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Sect/15

24 February 2021

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

**Submission of Annual Secretarial Compliance Report pursuant to
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We enclose herewith the Annual Secretarial Compliance Report dated 24 February 2021 for the year ended 31 December 2020 issued by M/s P Sarawagi & Associates, Practicing Company Secretaries pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8 February 2019.

You are requested to please take the above on record.

Thanking you,

Yours faithfully,

A handwritten signature in black ink, appearing to read "Pawan Marda", written over a horizontal line.

Pawan Marda

Asst. Vice President and Company Secretary

Encl: as above

**Secretarial Compliance Report of LINDE INDIA LIMITED
for the year ended December 31, 2020**

(Pursuant to SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019)

We, P. Sarawagi & Associates, Company Secretaries, have examined :

- (a) all the documents and records made available to us and explanation provided by **LINDE INDIA LIMITED** (CIN : L40200WB1935PLC008184) ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended December 31, 2020 ("Review Period"), in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations");
- (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (e) the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



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- (g) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (i) the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

and circulars/guidelines issued thereunder; and based on the above examination and considering the various relaxations granted, from time to time, by the Securities and Exchange Board of India and the Ministry of Corporate Affairs, in view of spread of COVID-19 pandemic, we hereby report that, during the Review Period :

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: None
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 23(9) of the SEBI (LODR) Regulations, 2015 – Disclosure of related party transactions on consolidated basis for the half year ended June 30, 2019 within 30 days from the date of publication of financial results for that half year.	December 31, 2019	The listed entity has submitted the disclosure of related party transactions on consolidated basis, for the half year ended June 30, 2019 along with the disclosure for the second half year ended December 31, 2019.	Complied with



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
2	Consequent upon acquisition of 25,276 equity shares of Rs.10/- each in the Company under an Open Offer, by The BOC Group Limited along with persons acting in concert, the public shareholding in the listed entity had fallen to 24.97% (i.e., below 25%) with effect from October 3, 2019.	December 31, 2019	The BOC Group Limited, holding company & promoter, has sold 25,276 equity shares of Rs.10/- each, through stock exchange mechanism on April 27, 2020 for achieving minimum public shareholding requirement in compliance with the provisions of the Securities Contracts (Regulation) Rules, 1957 and the SEBI (LODR) Regulations, 2015 read with para 2(a) & Para 3 of the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018.	Complied with

- (e) Compliance by the listed entity with the provisions of para 6(A) and 6(B) of the SEBI's Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, dealing with resignation of Statutory Auditors from listed entities and their material subsidiaries: Complied with.

For P. SARAWAGI & ASSOCIATES
 Company Secretaries



(Handwritten Signature)

(P.K. Sarawagi)
 Proprietor

Membership No. FCS-3381
 Certificate of Practice No. 4882
 ICSI UDIN : F003381B003402997

Place : Kolkata
 Date : February 24, 2021