

Sect/56

19 April 2017

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]

Mr. Nitin Ambure  
Vice President  
National Securities Depository Limited  
Trade World – A Wing, Kamala Mills Compound  
Lower Parel, Mumbai – 400 013

Dear Sir/Madam,

**Announcement of voting results of Eighty first Annual General Meeting  
held on Tuesday, 18 April 2017**

We wish to inform you that the Eighty first Annual General Meeting (AGM) of the Company was held on Tuesday, 18 April 2017 at the Kala Mandir Auditorium, 48 Shakespeare Sarani, Kolkata 700 017 at 10.00 a.m. to transact the business set out in the Notice dated 11 February 2017.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended and Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the facility of remote e-voting and voting at the meeting through electronic means and Ballot to the Members of the Company in respect of the business transacted at the AGM.

We are enclosing herewith the Voting Results of the Eighty first AGM in respect of all the resolution nos. 1 to 6 set out in the Notice of the AGM along with the Scrutinizer's Report dated 19 April 2017. This may be treated as compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to please disseminate the results along with the Scrutinizer's report on your website for information of the Members and investors.

Thanking you,

Yours faithfully,



Pawan Marda

Asst. Vice President & Company Secretary

Encl: as above

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Mobile : 98300 57568

**S. M. GUPTA & CO.**  
COMPANY SECRETARIES  
P-15, BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated .....

**Scrutinizer's Report**

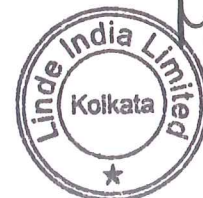
*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015*

To,  
The Chairman/Managing Director  
Linde India Limited  
Oxygen House  
P-43 Taratala Road  
Kolkata-700 088

Dear Sir,

I, S. M. Gupta, Partner of M/s. S. M. Gupta & Co., Company Secretaries having its office at P-15, Bentinck Street, Kolkata - 700 001 was appointed as a Scrutinizer by Linde India Limited ("the Company") for the purpose of scrutinizing the voting process (electronically or otherwise) at the 81<sup>st</sup> Annual General Meeting of the Shareholders of the Company, held on Tuesday, 18<sup>th</sup> day of April, 2017 at 10:00 a.m. at Kala Mandir Auditorium, 48 Shakespeare Sarani, Kolkata - 700 017 in a fair and transparent manner and ascertaining the requisite majority of voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolution(s). The Company had provided to the Members facility of remote e-voting and voting at the Annual General Meeting by electronic means and Ballot. We submit our report as under:

1. The remote e-voting period started on Saturday, 15<sup>th</sup> April, 2017 at 9.00 a.m. and ended on Monday, 17<sup>th</sup> April, 2017 at 5.00 p.m. and the members were required to cast their vote electronically conveying their assent/dissent in respect of the Ordinary and Special Resolution(s) on e-voting platform provided by NSDL. The remote e-voting module was disabled by NSDL for voting thereafter. The e-voting facility was again activated by NSDL for voting at the AGM on Tuesday, 18<sup>th</sup> April, 2017 at about 11.55 a.m.
2. The members who attended the AGM were provided with the facility of voting through electronic means and Ballot.



*[Handwritten signature]*

3. The shareholders holding shares as on the "cut off" date i.e. 11<sup>th</sup> April, 2017 were entitled to vote on the proposed resolutions (item no. 1 to 6 as set out in the notice of the 81<sup>st</sup> Annual General Meeting of the Company)
4. The voting at the AGM (by e- voting and ballot) commenced on Tuesday, 18<sup>th</sup> April, 2017 at 1:00 p.m. and was closed at 1:30 p.m.
5. The votes were finally unblocked on 18<sup>th</sup> April, 2017 at around 3:46 p.m. in the presence of two witnesses, Ms. Aranita Banerjee and Ms. Swati Pandey both working for gain at P-15, Bentinck Street, Kolkata- 700 001 who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Aranita Banerjee

Name: Ms. Aranita Banerjee

Swati Pandey

Name: Ms. Swati Pandey

- Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and/or "AGAINST", were downloaded from the e-voting website of the National Securities Depository Limited (NSDL). (<https://www.evoting.nsdl.com>) – Annexure "A "
6. The result of the e-voting and ballot are annexed. Accordingly, all the resolution nos. 1 to 6 set out in the Notice of the 81<sup>st</sup> AGM were passed with requisite majority.
  7. The Register, all other papers and relevant records relating to electronic voting / voting by ballots shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting where after the same will be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

S.M. Gupta  
(S. M. Gupta)  
Partner  
S. M. Gupta & Co.,  
Company Secretaries

Membership Number: FCS-896

C. P. No: 2053

Place: KOLKATA

Dated: 19<sup>th</sup> April, 2017



M. D. Datta

(Annexure to the Scrutinizer's Report dated 19th April 2017)

**Eighty First Annual General Meeting of Linde India Limited**

Details of voting results as per Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Date of Annual General Meeting:</b>	Tuesday, 18 <sup>th</sup> April 2017
<b>Total number of Shareholders on record date: (being the cut-off date for determining shareholders entitled to voting – 11<sup>th</sup> April 2017)</b>	19651
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoter and Promoter Group:</b>	1
<b>Public:</b>	645
<b>Total</b>	<b>646</b>
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	N.A.
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	



*[Handwritten Signature]*

Linde India Limited

81st AGM held on 18 April 2017

AGENDA-WISE DISCLOSURE

1 - ADOPTION OF STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS AND REPORTS

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100}	[4]	[5]	[6]={{[4]/[2]}*100}	[7]={{[5]/[2]}*100}
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Ballot at AGM	63963167	63963167	100.0000	63963167	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>63963167</b>	<b>100.0000</b>	<b>63963167</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		11956395	87.2841	11956395	0	100.0000	0.0000
	Ballot at AGM	13698248	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11956395</b>	<b>87.2841</b>	<b>11956395</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		2985	0.0392	2985	0	100.0000	0.0000
	Ballot at AGM	7622808	846	0.0111	837	9	98.9362	1.0638
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3831</b>	<b>0.0503</b>	<b>3822</b>	<b>9</b>	<b>99.7651</b>	<b>0.2349</b>
<b>Total</b>		<b>85284223</b>	<b>75923393</b>	<b>89.0240</b>	<b>75923384</b>	<b>9</b>	<b>100.0000</b>	<b>0.0000</b>



*M. J. Jany*

**Linde India Limited**  
81st AGM held on 18 April 2017

Resolution Required : (Ordinary)

**2 - DECLARATION OF DIVIDEND**

Whether promoter/ promoter group are interested in the agenda/resolution? NO

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]} * 100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]} * 100	% of Votes against on votes polled [7] = {[5]/[2]} * 100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Ballot at AGM	63963167	63963167	100.0000	63963167	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>63963167</b>	<b>100.0000</b>	<b>63963167</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	13698248	11956395	87.2841	11956395	0	100.0000	0.0000
	Ballot at AGM	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11956395</b>	<b>87.2841</b>	<b>11956395</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7622808	2985	0.0392	2985	0	100.0000	0.0000
	Ballot at AGM	0	846	0.0111	846	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3831</b>	<b>0.0503</b>	<b>3831</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>85284223</b>	<b>75923393</b>	<b>89.0240</b>	<b>75923393</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



*M. Jany*

Linde India Limited

81st AGM held on 18 April 2017

Resolution Required : (Ordinary)

3 - APPOINTMENT OF DIRECTOR RETIRING BY ROTATION

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Ballot at AGM	63963167	63963167	100.0000	63963167	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>63963167</b>	<b>100.0000</b>	<b>63963167</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		11956395	87.2841	11557618	398777	96.6647	3.3353
	Ballot at AGM	13698248	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11956395</b>	<b>87.2841</b>	<b>11557618</b>	<b>398777</b>	<b>96.6647</b>	<b>3.3353</b>
Public Non Institutions	E-Voting		2985	0.0392	1471	1514	49.2797	50.7203
	Ballot at AGM	7622808	846	0.0111	837	9	98.9362	1.0638
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3831</b>	<b>0.0503</b>	<b>2308</b>	<b>1523</b>	<b>60.2454</b>	<b>39.7546</b>
<b>Total</b>		<b>85284223</b>	<b>75923393</b>	<b>89.0240</b>	<b>75523093</b>	<b>400300</b>	<b>99.4728</b>	<b>0.5272</b>



M. Gupta

Linde India Limited  
81st AGM held on 18 April 2017

4 - APPOINTMENT OF STATUTORY AUDITORS

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Ballot at AGM	63963167	63963167	100.0000	63963167	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>63963167</b>	<b>100.0000</b>	<b>63963167</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		11956395	87.2841	11956395	0	100.0000	0.0000
	Ballot at AGM	13698248	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11956395</b>	<b>87.2841</b>	<b>11956395</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		2985	0.0392	2985	0	100.0000	0.0000
	Ballot at AGM	7622808	846	0.0111	846	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3831</b>	<b>0.0503</b>	<b>3831</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>85284223</b>	<b>75923393</b>	<b>89.0240</b>	<b>75923393</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



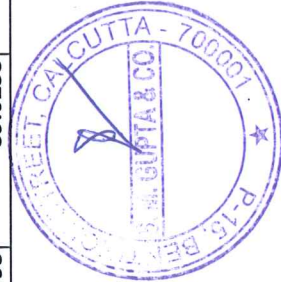
*M. D. Jany*

**Linde India Limited**  
81st AGM held on 18 April 2017

**Resolution Required : (Special) 5 - RE APPOINTMENT OF MANAGING DIRECTOR**

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Ballot at AGM	63963167	63963167	100.0000	63963167	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>63963167</b>	<b>100.0000</b>	<b>63963167</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Ballot at AGM	13698248	11956395	87.2841	11956395	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11956395</b>	<b>87.2841</b>	<b>11956395</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	0	2385	0.0313	871	1514	36.5199	63.4801
	Ballot at AGM	7622808	846	0.0111	846	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3231</b>	<b>0.0424</b>	<b>1717</b>	<b>1514</b>	<b>53.1414</b>	<b>46.8586</b>
<b>Total</b>		<b>85284223</b>	<b>75922793</b>	<b>89.0233</b>	<b>75921279</b>	<b>1514</b>	<b>99.9980</b>	<b>0.0020</b>



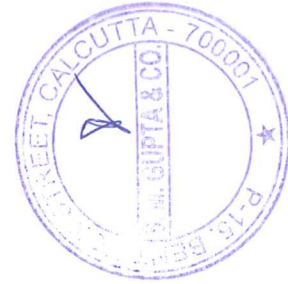
*M. J. J.*

Linde India Limited  
81st AGM held on 18 April 2017

Resolution Required : (Ordinary)      6 - RATIFICATION OF REMUNERATION OF COST AUDITORS

Whether promoter/ promoter group are interested in the agenda/resolution?      NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Ballot at AGM	63963167	63963167	100.0000	63963167	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>63963167</b>	<b>100.0000</b>	<b>63963167</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		11956395	87.2841	11956395	0	100.0000	0.0000
	Ballot at AGM	13698248	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11956395</b>	<b>87.2841</b>	<b>11956395</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		2985	0.0392	1885	1100	63.1491	36.8509
	Ballot at AGM	7622808	846	0.0111	846	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3831</b>	<b>0.0503</b>	<b>2731</b>	<b>1100</b>	<b>71.2869</b>	<b>28.7131</b>
<b>Total</b>		<b>85284223</b>	<b>75923393</b>	<b>89.0240</b>	<b>75922293</b>	<b>1100</b>	<b>99.9986</b>	<b>0.0014</b>



*M. J. Sant*