



## BOC India Limited

### Notice

Notice is hereby given that an Extra Ordinary General Meeting of the Members of BOC India Limited will be held at Kala Mandir Auditorium, 48 Shakespeare Sarani, Kolkata 700017 on Saturday, 5 January 2008 at 11.00 a.m. to transact the following business:

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

1. As an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 94 of the Companies Act, 1956 and the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased to Rs. 86,00,00,000/- (Rupees Eighty Six Crores only) divided into 8,60,00,000/- (Eight Crores Sixty Lakhs) Equity Shares in the Company of Rs. 10/- (Rupees Ten only) each."

2. As an Ordinary Resolution:

"RESOLVED that the existing Clause 5 of the Memorandum of Association of the Company be and is hereby altered by substituting the following as new Clause 5 in place of the existing Clause 5 thereof:

*"5. The share capital of the Company is Rs. 86,00,00,000 divided into 8,60,00,000 Equity Shares of Rs. 10/- each, with power to increase or decrease such capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions."*

3. As a Special Resolution:

"RESOLVED that the existing Article 4 of the Articles of Association of the Company be and is hereby altered by substituting the following as new Article 4 in place of the existing Article 4 thereof:

*"4. The Share Capital of the Company is Rs. 86,00,00,000 divided into 8,60,00,000 Equity Shares of Rs. 10/- each."*

4. As a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, the Listing Agreement entered into between the Company and the Stock Exchanges, the guidelines and clarifications issued by the Securities and Exchange Board of India and any other statutory/regulatory authorities, and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and all other relevant third party consents and approvals as may be required, for the allotment of Equity Shares on a preferential allotment basis and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors ("Board"), the consent of the Company be and is hereby given to the Board, to issue and allot up to 3,62,00,000 (Three Crores Sixty Two Lakhs) Equity Shares (the "Issue Shares") of Rs. 10/- (Rupees Ten only) each at a premium of not less than Rs. 155/- (Rupees One Hundred and Fifty Five only) per Equity Share aggregating to an issue price of not less than Rs. 165/- (Rupees One Hundred and Sixty Five only) per Equity Share for an aggregate investment price of Rs. 597,30,00,000/- (Rupees Five Hundred and Ninety Seven Crores and Thirty Lakhs Only), to Linde AG and/or its wholly owned subsidiary on a preferential allotment basis, on such terms and conditions and in such manner as the Board may think fit.

RESOLVED further that the issue and allotment of the Issue Shares to Linde AG and/or its wholly owned subsidiary, as the case may be, shall be subject to:

- i) the entire shareholding of The BOC Group plc, a wholly owned subsidiary of Linde AG, being in dematerialised form;
- ii) the Issue Shares to be so offered and allotted to Linde AG and/or its wholly owned subsidiary shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

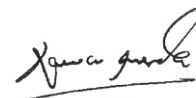
- iii) the Issue Shares shall rank pari passu with the existing Equity Shares of the Company in all respects including as to dividend; and
- iv) the relevant date for the preferential issue, as per the SEBI (Disclosure & Investor Protection) Guidelines, 2000, as amended up to date, for the determination of applicable price for the issue of the abovementioned Equity Shares is 30 days prior to the date of this Extra Ordinary General Meeting i.e. the relevant date is 6 December 2007.

RESOLVED further that the Board be and is hereby authorised to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to giving effect to this resolution including issuing clarifications on the issue and allotment of the Issue Shares, effecting any modification to the foregoing (including any modification to the terms of the issue) in

the best interests of the Company and its shareholders as the Board may in its absolute discretion deem necessary or desirable.

RESOLVED further that the Board be and is hereby authorised to delegate all or any of the powers to any sub-committee of the Board or any Director(s) of the Company to give effect to the aforesaid resolution”.

**By order of the Board**



**Pawani Marda**  
Company Secretary

**Registered Office:**

Oxygen House  
P-43 Taratala Road  
Kolkata- 700088.

11 December 2007

**Notes:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll 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.

2. Members are requested to bring their Attendance Slips to the Meeting.
3. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, is annexed hereto and forms part of this Notice.
4. A copy of the certificate from M/s. BSR & Company, Chartered Accountants, statutory auditors of the Company, certifying that the above preferential issue is in accordance with the Securities and Exchange Board of India (Disclosure & Investor Protection) Guidelines, 2000, on preferential issues, as well as copies of the memorandum and articles of association of the Company shall be kept open for inspection at the Registered Office of the Company during working hours between 10.30 a.m. and 12.30 p.m. except on holidays up to the date of the Extra Ordinary General Meeting and shall also be laid before the Extra Ordinary General Meeting.

## ANNEXURE TO THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON SATURDAY, 5 JANUARY 2008

As the business specified in item Nos. 1 to 4 of the Notice of even date, to which this statement is annexed are items of special business to be transacted at the Extraordinary 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. 1

The Company proposes to issue and allot up to 3,62,00,000 (Three Crores Sixty Two Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each at a premium of not less than Rs. 155/- (Rupees One Hundred and Fifty Five only) per Equity Share, aggregating to an issue price of not less than Rs. 165/- (Rupees One Hundred and Sixty Five only) per Equity Share, for an aggregate investment price of Rs. 597,30,00,000/- (Rupees Five Hundred and Ninety Seven Crores and Thirty Lakhs only), constituting up to 42.45% of the total post issue paid up equity share capital of the Company on a preferential allotment basis to Linde AG and/or its wholly owned subsidiary.

The total post issue paid up equity share capital of the Company after preferential allotment to Linde AG and/or its wholly owned subsidiary will be up to Rs. 85,28,42,230/- (Rupees Eighty Five Crores Twenty Eight Lakhs Forty Two Thousand Two Hundred and Thirty only) divided into up to 8,52,84,223/- (Eight Crores Fifty Two Lakhs Eighty Four Thousand Two Hundred and Twenty Three only) Equity Shares of Rs 10/- (Rupees Ten only) each.

Currently, the authorised share capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs 10/- (Rupees Ten only) each. Hence, it is necessary to increase the authorised share capital of the Company to Rs. 86,00,00,000/- (Rupees Eighty Six Crores only) divided into 8,60,00,000 (Eight Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each, in order to make the proposed preferential allotment of Equity Shares to Linde AG and/or its wholly owned subsidiary.

The Board of Directors, therefore, recommends the abovementioned resolution to be passed as an Ordinary Resolution.

Mr. Sanjiv Lamba, Mr. M.S. Huggon and Mr. R. N. Greenfield, Directors of the Company, being associated with Linde AG, may be deemed to be interested in passing of the above resolution.

### Item Nos. 2 and 3

The Memorandum and Articles of Association are required to be amended in order to increase the authorised share capital of the Company. The Board of Directors, therefore, recommends the passing of the above mentioned resolutions.

Mr. Sanjiv Lamba, Mr. M.S. Huggon and Mr. R. N. Greenfield, Directors of the Company, being associated with Linde AG, may be deemed to be interested in passing of the above resolution.

### Item No. 4

The Company has recently undertaken new projects and developed additional investment opportunities which require an aggregate funding for capital expenditure of approximately Rs. 13.4 Billion until 2010. There is an immediate need to infuse funds to the extent of about 50% of the aforesaid capital expenditure by 2008. Therefore,

a timely capital injection is essential to support the Company's plans. This includes the investment required for supply of gases to JSW Steel Ltd site in Bellary in the State of Karnataka and the establishment of a new merchant ASU in North India. Additionally the Company continues to pursue opportunities in the Tonnage and Merchant markets to maintain its competitive edge.

In view of the above investment commitments/requirements, the Company requires a capital contribution of Rs. 597,30,00,000/- (Rupees Five Hundred and Ninety Seven Crores and Thirty Lakhs only) on an urgent basis.

Linde AG, through its wholly owned subsidiary, The BOC Group plc, is a substantial shareholder of the Company and presently controls approximately 54.8% of the equity share capital of the Company. Linde AG has, in furtherance to its commitment towards the Company, expressed its interest, to make requisite capital contribution to the Company by subscribing, either directly or through a wholly owned subsidiary, to a preferential allotment of upto 3,62,00,000 (Three Crores Sixty Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each in the Company (the "Issue Shares") at a premium of not less than Rs. 155/- (Rupees One Hundred and Fifty Five only) per Equity Share aggregating to an issue price of not less than Rs. 165/- (Rupees One Hundred and Sixty Five only) per Equity Share constituting 42.45% of the total post issue paid up equity share capital of the Company.

The proposed issue and allotment of Issue Shares will be governed by the provisions of the Securities and Exchange Board of India (Disclosure & Investor Protection) Guidelines, 2000 ("SEBI Guidelines"). The issue price determined as per the SEBI Guidelines is Rs. 147.58 per Equity Share. However, the preferential allotment to Linde AG and/or its wholly owned subsidiary is proposed to be made at a premium of 11.8% over the price determined in accordance with the criteria prescribed under the SEBI Guidelines and is also at a premium of 3.35% over the closing price of the shares of the Company as traded on the National Stock Exchange on 10 December 2007 (being the day prior to the date of the Board Meeting authorising the preferential allotment).

Disclosures in terms of Clause 13.1A of the SEBI Guidelines are given as under:

#### (i) The objects of the issue through preferential offer:

To raise funds for the Company's business activities and financing the capital expenditure requirements of the Company;

#### (ii) The intention of the promoters/directors/key management persons to subscribe to the offer:

Linde AG is the main promoter of the Company and through its wholly owned subsidiary, The BOC Group plc, holds 54.8% of the equity share capital of the Company. Given the present capital requirements of the Company, Linde AG has expressed its interest to make a capital contribution for an aggregate amount of Rs. 597,30,00,000/- (Rupees Five Hundred and Ninety Seven Crores Thirty Lakhs only) by subscribing to Equity Shares of the Company under the proposed preferential allotment.

## (iii) Shareholding pattern of the Company before and after the proposed issue of Equity Shares pursuant to the resolution:

## (a) Pre Issue Shareholding Pattern (as of 30 November 2007)

Category of shareholder	No. of shareholders	Total no. of shares	Total no. of shares held in a dematerialized form	Total shareholding as % of total no. of shares	
				As a % of (A+B)	As a % of (A+B+C)
<b>(A) Shareholding of Promoter and Promoter Group</b>					
(1) Indian					
(2) Foreign					
Bodies Corporate	1	26,898,891	-	54.80	54.80
<b>Sub Total</b>	<b>1</b>	<b>26,898,891</b>	<b>-</b>	<b>54.80</b>	<b>54.80</b>
<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>1</b>	<b>26,898,891</b>	<b>-</b>	<b>54.80</b>	<b>54.80</b>
<b>(B) Public Shareholding</b>					
(1) Institutions					
Mutual Funds / UTI	11	1,038,785	1,038,277	2.12	2.12
Financial Institutions / Banks	38	48,722	40,955	0.10	0.10
Central Government / State Government(s)	1	29	-	0.00	0.00
Insurance Companies	6	2,584,393	2,584,293	5.27	5.27
Foreign Institutional Investors	23	6,915,062	6,914,529	14.09	14.09
<b>Sub Total</b>	<b>79</b>	<b>10,586,991</b>	<b>10,578,054</b>	<b>21.57</b>	<b>21.57</b>
(2) Non-Institutions					
Bodies Corporate	809	2,109,832	2,075,873	4.30	4.30
<b>Individuals</b>					
Individual shareholders holding nominal share capital up to Rs. 1 lakh	29,380	8,370,556	6,566,096	17.05	17.05
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	44	1,007,754	995,754	2.05	2.05
Any Others (Specify)	-	-	-	-	-
Trusts	15	7,164	7,164	0.01	0.01
Clearing Members	169	103,035	103,035	0.21	0.21
<b>Sub Total</b>	<b>30,417</b>	<b>11,598,341</b>	<b>9,747,922</b>	<b>23.63</b>	<b>23.63</b>
<b>Total Public shareholding (B)</b>	<b>30,496</b>	<b>22,185,332</b>	<b>20,325,976</b>	<b>45.20</b>	<b>45.20</b>
<b>Total (A)+(B)</b>	<b>30,497</b>	<b>49,084,223</b>	<b>20,325,976</b>	<b>100.00</b>	<b>100.00</b>
<b>(C) Shares held by Custodians and against which Depository Receipts have been issued</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A)+(B)+(C)</b>	<b>30,497</b>	<b>49,084,223</b>	<b>20,325,976</b>	<b>100.00</b>	<b>100.00</b>

**(b) Post-Issue Shareholding Pattern\***

Category of shareholder	No. of shareholders	Total no. of shares	Total no. of shares held in a dematerialized form	Total shareholding as % of total no. of shares	
				As a % of (A+B)	As a % of (A+B+C)
<b>(A) Shareholding of Promoter and Promoter Group</b>					
(1) Indian					
(2) Foreign					
Bodies Corporate	1	63,098,891	-	73.99**	73.99**
<b>Sub Total</b>	<b>1</b>	<b>63,098,891</b>	<b>-</b>	<b>73.99</b>	<b>73.99</b>
<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>1</b>	<b>63,098,891</b>	<b>-</b>	<b>73.99</b>	<b>73.99</b>
<b>(B) Public Shareholding</b>					
<b>(1) Institutions</b>					
Mutual Funds / UTI	11	1,038,785	1,038,277	1.22	1.22
Financial Institutions / Banks	38	48,722	40,955	0.06	0.06
Central Government / State Government(s)	1	29	-	0.00	0.00
Insurance Companies	6	2,584,393	2,584,293	3.03	3.03
Foreign Institutional Investors	23	6,915,062	6,914,529	8.11	8.11
<b>Sub Total</b>	<b>79</b>	<b>10,586,991</b>	<b>10,578,054</b>	<b>12.41</b>	<b>12.41</b>
<b>(2) Non-Institutions</b>					
Bodies Corporate	809	2,109,832	2,075,873	2.47	2.47
<b>Individuals</b>					
Individual shareholders holding nominal share capital up to Rs. 1 lakh	29,380	8,370,556	6,566,096	9.81	9.81
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	44	1,007,754	995,754	1.18	1.18
Any Others (Specify)	-	-	-	-	-
Trusts	15	7,164	7,164	0.01	0.01
Clearing Members	169	103,035	103,035	0.12	0.12
<b>Sub Total</b>	<b>30,417</b>	<b>11,598,341</b>	<b>9,747,922</b>	<b>13.60</b>	<b>13.60</b>
<b>Total Public shareholding (B)</b>	<b>30,496</b>	<b>22,185,332</b>	<b>20,325,976</b>	<b>26.01</b>	<b>26.01</b>
<b>Total (A)+(B)</b>	<b>30,497</b>	<b>85,284,223</b>	<b>20,325,976</b>	<b>100.00</b>	<b>100.00</b>
<b>(C) Shares held by Custodians and against which Depository Receipts have been issued</b>					
	-	-	-	-	-
<b>Total (A)+(B)+(C)</b>	<b>30,497</b>	<b>85,284,223</b>	<b>20,325,976</b>	<b>100.00</b>	<b>100.00</b>

\* This table assumes that holdings of all other classes except that of Promoter/Promoter Group shall remain the same as it was on 30 November 2007.

\*\* This percentage merely reflects the holding of Linde AG and its subsidiaries subsequent to the issue and allotment of the Issue Shares of the Company on a preferential basis as contemplated herein. It does not indicate the shareholding of Linde AG or its subsidiaries following the acquisition of any shares on the secondary market, pending allotment of the Issue Shares.

**(iv) Proposed time within which allotment will be completed:**

As required under the SEBI Guidelines, the allotment as aforesaid is proposed to be made within 15 (fifteen) days from the date of passing of this resolution or in the event the issue and allotment of the Issue Shares would require any approval(s) from any regulatory authority/(ies) or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

(v) **Identity of the proposed allottee and the percentage of post preferential issue equity share capital that may be held by the said allottee:**

<b>Identity of proposed allottee(s)</b>	<b>No. of Equity Shares to be allotted</b>	<b>% of post issue Equity Share Capital</b>
Linde AG is a company incorporated under the laws of Germany having its registered office at Leopoldstrasse 252 D-80807 Muenchen, Germany. Linde AG is a leading manufacturer of Industrial Gases in the world and is the main promoter of the Company. The proposed issue and allotment of the Issue Shares may be made to Linde AG and/or its wholly owned subsidiary.	3,62,00,000	42.45%

The Board of Directors of the Company has already approved the issue and allotment of Equity Shares of the Company on a preferential basis to Linde AG and/or its wholly owned subsidiary.

A copy of the certificate from M/s. BSR & Company, Chartered Accountants, the statutory auditors of the Company certifying that the above preferential issue is in accordance with the Securities and Exchange Board of India (Disclosure & Investor Protection) Guidelines, 2000 on preferential issues and the Memorandum & Articles of Association of the Company are open for inspection at the Registered Office of the Company during working hours between 10.30 a.m. and 12.30 p.m., except on holidays up to the date of the Extra Ordinary General Meeting. Copies of the abovementioned Auditor's Certificate shall also be laid before the Extra Ordinary General Meeting.

Section 81(1A) of the Companies Act, 1956 provides that allotment of Equity Shares of a public company on preferential basis would require approval of its shareholders by way of a special resolution. The Board of Directors, therefore, recommends the abovementioned resolution to be passed as a Special Resolution.

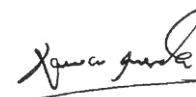
Mr. Sanjiv Lamba, Mr. M.S. Huggon and Mr. R. N. Greenfield, Directors of the Company, being associated with Linde AG, may be deemed to be interested in passing of the above resolution.

**Registered Office:**

Oxygen House  
P-43 Taratala Road  
Kolkata- 700088.

11 December 2007

**By order of the Board**



**Pawan Marda**  
Company Secretary



### BOC India Limited

Registered Office : Oxygen House, P 43 Taratala Road, Kolkata-700 088

#### ATTENDANCE SLIP

Name.....

Folio No.....

DP ID / CL ID.....

No. of Equity Shares.....

<b>Attendance by</b>
(Please tick the appropriate box)
<input type="checkbox"/> Member
<input type="checkbox"/> Proxy
<input type="checkbox"/> Authorised Representative

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Saturday, 5 January 2008 at 11.00 a.m. at Kala Mandir Auditorium, 48 Shakespeare Sarani, Kolkata 700017.

Name of Proxy (in Block Letters)

Shareholder's/Proxy's Signature



### BOC India Limited

Registered Office : Oxygen House, P 43 Taratala Road, Kolkata-700 088

#### PROXY FORM

I/We..... of .....

being a Member/Members of BOC India Limited hereby appoint .....

of ..... or failing him ..... of .....

or failing him ..... of ..... as my / our

Proxy to attend and vote for me/us, on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Saturday, 5 January 2008 at 11.00 a.m. and at any adjournment thereof.

Signed this ..... day of .....



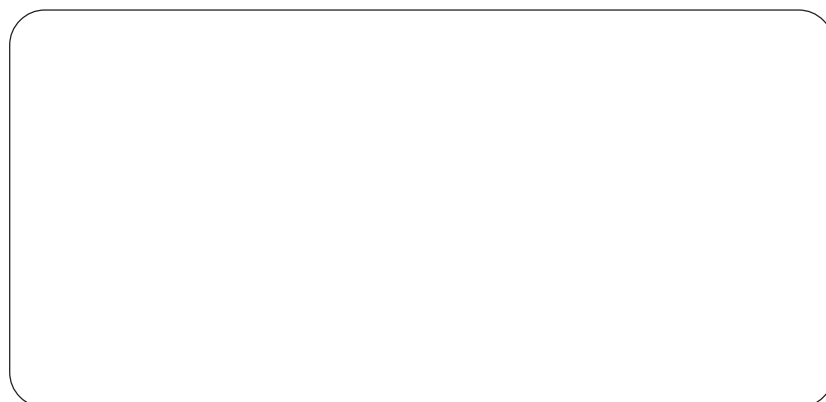
No. of Shares :

(Signature of Member(s) across the stamp)

**Note :**  
The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting. The Proxy need not be a Member of the Company.

**BOOK-POST**  
**U.C.P.**

**To,**



*If undelivered, please return to :*

**BOC India Limited**  
Oxygen House,  
P 43 Taratala Road,  
Kolkata-700 088,  
India.