

Sect/11

4 February 2013

By Fax/Courier/ E-mail

The Secretary
The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata-700001

The General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
New Trading Ring, Rotunda Building 1st Floor
P.J.Towers, Dalal Street
Fort, Mumbai 400001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G- Block
Bandra Kurla Complex, Bandra (E)
Mumbai-400051

Dear Sir,

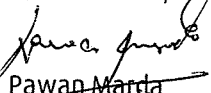
**Audited Financial Results for the Year ended
31 December 2012 & Recommendation of Dividend**

We are pleased to give you the following information pursuant to Clauses 20 and 41 of the Listing Agreement:

1. At the meeting of the Board of Directors of the Company held today, the Board has approved and taken on record the Audited Financial Results of the Company for the year ended 31 December 2012. A copy of the text of the said audited financial results including the segment wise results and the year end review report of BSR & Co, Statutory Auditors of the Company is enclosed herewith.
2. The Board has recommended a dividend of 15 % (i.e. Rs.1.50 per equity share) of Rs. 10 each for the year ended 31 December 2012.
3. The Annual General Meeting of the Company will be held on Friday, 17 May 2013. The Register of Members and share transfer books of the Company will be closed for the purpose of Annual General Meeting and payment of Dividend from Wednesday, 8 May 2013 to Friday, 17 May 2013. (both days inclusive).

Thanking you,

Yours faithfully


Pawan Marda

Asst. Vice President & Company Secretary

Encl:

PART-I

Audited Financial Results for the year ended 31 December 2012

₹ Millions

Particulars	Quarter ended 31 December 2012 (Balancing figure)* (Audited)*	Quarter ended 30 September 2012 (Unaudited)	Quarter ended 31 December 2011 (Balancing figure)* (Audited)*	Year ended 31 December 2012 (Audited)	Year ended 31 December 2011 (Audited)
Gross income	3,556.64	3,692.80	3,984.13	14,147.71	12,290.79
Gross sales	3,515.19	3,670.69	3,612.97	14,002.92	11,681.64
Excise duties	254.98	227.83	198.59	869.05	627.74
1. Income from operations					
a) Net sales (Net of excise duty)	3,260.21	3,442.86	3,414.38	13,133.87	11,053.90
b) Other operating income	21.67	18.25	347.41	110.53	476.88
Total income from operations (net)	3,281.88	3,461.11	3,761.79	13,244.40	11,530.78
2. Expenses					
a) Cost of materials consumed	386.08	713.46	449.94	2,339.77	1,190.54
b) Purchase of stock in trade	183.51	152.14	247.08	663.92	746.47
c) Changes in inventories of finished goods and stock in trade (including contract work-in-progress)	42.02	2.87	(45.10)	31.25	(10.01)
d) Employee benefits expense	188.90	234.49	168.68	822.86	621.73
e) Depreciation and amortisation (including impairment)	397.07	306.65	186.82	1,125.21	708.21
f) Power and fuel	1,193.27	1,165.95	1,236.72	4,443.86	3,490.89
g) Contract job expenses	154.29	96.36	157.77	480.74	946.24
h) Freight and transport	238.12	247.58	248.39	958.27	801.26
i) Other expenses	451.04	287.55	397.26	1,472.23	1,413.88
Total expenses	3,234.30	3,207.05	3,047.56	12,338.11	9,909.21
3. Profit from operations before other Income, finance costs and exceptional Items (1-2)	47.58	254.06	714.23	906.29	1,621.57
4. Other income	19.78	3.86	23.75	34.26	132.27
5. Profit from ordinary activities before finance costs and exceptional items (3+4)	67.36	257.92	737.98	940.55	1,753.84
6. Finance costs (net)	172.59	168.78	1.03	404.17	5.34
7. Net profit/(loss) from ordinary activities after finance costs but before exceptional items (5-6)	(105.23)	89.14	736.95	536.38	1,748.50
8. Exceptional item [refer note (ii) below]	718.62	-	-	718.62	-
9. Profit from ordinary activities before tax (7+8)	613.39	89.14	736.95	1,255.00	1,748.50
10. Tax Expense:					
- Current tax	122.18	21.99	148.35	265.98	393.33
- MAT credit entitlement	(122.18)	(21.99)	-	(211.88)	-
- Deferred tax	158.32	29.42	82.38	316.74	138.60
- (Reversal)/charge of earlier year	1.28	0.43	-	(10.64)	-
11. Net profit from ordinary activities after tax (9-10)	453.79	59.29	506.22	894.80	1,216.57
12. Extraordinary item	-	-	-	-	-
13. Net profit for the period (11-12)	453.79	59.29	506.22	894.80	1,216.57
14. Paid up equity share capital (Face value ₹10 each)	852.86	852.86	852.86	852.86	852.86
15. Reserves excluding Revaluation Reserve as per Balance Sheet of previous accounting year				12,469.94	11,750.55
16.i. Earnings per share (before extraordinary items) (of ₹10 each)(not annualised)					
Basic and diluted	5.32	0.70	5.95	10.49	14.26
16.ii. Earnings per share (after extraordinary items) (of ₹10 each)(not annualised)					
Basic and diluted	5.32	0.70	5.95	10.49	14.26

* Figures for the quarter ended 31 December are the balancing figure between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the respective financial year. Also the figures upto the end of the third quarter were only reviewed and not subjected to audit.

Notes:

- (i) This statement was placed before the Board of Directors at their meeting held on 4 February 2013 and has been approved for release.
- (ii) Exceptional item represents profit of Rs. 718.62 million from sale of factory land at Vizag and Bangalore.
- (iii) The Board of Directors of the Company has recommended a dividend of 15% (i.e. Rs1.50 per equity share) for the year ended 31 December 2012.
- (iv) The Register of Members and Share Transfer Books of the Company shall remain closed for the purpose of Annual General Meeting and payment of Dividend from Wednesday, 8 May 2013 to Friday, 17 May 2013 (both days inclusive).
- (v) Figures for the previous period/year has been regrouped/rearranged where necessary.

04 February 2013
Kolkata

BOC India Limited
A member of The Linde Group
P43 Taratala Road, Kolkata 700 088, India
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Srikumar Menon
Managing Director

BSR & CO.

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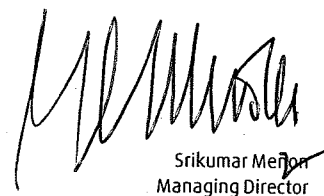
PART-II

Select information for the Quarter and year ended 31 December 2012

Particulars	Quarter ended 31 December 2012	Quarter ended 30 September 2012	Quarter ended 31 December 2011	Year ended 31 December 2012	Year ended 31 December 2011
A. PARTICULARS OF SHAREHOLDING					
1. Public shareholding					
- Number of shares	8,975,930	8,975,930	8,975,930	8,975,930	8,975,930
- Percentage of shareholding (%)	10.52	10.52	10.52	10.52	10.52
2. Promoters and Promoter Group Shareholding					
a) Pledged/Encumbered					
- Number of shares	-	-	-	-	-
- Percentage of shares (as a % of the total shareholding of Promoter and Promoter Group)	-	-	-	-	-
- Percentage of shares (as a % of the total share capital of the Company)	-	-	-	-	-
b) Non-encumbered					
- Number of shares	76,308,293	76,308,293	76,308,293	76,308,293	76,308,293
- Percentage of shares (as a % of the total shareholding of Promoter and Promoter Group)	100	100	100	100	100
- Percentage of shares (as a % of the total share capital of the Company)	89.48	89.48	89.48	89.48	89.48

Particulars	Quarter ended 31 December 2012
B. INVESTORS COMPLAINTS	
Pending at the beginning of the quarter	0
Received during the quarter	4
Disposed of during the quarter	4
Remaining unresolved at the end of the quarter	0

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Srikumar Menon
Managing Director

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Segmentwise Revenue, Results and Capital Employed under Clause 41 of the Listing Agreement

₹ Millions

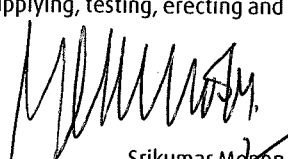
Particulars	Quarter ended 31 December 2012 (Balancing figure)* (Audited)*	Quarter ended 30 September 2012 (Unaudited)	Quarter ended 31 December 2011 (Balancing figure)* (Audited)*	Year ended 31 December 2012 (Audited)	Year ended 31 December 2011 (Audited)
1. Segment revenue					
a. Gases and related products	2,442.49	2,364.80	2,552.44	9,353.05	8,159.12
b. Project engineering	912.65	1,173.29	1,592.55	5,001.68	5,073.48
Total	3,355.14	3,538.09	4,144.99	14,354.73	13,232.60
Less : Inter segment revenue	73.56	78.02	403.81	1,113.13	1,713.26
Add : Other unallocable income	20.08	4.90	44.36	37.06	143.71
Total income	3,301.66	3,464.97	3,785.54	13,278.66	11,663.05
2. Segment results					
a. Gases and related products	(43.26)	104.70	323.30	483.86	1,059.57
b. Project engineering	135.07	212.62	450.05	639.73	809.66
Total segment profit before interest, tax and exceptional item	91.81	317.32	773.35	1,123.59	1,869.23
Less : i) Interest Expense	172.59	168.78	1.03	404.17	5.34
ii) Exceptional items	(718.62)	-	-	(718.62)	-
iii) Other unallocable expenditure (net of unallocable income)	24.45	59.40	35.37	183.04	115.39
Total Profit before tax	613.39	89.14	736.95	1,255.00	1,748.50
3. Capital employed (Segment assets - Segment liabilities)					
a. Gases and related products	24,764.99	24,985.11	22,317.07	24,764.99	22,317.07
b. Project engineering	(823.18)	(1,009.45)	(606.34)	(823.18)	(606.34)
c. Unallocated	(10,602.69)	(11,042.16)	(9,090.88)	(10,602.69)	(9,090.88)
Total	13,339.12	12,933.50	12,619.85	13,339.12	12,619.85

Note:

The primary segment for the Company is the Business Segment and it has two such segments as follows:

- Gases and Related Products : Comprises manufacture and sale of industrial, medical and special gases as well as related products.
- Project Engineering: Comprises manufacture and sale of cryogenic and non-cryogenic vessels as well as designing, supplying, testing, erecting and commissioning of projects.
- Figures for the previous period/year have been regrouped/rearranged, where necessary.

04 February 2013
Kolkata


Srikumar Mondal
Managing Director

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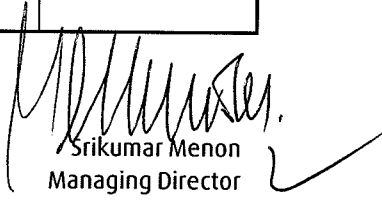
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Statement of Assets and Liabilities

₹Millions

Particulars		As at 31 December 2012 (Audited)	As at 31 December 2011 (Audited)
EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital		852.84	852.84
(b) Reserves and surplus		12,486.28	11,767.01
Shareholders' funds		13,339.12	12,619.85
2 Non-current liabilities			
(a) Long-term borrowings		8,504.17	7,940.68
(b) Deferred tax liabilities (net)		1,439.52	1,135.67
(c) Other long term liabilities		228.13	197.66
(d) Long term provisions		2,409.65	1,382.63
Non-current liabilities		12,581.47	10,656.64
3 Current liabilities			
(a) Short-term borrowings		1,600.00	-
(b) Trade payables		2,577.77	2,507.03
(c) Other current liabilities		3,059.47	2,819.22
(d) Short-term provisions		982.86	1,201.91
Current liabilities		8,220.10	6,528.16
TOTAL EQUITIES AND LIABILITIES		34,140.69	29,804.65
B ASSETS			
1 Non-current assets			
(a) Fixed assets		22,602.88	14,918.34
(b) Non-current investments		150.00	150.00
(c) Long-term loans and advances		3,219.30	7,705.33
(d) Other non-current assets		1,409.99	876.35
Non-current assets		27,382.17	23,650.02
2 Current assets			
(a) Inventories		714.90	739.53
(b) Trade receivables		3,095.64	3,240.29
(c) Cash and cash equivalents		462.95	231.18
(d) Short-term loans and advances		2,098.47	1,706.63
(e) Other current assets		386.56	237.00
Current assets		6,758.52	6,154.63
TOTAL ASSETS		34,140.69	29,804.65

04 February 2013
Kolkata


Srikumar Menon
Managing Director

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BSR & CO.

B S R & Co.

(Registered)

Chartered Accountants

Infinity Benchmark, Plot No. G-1
10th Floor, Block - EP & GP, Sector V
Salt Lake City, Kolkata - 700 091

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Fax +91 33 4403 4199

REVIEW REPORT TO THE BOARD OF DIRECTORS OF BOC INDIA LIMITED

We have audited the accompanying annual financial results of BOC India Limited for the year ended 31 December 2012, attached herewith, being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. Attention is drawn to the fact that the figures for the quarter ended 31 December 2012 and the corresponding quarter ended in the previous year as reported in these financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the end of the third quarter of the relevant financial year. Also the figures up to the end of the third quarter had only been reviewed and not subjected to audit.

These financial results have been prepared on the basis of the annual financial statements and reviewed quarterly financial results up to the end of the third quarter which are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial results based on our audit of the annual financial statements which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India and in compliance with Clause 41 of the Listing Agreement.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these financial results:

- a. are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- b. give a true and fair view of the net profit and other financial information for the year ended 31 December 2012

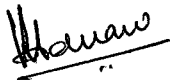
B S R & Co.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of clause 35 of the Listing Agreement and found the same to be correct.

for B S R & Co.

Chartered Accountants

Firm's Registration Number: 101248W



Vikram Advani

Partner

Membership Number: 091765

Place: Kolkata

Date: 4 February 2013