

Code of Conduct for the Non Executive Directors

The Non Executive Directors of BOC India Limited will comply with the guiding principles and standards of business conduct underpinned in the BOC Group's global Code of Conduct and ACTS principles. The Code encompasses safety, social, environmental and good governance business principles.

BOC's guiding principles:

BOC is committed to a set of core values- our guiding principles. These outline how we expect our people to treat our customers, suppliers and markets, our employees, shareholders, and the communities, in which we work and live. These guiding principles set the tone and objectives of the Code of Conduct.

BOC's operating principles:

BOC follows the principles of **ACTS**, which believes in **accountability**, where each of us know what we are responsible for and that we are empowered to deliver. Through **collaboration** we are able to maximise our achievements as a Group, not solely as individuals. We expect **transparency** in our dealings, because visible problems can be solved and informed people make better decisions. We are never satisfied with mediocrity, so we aim to **stretch** our performance and to push continually the boundaries of what is possible.

Our responsibilities to customers, suppliers and markets:

In all our business dealings, BOC strives to be fair and honest. We will always act in line with all applicable laws and regulations. We will always compete vigorously but fairly, complying with all laws protecting competition and the integrity of markets, including securities markets. In particular, we will always:

- Compete vigorously but fairly and legally
- Adhere to all applicable competition or antitrust laws
- Avoid trading in securities using confidential inside information
- Respect the intellectual property and copyright of others
- Promote our products and services accurately and honestly
- Meet government, industry and BOC safety and quality standards.

Our responsibilities to shareholders:

BOC is committed to promoting the interests of shareholders. In pursuing this goal, we will protect BOC's assets and resources, avoid conflicts of interest and self-serving activities, including insider trading. In particular, we will always:

- Avoid conflicts of interests that may interfere with our obligations to BOC
- Create and retain honest, accurate and timely records
- Protect the confidentiality of BOC's proprietary information and information systems
- Forward inquiries from shareholders, analysts and the media to appropriate company officials.

Our responsibilities to employees:

BOC is committed to fostering a workplace that is safe and that is founded on fair employment practices and mutual respect. In particular, we always strive for a work environment that :

- Values the safety, health and security of our employees
- Values and embraces diversity and equal opportunities
- Prohibits all forms of harassment
- Prohibits the abuse of drugs and alcohol
- Ensures respect for the confidentiality of our employees' personal information
- Encourages caution and good judgement in the giving and receiving of gifts, favours and entertainment.

Our responsibilities to local communities and the public:

BOC is committed to being a positive contributor to the communities in which we do business. In particular, this includes:

- Adherence to safe work practices
- Sound environmental management
- Respect for the principles of human rights
- Rejection of corrupt practices including bribes and kickbacks

Our shared responsibilities:

While business and customs vary, and each individual who works for BOC is unique, certain standards and responsibilities are shared wherever we do business. BOC's global Code of Conduct and the standards it sets serve as a commonsense reminder of the universal business responsibilities we all share.