

Sect/60

20 May 2016

The General Manager  
Department of Corporate Services  
BSE Limited  
New Trading Ring, Rotunda Building 1<sup>st</sup> Floor  
P. J. Towers, Dalal Street, Fort, Mumbai – 400 001

[BSE Listing Centre]

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

[NSE NEAPS]

Dear Sir/Madam,

**Proceedings/Outcome of the Eightieth Annual General Meeting  
of the Company held on 19 May 2016**

Pursuant to Reg. 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations] read with Schedule III thereof, brief proceedings/outcome of the aforesaid AGM is given below:

**Date of the Meeting:**

The Eightieth Annual General Meeting (AGM) of the Company was held at the Kala Mandir Auditorium, 48 Shakespeare Sarani, Kolkata 700 017 on Thursday, 19 May 2016 at 3 p.m.

Before commencement of the meeting, the Company provided a safety briefing to the Members covering the safety arrangements inside the auditorium in case of any emergency.

At 3.00 P.M., Mr Sanjiv Lamba, Chairman, declared that requisite quorum was present and called the meeting to order. The Register of Proxies with 23 Proxies covering a total of 8,93,347 equity shares, one representation under Sec. 113 of the Companies Act, 2013 (Act) from The BOC Group Ltd., a wholly owned subsidiary of Linde AG in respect of 63,963,167 equity shares, the Register of Directors and Key Managerial Personnel and their shareholdings under Sec. 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested under Sec. 189 of the Act were tabled and remained open and accessible to the Members throughout the meeting pursuant to the provisions of the Companies Act, 2013.

The Directors' Report with annexure thereto, Financial Statements for the year ended 31 December 2015 and the Notice convening the Annual General Meeting were taken as read with the consent of the Members. The Chairman stated that the Auditors' Report contained emphasis of matter on Accounting Standard 30 "Financial Instruments: Recognition and Measurement" issued by the Institute of Chartered Accountants of India. Since this did not amount to any qualification or observations on financial transactions or matters, which may have any adverse effect on the functioning of the Company, the same was not required to be read and the Auditors' Report was taken as read with the permission of the Members.

The Chairman informed the Members present about the flow of the AGM and voting and thereafter delivered his speech to the Members.



**Brief details of items deliberated at the AGM and results thereof:**

The Members deliberated on the following resolutions set out in the Notice of the Eightieth AGM:

Sl. No.	Particulars	Brief details of the Resolutions
<b>ORDINARY BUSINESS</b>		
1.	Adoption of Audited Financial Statements and Reports	<b>Ordinary Resolution</b> in respect of adoption of the Statement of Profit and Loss for the year ended 31 December 2015, the Balance Sheet as on that date, the Reports of the Directors and Auditors thereon and other annexures thereto.
2.	Declaration of Dividend	<b>Ordinary Resolution</b> in respect of declaration of Dividend on 85,284,223 Equity Shares of Rs. 10/- each for the year ended 31 December 2015, at the rate of 7.50% i.e. Re. 0.75 per equity share.
3.	Appointment of Director retiring by rotation	<b>Ordinary Resolution</b> in respect of re-appointment of Ms Desiree Co Bacher, a Non-Executive Director of the Company.
4.	Ratification of appointment of Auditors	<b>Ordinary Resolution</b> in respect of ratification of appointment of Messrs B S R & Co. LLP, Chartered Accountants as Auditors of the Company from the conclusion of this AGM until the conclusion of the Eighty First AGM of the Company.
<b>SPECIAL BUSINESS</b>		
5.	Ratification of remuneration of Cost Auditors	<b>Ordinary Resolution</b> in respect of ratification of remuneration payable to the Messrs Bandyopadhyaya Bhaumik & Co., Cost Accountants, appointed as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending 31 December 2016.

The Chairman thereafter directed for commencement of voting at the AGM on the resolutions and requested the Company Secretary to explain the voting process to the Members. Thereafter at the request of the Chairman, Mr S M Gupta, Scrutinizer appointed by the Board took over the voting process by e-voting and Ballot. The voting results for the aforesaid resolutions will be declared within 48 hours of the conclusion of the AGM on receipt of the Scrutinizer's Report pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and Reg. 44 of the SEBI Listing Regulations. The aforesaid Results along with the Scrutinizer's Report will be placed on the Company's website and also be forwarded to the National Securities Depository Limited (NSDL) and the Stock Exchanges in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

**Manner of approval proposed for the Agenda items contained in the Notice of the AGM:**

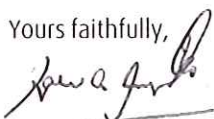
The Chairman informed that in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Company had provided to the Members facility of voting by electronic means for the business to be transacted at the AGM, which included remote e-voting and voting at the AGM through an electronic voting system or ballot. The Company had engaged the services of NSDL for facilitating e-voting. The Cut-off date of 12 May 2016 was fixed for the purpose of determining the eligibility of the Members of the Company for voting by both electronic means and ballot. The remote e-voting period started on Monday, 16 May 2016 at 9.00 am and closed on Wednesday, 18 May 2016 at 5.00 pm. The e-voting facility was also provided at the AGM venue along with the option to vote by Ballot for Members present at the AGM, who had not cast their vote through remote e-voting.

Mr S. M. Gupta of Messrs S. M. Gupta & Co., Company Secretaries, appointed as Scrutinizer by the Board of Directors was present at the AGM to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner. The voting at the AGM concluded at 6.45 p.m.

This may be please treated as compliance with Reg. 30 of the SEBI Listing Regulations.

Thanking you,

Yours faithfully,



Pawan Marda  
Asst. Vice President & Company Secretary