

Sect/62

17 April 2018

The General Manager
Department of Corporate Services
BSE Limited
New Trading Ring, Rotunda Building 1st 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, 5th Floor
Plot No. C/1, G- Block, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

[NSE NEAPS]

Dear Sir/Madam,

**Proceedings/Outcome of the Eighty Second Annual General Meeting
of the Company held on 16 April 2018**

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

Date of the Meeting:

The Eighty Second Annual General Meeting (AGM) of the Company was held at the Kala Mandir Auditorium, 48 Shakespeare Sarani, Kolkata 700 017 on Monday, 16 April 2018 at 10.00 a.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 10.00 a.m., Mr Sanjiv Lamba, Chairman, declared the presence of requisite quorum and called the meeting to order. The Register of Proxies with 34 Proxies covering a total of 755,754 equity shares, one representation under Section 113 of the Companies Act, 2013 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 Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 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 annexures thereto, Audited Standalone and Consolidated Financial Statements for the year ended 31 December 2017 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 did not contain any qualification, reservation, adverse remarks or disclaimer. Therefore, the Auditors' Report was taken as read with the permission of the Members.

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

Registered Office

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CIN L40200WB1935PLC008184

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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 Eighty Second AGM:

Sl. No.	Particulars	Brief details of the Resolutions
ORDINARY BUSINESS		
1.	Adoption of Audited Standalone and Consolidated Financial Statements and Reports	Ordinary Resolution in respect of adoption of the Audited Standalone Financial Statements for the year ended 31 December 2017, the reports of the Auditors and Directors thereon and Annexures thereto and the Audited Consolidated Financial Statements for the year ended 31 December 2017 and the Reports of the Auditors thereon.
2.	Declaration of Dividend	Ordinary Resolution in respect of declaration of Dividend on 85,284,223 Equity Shares of Rs. 10/- each for the year ended 31 December 2017, at the rate of 10%, i.e., Re. 1/- per equity share of Rs. 10/- each.
3.	Appointment of Director retiring by rotation	Ordinary Resolution in respect of re-appointment of Ms. Desiree Co Bacher, a Non-Executive Director of the Company.
4.	Ratification of appointment of Statutory Auditors	Ordinary Resolution in respect of ratification of appointment of Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company from the conclusion of this AGM until the conclusion of the Eighty third AGM of the Company.
SPECIAL BUSINESS		
5.	Ratification of remuneration of Cost Auditors	Ordinary Resolution in respect of ratification of remuneration of Rs. 1, 75,000/- payable to 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 2018.

After answering the pertinent and material questions raised by various shareholders, the Chairman directed for commencement of voting at the AGM on the resolutions and requested the Company Secretary to briefly explain the voting process to the Members. Thereafter at the request of the Chairman, Mr Pawan Sarawagi, the Alternate Scrutinizer appointed by the Board took over the voting process by e-voting and Ballot. The Chairman announced that the voting results for the aforesaid resolutions would be declared within the statutory limit of 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 Regulation 44 of the SEBI Listing Regulations, 2015. The Chairman added that 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, 2015, 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 9 April 2018 was fixed for determining the eligibility of the

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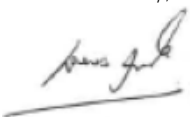
Members of the Company for voting by both electronic means and ballot. The remote e-voting period started on Friday, 13 April 2018 at 9.00 am and closed on Sunday, 15 April 2018 at 5.00 pm. The e-voting facility was also provided at the AGM venue along with the option to vote by Ballot for Members present at the AGM, who had not cast their vote earlier through remote e-voting.

Mr Pawan Sarawagi of Messrs P. Sarawagi & Associates, Company Secretaries, appointed as the Alternate 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 1.45 p.m.

This may be please treated as compliance with Regulation 30 of the SEBI Listing Regulations, 2015.

Thanking you,

Yours faithfully,



Pawan Marda

Asst. Vice President & Company Secretary

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