90.48%	77171380 100%	601 0.00%

RESULT: Resolution passed by requisite majority.



SPECIAL BUSINESS

Resolution No. 5 (Ordinary Resolution): Appointment of Director (Ms Desiree Co Bacher)

No. of shareholders who voted through remote e-voting, e-voting at AGM and Ballot	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of Votes – in favour	Number & % of Votes – against
67	77173231	77171981	90.49%	77168819 100%	3162 0.00%

RESULT: Resolution passed by requisite majority.

Resolution No. 6 (Special Resolution): Approval of remuneration of Managing Director

No. of shareholders who voted through remote e-voting, e-voting at AGM and Ballot	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of Votes – in favour	Number & % of Votes – against
67	77173031	77171781	90.49%	77168618 100%	3163 0.00%

RESULT: Resolution passed by requisite majority.

Resolution No. 7 (Special Resolution): Approval of new set of Articles of Association

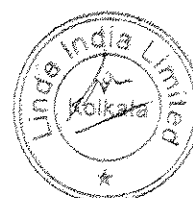
No. of shareholders who voted through remote e-voting, e-voting at AGM and Ballot	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of Votes – in favour	Number & % of Votes – against
67	77173231	77171981	90.48%	77171381 100%	600 0.00%

RESULT: Resolution passed by requisite majority.

Resolution No. 8 (Ordinary Resolution): Approval of payment of commission to Non-Executive Directors

No. of shareholders who voted through remote e-voting, e-voting at AGM and Ballot	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of Votes – in favour	Number & % of Votes – against
67	77173231	77171981	90.49%	77171305 100%	676 0.00%

RESULT: Resolution passed by requisite majority.



Resolution No. 9 (Ordinary Resolution): Ratification of remuneration of Cost Auditors

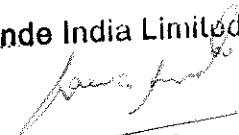
No. of shareholders who voted through remote e-voting, e-voting at AGM and Ballot	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Number & % of Votes – in favour	Number & % of Votes – against
67	77173221	77171971	90.49%	77171970 100%	1 0.00%

RESULT: Resolution passed by requisite majority.

Date: 11 June 2015

Sd/-
CHAIRMAN

Linde India Limited


Pawan Marda
Asst. Vice President &
Company Secretary