

Postal Ballot Notice.

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NOTICE PURSUANT TO SECTION 192A (2) OF THE COMPANIES ACT, 1956

To the Members,

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 to pass the following resolution for change of name of the Company as a Special Resolution by means of Postal Ballot and e voting:

CHANGE OF NAME OF THE COMPANY:

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a "Special Resolution":

"RESOLVED THAT pursuant to the provisions of Section 21 and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to approval of the Central Government / Registrar of Companies and subject to such other approvals as may be required, the consent of the Members be and is hereby accorded to change of name of the Company from "BOC India Limited" to "Linde India Limited".

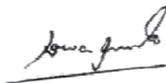
RESOLVED FURTHER THAT clause 1 of the Memorandum of Association of the Company be substituted by the following clause:

1. The name of the Company is "Linde India Limited".

RESOLVED FURTHER THAT the name "BOC India Limited" wherever it occurs in the Articles of Association of the Company be substituted by the new name "Linde India Limited".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be deemed expedient to give effect to the above resolution."

By Order of the Board



Pawan Marda
Asst. Vice President and
Company Secretary

Place: Kolkata
Date: 27 December 2012

Notes:

1. An explanatory statement as required under Section 173(2) of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. The notice is being sent to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 21 December 2012.

3. The Board of Directors has, at its meeting held on 2 November 2012, appointed Mr Trivikram Khaitan, Advocate of Khaitan & Co, Advocates as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. In compliance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and the Circular no.CIR/CFD/DIL/6/2012 dated 13 July 2012 of Securities and Exchange Board of India (SEBI), the Company is also offering e-voting option to all the shareholders. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting and is pleased to offer e-voting facility as an alternate, to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot forms.

The instructions for e-voting are as under:

- (A) In case of shareholders receiving e-mail from NSDL:
 - a. Open e-mail and open PDF file viz; "BOC e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>.
 - c. Click on "Shareholder - Login".
 - d. Put user ID and password as initial password noted in step (a) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
 - g. Select E Voting Event Number (EVEN) of BOC India Limited.
 - h. Now you are ready for "e-voting" as "Cast Vote" page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.

- I. Institutional shareholders and bodies corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through E-mail: scrutinizer@boci.co.in. with a copy marked to evoting@nsdl.co.in.

(B) In case of shareholders receiving Postal Ballot Form by Post:

- a. Initial password is provided below:

| EVEN (E Voting Event Number) | USER ID | PASSWORD / PIN |
|---------------------------------|--|--|
| | Your user ID has been printed on the Postal Ballot form / e-mail forwarding electronic notice. | Your unique password has been printed on the Postal Ballot form / e-mail forwarding electronic notice. |

- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast your vote.
- (C) The e-voting period starts from Saturday, 5 January 2013 and ends on the close of Monday, 4 February 2013. The e-voting module will be disabled by NSDL for voting thereafter.
- (D) If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
- (E) In case of any queries, you may refer the "Frequently Asked Questions (FAQs)" for shareholders and e-voting user manual for Shareholders available at the "downloads" section of NSDL website at www.evoting.nsdl.com.
5. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of MCA are sent Notice of Postal Ballot etc. by e-mail through NSDL and others are sent by post along with Postal Ballot Form. Shareholders have an option to vote either through e-voting or through Postal Ballot Form. Shareholders, who have opted for Green Initiative and who wish to vote through Postal Ballot Form can download Ballot Form from the link www.evoting.nsdl.com / www.boc-india.com, or seek duplicate from M/s Link Intime India Pvt. Ltd., Registrar and Share Transfer Agents of the Company and fill in the details and send the same to the Scrutinizer.
6. The shareholders desiring to exercise their votes by physical postal ballot are requested to carefully read the instructions printed in the attached Postal Ballot Form. Such shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. The Postal Ballot Form duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope to the Scrutinizer so as to reach the Scrutinizer before the close of working hours (1700 hours) on or before Monday, 4 February 2013. The consent or otherwise received after the said date shall be treated as if reply from the shareholder has not been received.
7. The shareholders should opt for only one mode of voting, i.e. physical postal ballot or electronic voting.
8. If the member has voted differently in both physical as well as electronic modes, vote cast by way of physical Postal Ballot would be considered valid.
9. The Scrutinizer will submit his report to the Chairman / Managing Director of the Company after completion of scrutiny of the votes cast through Postal Ballot Forms and e-voting.
10. The results of the Postal Ballot will be announced by the Chairman / Managing Director of the Company on Wednesday, the 6th day of February 2013 at 4.00 P.M. at the Registered Office of the Company at Oxygen House, P 43 Taratala Road, Kolkata 700 088 and will also be published in newspapers and communicated to the stock exchanges where the shares of the Company are listed. The result will also be put on the Company's website www.boc-india.com.
11. The Special Resolution mentioned above shall be declared as passed on the date of declaration of result if the number of votes cast in its favour is not less than three times the number of votes cast against the said Special Resolution.
12. The Board of Directors has appointed Mr Srikumar Menon, Managing Director and Mr Pawan Marda, Asst. Vice President and Company Secretary as the persons severally responsible for entire postal ballot process.
13. All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days of the Company between 10.30 a.m. to 5 p.m. up to the date of the closure of the Postal Ballot.

Explanatory Statement required by Section 173 (2) of the Companies Act, 1956.

Change of name of the Company:

BOC India Limited is a subsidiary of Linde AG and became a member of The Linde Group following the global acquisition of the BOC Group by Linde AG in 2006. The Linde Group is a leading global gases and engineering group in the world with operations in over hundred countries. Linde is therefore a leading name and brand in the gases and engineering businesses across the world. With a view to benefit from the global brand image of Linde in the gases and engineering businesses worldwide and communicate one identity, particularly to global customers of The Linde Group, it is now proposed to align the name of the Company with its promoter group. Apart from benefiting from the alignment with Linde brand, the proposal is also expected to motivate the existing and future employees by promoting organisational unity within the Group. It is therefore, considered appropriate to change the name of the Company to "Linde India Limited", subject to the approval of the Central Government pursuant to

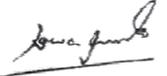
Section 21 of the Companies Act, 1956. The Registrar of Companies, West Bengal, has confirmed the availability of the new name, that is, "Linde India Limited".

Change of the Company's name in the aforesaid manner requires the approval of the Members of the Company by a special resolution pursuant to the provisions of Section 21 of the Companies Act, 1956.

Your Directors recommend the above resolution for approval.

None of the Directors are interested or concerned in the proposed resolution.

By Order of the Board



Pawan Marda
Asst. Vice President and
Company Secretary

Place: Kolkata

Date: 27 December 2012