



A Member of The Linde Group

BOC India Limited

Notice

Notice is hereby given that the Seventy Fifth Annual General Meeting of the Members of BOC India Limited will be held at the Kala Mandir Auditorium, 48 Shakespeare Sarani, Kolkata 700 017 on Thursday, 2 June 2011 at 10.00 a.m. to transact the following business:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31 December 2010, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint Auditors and fix their remuneration and in this connection, to consider and, if thought fit, to pass with or without modification(s), the following resolution, which will be proposed as an Ordinary Resolution:

"RESOLVED that Messrs BSR & Co., Chartered Accountants, be and are hereby re-appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company."

As Special Business:

To consider and, if thought fit, to pass with or without modification(s) the following resolution:

4. As an Ordinary Resolution:
"RESOLVED that the vacancy caused by retirement by rotation of Dr Jamshed Jiji Irani, a Director of the Company, who does not seek re-election be not filled up at this meeting."

Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.**

Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting.

5. As an Ordinary Resolution:

"RESOLVED that Mr Binod Patwari, who vacates office as Director under Article 92 of the Company's Articles of Association, and being eligible for appointment, be and is hereby appointed as a Director of the Company."

6. As an Ordinary Resolution:

"RESOLVED that in partial modification of Resolution No.6 passed at the Seventy Third Annual General Meeting of the Company held on 28 May 2009 for the appointment and terms of remuneration of Mr Srikumar Menon as Managing Director of the Company for a period of three years with effect from 23 October 2008 to 22 October 2011 and in accordance with the provisions of Sections 269, 309 and 310 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the revision in the remuneration of Mr Srikumar Menon, Managing Director as set out in the draft Supplemental Agreement mentioned in the Explanatory Statement to this resolution with authority to the Board of Directors to alter and vary the terms and conditions of the said remuneration and / or Agreement in such manner as may be agreed to between the Board and Mr Srikumar Menon.

By order of the Board

Registered Office:

Oxygen House
P 43 Taratala Road
Kolkata 700 088
25 April 2011

Pawan Marda

Asst. Vice President
and Company Secretary

2. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 24 May 2011 to Thursday, 2 June 2011 (both days inclusive).
3. The dividend, as recommended by the Board of Directors, if declared at this Annual General Meeting will be paid to those Members whose names appear on the Register of Members after giving effect to all valid transfer deeds in physical form lodged with the Company on or before 23 May 2011 and in respect of shares held in dematerialised form to the beneficial owners whose names appear in the statements to be furnished by the Depositories for this purpose as at the end of the business hours on 23 May 2011. The dividend declared at the Annual General Meeting shall be paid on or after 7 June 2011.
4. In terms of the amendment to Section 205A and introduction of Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF).

Members who have not encashed their dividend warrants for any one or more of the financial year(s) ended on 31 March 2005, 31 March 2006, 31 March 2007, 9 months period ended 31 December 2007, year(s) ended on 31 December 2008 and 31 December 2009 are requested to immediately contact the Company or its Registrar & Transfer Agents, Messrs Link Intime India Pvt. Ltd. (formerly known as Intime Spectrum Registry Ltd.), 59 C, Chowringhee Road, 3rd Floor, Kolkata 700 020 for the same.

Members are advised that once the unpaid/ unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.

5. Members holding shares in physical form are requested to notify immediately any change in their address including Pin code, Bank Mandate, etc. to the Company's Registrar & Transfer Agents, Messrs Link Intime India Pvt. Ltd., 59 C, Chowringhee Road, 3rd Floor, Kolkata 700 020. Members holding shares in electronic form are requested to furnish this information to their respective depository participants for updation of the changes.
6. Members holding shares in multiple folios in identical names or joint accounts in the same order of names, are requested to consolidate their shareholdings into one folio. Members holding shares in physical form are also requested to take action for dematerialization of their shares to avail the benefits of demat.
7. Members holding shares in the physical form and desirous of making/ changing Nomination in respect of their shareholdings in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to submit the prescribed Form 2B for this purpose to the Company's Registrar & Transfer Agents, Messrs Link Intime India Pvt. Ltd., which is enclosed.
8. Members are requested to contact Messrs Link Intime India Pvt. Ltd., 59 C, Chowringhee Road, 3rd Floor, Kolkata 700 020 (Phone No. 91-33-2289 0540; Telefax No. 91-33-2289 0539) for reply to their queries / redressal of complaints, if any, or contact the Company Secretary and Compliance Officer at the Registered Office of the Company (Phone Nos: 91-33-2401 4708; Fax : 91-33-2401 4206; Email: pawan.marda@boci.co.in) for prompt reply to their queries and for redressal of any complaint, which they may have.
9. Members are requested to bring their Attendance Slips together with their copies of the Annual Reports to the Meeting.

10. Appointment / Re-appointment of Directors :

Mr Binod Patwari, was appointed as an Additional Director (Non Executive) of the Company by the Board of Directors in its meeting held on 15 June 2010 and holds office as such till the ensuing Annual General Meeting. It is proposed to appoint him as a Director of the Company at the 75th Annual General Meeting.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, following information is furnished about the Director(s) proposed to be appointed/ re-appointed:

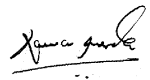
Mr Binod Patwari, 40 years old, is a B.Com (Hons.), CFA, MBA (Finance) and a Company Secretary from India. Mr Patwari joined the Company in the year 1997 in financial function and later moved overseas to various senior positions within the erstwhile BOC Group until its merger with Linde in the year 2006. During this period, Mr Patwari has gathered rich experience of about 14 years in all areas of finance including accounting, treasury, planning and control and is presently Head of Finance and Control - Asia Pacific of The Linde Group.

Mr Patwari holds nil shares in BOC India Ltd. at present.

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Annexure to the Notice convening the 75th Annual General Meeting to be held on Thursday, 2 June 2011

As the business specified in Item Nos. 4, 5 and 6 of the Notice of even date, to which this statement is annexed, are items of special business to be transacted at the 75th Annual General Meeting of the Company, the following facts are set out in compliance with the provisions of Section 173 of the Companies Act, 1956:

Item No. 4

Dr Jamshed Jiji Irani is a Director on the Board of the Company since 1987. Dr Irani retires by rotation at the ensuing Annual General Meeting and does not seek re-election. The Board of Directors of the Company have very regretfully acceded to his request and have decided that the vacancy so created by the retirement of Dr Irani be not filled up at the 75th Annual General Meeting.

The resolution set out in item no.4 of the Notice is accordingly placed before the shareholders for their approval.

Item No. 5

The Board of Directors of the Company appointed Mr Binod Patwari as an Additional Director of the Company under Article 92 of the Articles of Association at its meeting held on 15 June 2010. Mr Patwari is presently the Head of Finance and Control, Asia Pacific of The Linde Group. As an Additional Director, Mr Patwari holds office only until the ensuing Annual General Meeting of the Company and is eligible for re-appointment. In terms of Section 257 of the Companies Act, 1956, the Company has received notice from a shareholder along with requisite deposit signifying his intention to propose Mr Patwari as a Director of the Company.

The Board considers that the expertise of Mr Patwari should continue to remain available to the Company and therefore, recommends the resolution at item no.5 for your approval.

None of the Directors, other than Mr Patwari, is in anyway, concerned or interested in this resolution.

Item No. 6

The Shareholders had in the Seventy Third Annual General Meeting held on 28 May 2009 approved the appointment of Mr Srikumar Menon as Managing Director of the Company for a period of three years with effect from 23 October 2008 to 22 October 2011 on the terms and conditions and remuneration payable to him as set out in the Agreement dated 26 November 2008 (Principal Agreement) entered into between him and the Company.

The remuneration of Mr Srikumar Menon inter alia includes reimbursement of medical expenses incurred by him for self and family including dependent parent(s) up to a ceiling of Rs. 36,000 per annum or Rs. 1,08,000 in

block of three years. In view of the general inflationary trends resulting in significant increase in cost of medical facilities, the original limit of Rs.36,000 per annum or Rs.1,08,000 in a block of three years as contained in the Agreement entered into with Mr Menon appears to be inadequate and it is proposed to increase the same to Rs.75,000 per annum or Rs. 2,25,000 in a block of three years.

The Board of Directors have at its meeting held on 25 February 2011, subject to the approval of the shareholders, approved revision in the limit with regard to reimbursement of medical expenses of Mr Srikumar Menon as per the draft Supplemental Agreement submitted to the said meeting. The draft Supplemental Agreement proposed between the Company and Mr Srikumar Menon contains the following revised term:

Clause 8 (iii): Mr Menon shall be entitled to reimbursement of medical expenses incurred by him for self and family including dependent parent(s) up to a ceiling of Rs. 75,000 per annum or Rs. 2,25,000 in block of three years or such higher limit as may be approved by the Board.

All other terms and conditions of the appointment of Mr Srikumar Menon as contained in the Principal Agreement dated 26 November 2008 earlier entered into between the Company and Mr Menon, which was approved by the shareholders will remain unchanged. The revised terms of remuneration of Mr Srikumar Menon as specified above and contained in the draft Supplemental Agreement, are now being placed before the Members in the Annual General Meeting for their approval.

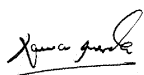
The increase is within the prescribed limits and the Board of Directors recommends the passing of the resolution. None of the Directors, other than Mr Srikumar Menon, is in anyway, concerned or interested in this resolution.

This may also be treated as an Abstract of the draft Supplemental Agreement between the Company and Mr Srikumar Menon, pursuant to Section 302 of the Companies Act, 1956. A copy of the draft Supplemental Agreement proposed to be entered into between the Company and Mr Menon is available for inspection by the members of the Company at its Registered Office from 10.30 a.m. to 12.30 p.m. on any working day, except Saturdays up to the Annual General Meeting and will also be available at the said meeting.

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