



A Member of The Linde Group

# BOC India Limited

Regd. Office : Oxygen House, P 43 Taratala Road, Kolkata 700 088

## ANNOUNCEMENT OF RESULT OF POSTAL BALLOT

The Company conducted the process of Postal Ballot pursuant to the provisions of Section 192A(2) of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, for passing a Special Resolution in connection with the proposal of Linde Holdings Netherlands B.V., a part of the promoter group of the Company, acting either by itself or together with persons acting in concert, to voluntarily delist the equity shares of the Company presently traded on Bombay Stock Exchange Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited as per the Postal Ballot Notice dated 18 June 2010.

As per the Scrutinizer's Report submitted by Mr Trivikram Khaitan, Advocate of Khaitan & Co., Advocates, Kolkata, the Scrutinizer appointed by the Board of Directors of the Company for conducting the postal ballot voting process in a fair and transparent manner in compliance with applicable laws and regulations and for ensuring the accuracy of the results thereof, the result of the Postal Ballot conducted is as follows:

Total Postal Ballots received:

| Sr. No. | Particulars  | Numbers    |
|---------|--|------------|
| 1       | Number of Postal Ballots received from the Members of the Company  | 824        |
| 2       | Number of Postal Ballots received from "public shareholders" of the Company as defined in Regulation 2(1)(v) of the SEBI Delisting Regulations | 822        |
| 3       | Number of Postal Ballots rejected  | 60         |
|         | <b>Total number of valid Postal Ballots</b>  | <b>764</b> |

Analysis of Valid votes:

### A. VOTES CAST BY MEMBERS OF THE COMPANY

| Particulars        | Number of Ballot Forms | Number of Votes    | Percentage     |
|--------------------|------------------------|--------------------|----------------|
| All members        |                        |                    |                |
| Assent             | 352                    | 7,69,68,639        | 99.73%         |
| Dissent            | 412                    | 2,08,528           | 0.27%          |
| <b>Total Votes</b> | <b>764</b>             | <b>7,71,77,167</b> | <b>100.00%</b> |

Accordingly, with respect to all Members of the Company, out of 764 valid Postal Ballot forms comprising 7,71,77,167 votes; 352 Postal Ballot forms comprising 7,69,68,639 votes were cast **ASSENTING** to the Special Resolution constituting 99.73% of the valid votes cast and 412 Postal Ballot forms comprising 2,08,528 votes were cast **DISSENTING** to the Special Resolution constituting 0.27% of the valid votes cast.

### B. VOTES CAST BY PUBLIC SHAREHOLDERS OF THE COMPANY

| Particulars         | Number of Ballot Forms | Number of Votes | Percentage     |
|---------------------|------------------------|-----------------|----------------|
| Public shareholders |                        |                 |                |
| Assent              | 350                    | 6,60,346        | 76.00%         |
| Dissent             | 412                    | 2,08,528        | 24.00%         |
| <b>Total Votes</b>  | <b>762</b>             | <b>8,68,874</b> | <b>100.00%</b> |

Accordingly, with respect to the public shareholders of the Company, out of 762 valid Postal Ballot forms comprising 8,68,874 votes; 350 Postal Ballot forms comprising 6,60,346 votes were cast **ASSENTING** to the Special Resolution constituting 76.00% of the valid votes cast and 412 Postal Ballot forms comprising 2,08,528 votes were cast **DISSENTING** to the Special Resolution constituting 24.00% of the valid votes cast.

**The Special Resolution has therefore been declared approved by the Members** with requisite majority as required under Section 189(2) of the Companies Act, 1956 and Regulation 8(1)(b) of the SEBI Delisting Regulations.

For BOC India Limited  
Pawan Marda

Kolkata, 28 July 2010

Asst. Vice President & Company Secretary