

conditions mentioned in paragraph 71 below, acquire all Offer Shares which have been validly tendered at prices up to and equal to the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share purchased pursuant to the Delisting Offer. The Acquirer will not accept Offer Shares tendered at a price that exceeds the Exit Price.

69. If the Acquirer does not accept the Discovered Price, when it is higher than the Floor Price, the Acquirer will have no obligation to acquire the Offer Shares tendered in the Delisting Offer, the Delisting Offer will be withdrawn and the dematerialized Offer Shares deposited in the Special Depository Account or pledged in favour of the Manager to the Offer (as hereinafter defined) as per paragraph 80 of this Public Announcement and physical Offer Shares tendered as per paragraph 84 of this Public Announcement, will be dealt with in the manner prescribed in paragraph 97 below.
70. The Acquirer shall announce its decision to reject the Discovered Price or offer the Exit Price (if any) in the same newspapers in which this Public Announcement has appeared, in accordance with the timetable set out in paragraph 99 of this Public Announcement.

Conditions of the Delisting Offer

71. **The acquisition of Offer Shares by the Acquirer and the delisting of the Equity Shares of the Company are conditional upon:**
- (a) **The Acquirer deciding in its sole and absolute discretion to accept an Exit Price and making the Second Public Announcement;**
- (b) **A minimum number of Offer Shares being validly tendered at prices up to or equal to the Exit Price so as to cause the shareholding of the Acquirer in the Company to reach a minimum of approximately 94.74% of the Equity Capital; and**
- (c) **There being no amendments to the Delisting Regulations or other applicable laws or regulations or conditions imposed by any regulatory/ statutory authority/body or order from a court or competent authority which would, in the sole opinion of the Acquirer, prejudice the Acquirer from proceeding with the Delisting Offer.**

Dates of Opening and Closing the Bid Period

72. Public Shareholders may tender their Offer Shares (the “**Bids**”) by submitting a Bid Form (as hereinafter defined) to the relevant Bid Centre (as hereinafter defined) during the Bid Period (as hereinafter defined). The period during which Public Shareholders may tender their Offer Shares to the Trading Member (as hereinafter defined) pursuant to the reverse book-building process (the “**Bid Period**”) shall commence at 10.00 a.m. on January 24, 2011 (the “**Bid Opening Date**”) and close at 3.00 p.m. on January 31, 2011 (the “**Bid Closing Date**”).
73. Bid Forms received after 3.00 p.m. on the Bid Closing Date will not be considered valid Bids and not be accepted for the purpose of determining the Discovered Price pursuant to the reverse book-building process.
74. Letters inviting Public Shareholders to tender their Offer Shares to the Acquirer by way of submission of Bids (the “**Bid Letters**”), containing the necessary forms and detailed instructions for submitting Bids will be dispatched to all Public Shareholders as per the timetable provided in paragraph 99 of this Public Announcement. The Bid Letters would be dispatched to only those Public Shareholders whose names appear on the register of members of the Company or the depository on the Specified Date (as stated in paragraph 99 of this Public Announcement).

Details of Trading Member, Bidding Centres and Bidding Procedures

75. Public Shareholders may tender their Offer Shares through an online electronic system, the facility for which will be provided by BSE. Public Shareholders may lodge their Bids through SMC Global Securities Limited, the trading member of BSE (the “**Trading Member**”).
76. The details of centres of the Trading Member where the Bids shall be submitted by hand delivery (the “**Bid Centres**”) are as follows:

Sr. No.	Bid Centre/City	Address of Trading Member	Contact Person	Phone Number	Fax Number
1	Mumbai	Dheeraj Sagar Co-operative Housing Society, Opp. Goregaon Sports Club, Link Road, Malad (West), Mumbai - 400064	Mr. Prabir Kumar Singh / Ms. Divya Pramod	022 67341600 -30	022 2880 5606
2	Mumbai	258, Perin Nariman Street, Fort, Mumbai - 400 001	Mr. Mahesh Chandra Joshi	022 6651 8046 -47	022 6654 1800
3	Kolkata	18, Rabindra Sarani, Poddar Court, Gate No. 4, 4th Floor, Kolkata - 700001	Mr. Nalla Nageswar Rao / Mr. Sankit	033 3984 7000 -04	033 3984 7000
4	Kolkata	16, India Exchange Place, 2nd Floor, Room no. 9, Kolkata - 700001	Mr. Subrata Sheet	033 3984 2047	033 3984 2048
5	Delhi	11/6B, Shanti Chamber, Pusa Road, New Delhi - 110005	Mr. Devendra Mani Dwivedi	011 3011 1000	011 2575 4383
6	Delhi	415-416, Roots Tower, Laxmi Nagar, District centre, Delhi - 110091	Mr. Sandeep Valiya	011 22456450, 011 2244 5325- 26	011 2244 5328
7	Dehradun	Shop no. 7, 8,9 & 10, Shiva Palace, II Floor, Rajpur Road, Dehradun - 248001	Mr. Shobit Bansal	0135 3209991 - 92 / 95	NA
8	Bangalore	Premises 7-10, Ground Floor, Gold Tower, # 50 (Old no.98), Residency Road, Banker 25, Bangalore - 560025	Mr. V Mahesha	080 40910 034 / 35	NA
9	Pune	1st Floor, Dealing Chambers, opp. Hotel Subdhra, Near Sai Petrol Pump, J.M.Road, Pune - 411005	Mr. Vedant Kabra	020 6680 5805, 6680 5801	NA
10	Chennai	2A, 2nd Floor, Mookambika Complex, 4 Lady Desikachari Road, Mylapore, Chennai - 600004	Mr. Muri	044 3910 9100 - 122	044 3910 9111
11	Chennai	Jayam Complex, AA147, IV Floor, III Avenue, Anna Nagar, Chennai - 600 040	Mr. V.Sasi Kumar	044 4217 1113, 044 4217 2444, 044 3250 9226, 044 3250 9228	NA
12	Ahmedabad	F/1 Satyam Complex, Jawahar Chowk, Maninagar, Ahmedabad - 380008	Mr. Hetal N Shah / Mr. Nishit Shah	079 2642 4801 - 04	079 3061 5572/ 34
13	Ahmedabad	303, R.K. House, Behind Ship Building, Opp. Sharda Furniture, C.G. Road, Ahmedabad - 380009	Mr. Kartik D Dave / Mr. Chirav Shah	079 2642 4222 /33 079 3007 4884	079 2642 4222
14	Indore	M-4-5-6, Mezzanine Floor, Commerce House Building, 7, Race Course Road Indore - 452001, Madhya Pradesh	Mr. Yogesh Bagora	0731 3070600/18	0731 3070617
15	Hyderabad	206 III Floor, Above CMR Exclusive, Bhuvana Tower S.D Road, Secunderabad, Andhra Pradesh - 500003	Mr. Saied Mastan	040 3078 0297, 040 3078 0299, 040 3092 0623	040 4002 1612

77. Public Shareholders may submit their Bids by completing the Bid Forms accompanying their Bid Letters (the “**Bid Forms**”) and submitting these Bid Forms to the Trading Member at any of the Bid Centres set out above by hand delivery on or before the Bid Closing Date. Bid Forms submitted by hand delivery must be delivered to the Bid Centres during the following hours: Monday to Friday – 10.00 AM to 3.00 PM.
78. Public Shareholders (in particular those Public Shareholders who are resident in areas where no Bid Centres are located) may also submit their Bids by registered post or speed post only (at their own risk and cost) so as to ensure that their Bid Forms are delivered to: SMC Global Securities Limited, Dheeraj Sagar Co-operative Housing Society, Opp. Goregaon Sports Club, Link Road, Malad (West), Mumbai – 400064, on or before 3.00 PM on the Bid Closing Date. If duly filled Bid Forms arrive before the Bid Period opens, the Bid will continue to remain valid, subject to the Trading Member not submitting the Bid until the commencement of the Bid Period. **The Bid Forms should not be dispatched to the Acquirer, the Company, the Manager to the Offer or the Registrar to the Offer under any circumstances.**
79. The Trading Member, on behalf of the Manager to the Offer, has opened a special depository account with SMC Global Securities Limited (the “**Special Depository Account**”), details of which are as follows:

Trading Member	SMC Global Securities Limited
Special Depository Account Name	BOC INDIA LTD - DELISTING ESCROW A/C - SMC GLOBAL SECURITIES LTD
Name of Depository Participant	SMC Global Securities Limited
Depository Participant Identification Number	12027000
Client Identification Number	00123839

80. In order for Bid Forms to be valid, Public Shareholders, who wish to participate in the reverse book building process, should transfer their Offer Shares from their respective depository accounts to the Special Depository Account prior to the submission of their Bid, and enclose a photocopy of the delivery instruction to their depository participant, duly acknowledged by such depository participant, along with the Bid Form. Alternatively, Public Shareholders who hold Equity Shares in dematerialized form, may mark a pledge for their Offer Shares to the Manager to the Offer in favour of the Special Depository Account prior to the submission of their Bids, and enclose a photocopy of the pledge instruction to their depository participant with the due acknowledgment by such depository participant, along with the Bid Form.
81. **All transfers should be in off-market mode. Multiple Bids from the same depository account are liable to be rejected.**
82. Public Shareholders who hold their Offer Shares through National Securities Depository Limited will have to execute an inter-depository delivery instruction for the purpose of crediting their Offer Shares in favour of the Special Depository Account of the Trading Member.
83. **It is the responsibility of the Public Shareholders to ensure that their Offer Shares are credited or pledged to the Special Depository Account (in accordance with paragraph 80 of this Public Announcement) on or before 3.00 PM on the Bid Closing Date.**
84. In order for Bid Forms to be valid, (i) unregistered Public Shareholders who hold Offer Shares in physical form must have submitted the Bid Form along with the original contract note issued by a registered share broker of a recognized stock

exchange through whom such Equity Shares were acquired accompanied by the duly signed share certificate(s) and transfer deed(s); and (ii) registered Public Shareholders who hold Offer Shares in physical form, must have submitted the Bid Form along with the duly signed original share certificate(s) and transfer deed(s). In each case, the Public Shareholders must submit the relevant documents either by hand delivery or by registered post or by courier such that these are received by the Trading Member before 3.00 p.m. on the Bid Closing Date. The Trading Member will, after entering the Bids on the online electronic system, send them to the Registrar to the Offer (as hereinafter defined) for confirming their genuineness. The Bids in respect of the share certificates which are found to be not genuine, as communicated to the Trading Member by the Registrar to the Offer, during the Bid Period, shall be deleted from the online electronic system. If any such instances are noticed by the Registrar to the Offer after the Bid Period, the respective Bids shall be rejected by the Registrar to the Offer directly.

85. It shall be the responsibility of the Public Shareholders tendering their Equity Shares in the Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals) if any, prior to tendering in the Delisting Offer and the Acquirer shall take no responsibility for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable. Once the Offer Shares are credited or pledged to the Special Depository Account or physical Offer Shares submitted to the Trading Member, the Acquirer shall assume that the Public Shareholders have submitted their Bid(s) only after obtaining applicable approvals, if any. In any case, the Acquirer reserves the right to reject those Bid Forms which are submitted without attaching a copy of such required approvals.
86. The Trading Member, on behalf of the Manager to the Offer, will hold in trust the Offer Shares deposited in the Special Depository Account or pledged to the Manager to the Offer in accordance with paragraph 80 above. The Registrar to the Offer will hold in trust the share certificate(s) and transfer deed(s) delivered to it by the Trading Member in accordance with paragraph 84 above, until the Acquirer completes its obligations under the Delisting Offer in accordance with the Delisting Regulations.
87. The ISIN number for the Equity Shares is INE473A01011.
88. In the event that some Public Shareholders do not receive, or misplace, their Bid Letters, they may obtain a copy of the same by writing to Link Intime India Pvt Ltd, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai -400078 (the “**Registrar to the Offer**”), clearly marking the envelopes “BOC India Limited Delisting Offer”. Public Shareholders may obtain copies of Bid Forms at the Bid Centres.
89. The Offer Shares to be acquired under this Delisting Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto. Offer Shares that are subject to any liens, charges or encumbrances are liable to be rejected.
90. Paragraph 5 of Schedule II of the Delisting Regulations provides that Public Shareholders, who have tendered their Offer Shares by submitting Bids pursuant to the terms of this Public Announcement and the Bid Letter, may withdraw or revise their Bids upwards not later than one day before the Bid Closing Date. Downward revision of the Bids is not permitted. Any such request for revision or withdrawal of the Bids can only be exercised by submitting the Form of Withdrawal or Form of Revision respectively so as to reach the Trading Member at 11/6B, Pusa Road, Shanti Chambers, New Delhi-110005 on or before 3.00 p.m. as on one day prior to the Bid Closing Date. **Please note that the Form of Withdrawal and/or Form of Revision will not be accepted at other Bid Centres.**

Details of Escrow Account and the amount deposited therein

91. The estimated consideration payable under the Delisting Regulations, being the Floor Price of Rs. 225.29/- per Equity Share multiplied by the number of Equity Shares outstanding with the Public Shareholders, i.e. 8,975,930 Equity Shares, is Rs. 2,022,187,270/- (as may be increased from time to time, the “**Escrow Amount**”). In the event the Acquirer decides to announce an Exit Price higher than the Floor Price in accordance with paragraph 67 above, the Acquirer shall forthwith substitute the Bank Guarantee (as defined below) with another bank guarantee representing such increased Escrow Amount in accordance with Regulation 11(2) of the Delisting Regulations and the definition of “Escrow Amount” herein shall be deemed to include such increase, if any.
92. In accordance with Regulations 11(1) and 11(3) of the Delisting Regulations, the Acquirer, Deutsche Equities India Private Limited, having its registered office at Kodak House, 3rd Floor, Dr. D.N. Road, Fort, Mumbai – 400 001 (the “**Manager to the Offer**”) and Deutsche Bank AG, Mumbai Branch, having its registered office at Kodak House, 222 Dr. D. N. Road Fort, Mumbai 400001 (the “**Escrow Bank**”), have entered into an escrow agreement dated November 29, 2010 (the “**Escrow Agreement**”), pursuant to which the Acquirer has opened an escrow account with the Escrow Bank (the “**Escrow Account**”). The Escrow Account consists of inter alia a bank guarantee dated December 2, 2010, (the “**Bank Guarantee**”) issued by the Escrow Bank on behalf of the Acquirer in favour of the Manager to the Offer for the Escrow Amount calculated in terms of paragraph 91 above.
93. In the event of default by the Acquirer in fulfilling its obligations under the Delisting Regulations, the Manager to the Offer has been authorised to realise the value of the Escrow Amount as per the provisions of the Delisting Regulations.

Procedure for settlement

94. In case the Acquirer decides to accept the Exit Price and makes the Second Public Announcement in accordance with paragraph 68 above and all other conditions attaching to the Delisting Offer are satisfied, the Acquirer shall forthwith open a special account with the Escrow Bank and transfer thereto, the entire amount due and payable as consideration in respect of the Equity Shares validly tendered in the Delisting Offer at a price up to or equal to the Exit Price in accordance with Regulation 20(1) of the Delisting Regulations. The Acquirer shall thereafter acquire all Offer Shares that have been validly tendered at prices up to or equal to the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share, subject to applicable taxes as described in paragraphs 105-111 of this Public Announcement.
95. All the Public Shareholders whose Bids were at a price up to or equal to the Exit Price and whose Bids were verified to be genuine in accordance with the Delisting Regulations shall be paid the Exit Price for each Offer Share validly tendered, within ten working days from Bid Closing Date (i.e. by February 14, 2011) by way of crossed account payee cheque/demand draft/pay order. All cheques/demand drafts/pay orders will be drawn in the name of the first holder in case of joint holders of Equity Shares.
96. Additionally, if and once the Equity Shares have been delisted, all Public Shareholders whose Offer Shares have not been acquired by the Acquirer may validly tender their Equity Shares to the Acquirer at the Exit Price during a period of up to twelve months following the date of delisting of the Equity Shares from the Stock Exchanges (the “**Exit Window**”). Such Public Shareholders may tender their Equity Shares by submitting the required documents to the Registrar to the Offer during the Exit Window.
97. If the Acquirer does not accept or offer an Exit Price, all dematerialized Offer Shares deposited in the Special Depository Account or pledged with the Manager to the Offer in accordance with paragraph 80 of this Public Announcement and physical Offer Shares tendered as per paragraph 84 of this Public Announcement, will, (i) in the case of dematerialized Offer Shares deposited in the Special Depository Account, be credited back to the respective depository account with the respective depository participants as per the details furnished by the relevant Public Shareholder in the Bid Form; (ii) in the case of dematerialized Offer Shares pledged to the Manager to the Offer, have the pledge revoked and (iii) in the case of physical Offer Shares, be dispatched to the relevant Public Shareholders by registered post, at the Public Shareholder’s sole risk; the actions in respect of both (i), (ii) and (iii) above being completed within ten working days from the Bid Closing Date (i.e. by February 14, 2011), as stipulated under the Delisting Regulations.
98. Equity Shares from any invalid Bid will (i) in the case of dematerialized Offer Shares deposited in the Special Depository Account, be credited back to the respective depository account with the respective depository participants as per the details furnished by the relevant Public Shareholder in the Bid Form; (ii) in the case of dematerialized Offer Shares pledged to the Manager to the Offer, have the pledge revoked and (iii) in the case of physical Offer Shares, be dispatched to the relevant Public Shareholders by registered post / speed post, at the Public Shareholder’s sole risk; the actions in respect of both (i), (ii) and (iii) above being completed within ten working days from the Bid Closing Date (i.e. by February 14, 2011), as stipulated under the Delisting Regulations.

Proposed Time Table for the Delisting Offer

99. The proposed timetable for the Delisting Offer is as follows:

Activity	Day and Date*
Resolution for delisting of Equity Shares passed by the shareholders of the Company	Wednesday, July 28, 2010
Public Announcement by the Acquirer	Wednesday, January 5, 2011
Specified Date [#]	Friday, January 7, 2011
Bid Letters / Bid Forms expected to be dispatched to Public Shareholders	Saturday, January 8, 2011
Bid Opening Date (10.00 AM)	Monday, January 24, 2011
Last date for upward revision or withdrawal of Bids	Friday, January 28, 2011
Bid Closing Date (3.00 PM)	Monday, January 31, 2011
Public Announcement of Discovered Price / Exit Price and Acquirer's acceptance / rejection of Discovered Price / Exit Price	Friday, February 4, 2011
Last date for payment of consideration for Equity Shares to be acquired in case of a successful Delisting Offer ^{##}	Monday, February 14, 2011
Last date for return to Public Shareholders of Offer Shares tendered but not acquired under the Delisting Offer	Monday, February 14, 2011

** Changes, if any will be notified to the Public Shareholders by way of corrigendum to this Public Announcement in the same newspapers where this Public Announcement is being issued.*

Specified Date is only for the purpose of determining the names of the Public Shareholders as on such date to whom the Bid Letter will be sent. However, all Public Shareholders (registered or unregistered) of the Equity Shares are eligible to participate in the Delisting Offer any time before and on the Bid Closing Date.

Subject to the acceptance of the Discovered Price (if it is higher than the Floor Price) or offer of an Exit Price higher than the Discovered Price by the Acquirer.

Statutory and Regulatory Approvals

100. To the best of the Acquirer’s knowledge, as of the date of this Public Announcement, there are no other statutory or regulatory approvals required to acquire the Offer Shares other than as indicated above. If any statutory or regulatory approvals become applicable, the acquisition of Offer Shares by the Acquirer and the Delisting Offer will be subject to such statutory or regulatory approvals.
101. The Acquirer reserves the right not to proceed with the Delisting Offer in the event the approvals indicated above are not obtained or conditions which the Acquirer considers in its sole discretion to be onerous are imposed in respect of such approvals.
102. The Acquirer reserves the right not to proceed with the Delisting Offer if any amendments to the Delisting Regulations occur.

103. In the event that receipt of the requisite statutory and regulatory approvals are delayed, the Acquirer may, with such permission as may be required, make changes to the proposed timetable in paragraph 99 of this Public Announcement or may delay the Delisting Offer, and any such change shall be intimated by the Acquirer by issuing an appropriate corrigendum in all the newspapers where this Public Announcement is being issued.
104. It shall be the responsibility of the Public Shareholders to obtain, prior to tendering in the Delisting Offer, all approvals (including corporate, statutory or regulatory approvals) required for tendering Equity Shares in the Delisting Offer as applicable, and the Acquirer shall take no responsibility for the same. The Public Shareholder should attach a copy of any such approval to the Bid Form, wherever applicable. If such a copy is not attached, the Acquirer reserves the right to reject such Equity Shares.

Tax Deducted at Source

Summary of key provisions related to Tax Deduction at Source under the Income Tax Act, 1961, as amended (the “**IT Act**”):

105. All Public Shareholders would be either classified as resident or non-resident, which status is to be determined on the basis of criteria laid down in Section 6 of the IT Act.
106. No tax is required to be deducted on payment of consideration to resident Public Shareholders. The consideration payable to non-resident Public Shareholders would be subject to deduction of tax at source at rates of tax applicable to short term capital gains, as provided in the Finance Act for financial year 2010 - 2011 (“**Applicable Tax Rate**”), on the entire amount to be paid (including interest).
107. The Applicable Tax Rate in case of non-resident Public Shareholders is dependent on various factors. All Public Shareholders are required to declare information with respect to inter alia the following factors while submitting the Bid Form:
- (a) Residential status of the Public Shareholder i.e., resident or non-resident;
- (b) Category to which the non-resident shareholder belongs i.e.:
- (i) Non Resident Indian (Individual) (“**NR1**”), or
- (ii) Overseas Corporate Body (“**OCB**”), or
- (iii) Non-domestic company, or
- (iv) Foreign Institutional Investor (an “**FII**”) registered as a company, or
- (v) FII other than a company, or
- (vi) any other non-resident;
- (c) Whether the shares are held on Investment Account or on Trading Account.
108. As per the provisions of Section 2(37A)(iii) of the IT Act, for the purposes of deduction of tax under Section 195 of the IT Act the Applicable Tax Rate would be the rate or rates of income-tax specified in this behalf in the applicable Finance Act for financial year 2010 - 2011 or the rate or rates of income tax specified in an agreement entered into by the Central Government under Section 90 of the IT Act or an agreement notified by the Central Government under Section 90A of the IT Act, whichever is applicable by virtue of the provisions of Section 90 or Section 90A of the IT Act, as the case may be, i.e., whichever is beneficial. Further, as per the provisions of Section 196 D(2) of the IT Act, no deduction of tax at source shall be made from any income by way of capital gains, arising from the transfer of securities referred to in Section 115AD of the IT Act, payable to an FII.

109. In case the aforementioned categories of non-resident Public Shareholders require the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, they would need to obtain a certificate from the income tax authorities either under Section 195(3) or under Section 197 of the IT Act, and enclose the same while submitting their Bid Forms. In case neither of the certificates (i.e. certificate under Section 195 (3) or 197) is submitted, tax will be deducted at Applicable Tax Rate, as may be applicable to the category of the Public Shareholder, on the entire consideration amount (including interest) payable to such Public Shareholder.

110. NRIs / OCBs / FIIs / other non-resident Public Shareholders having their country of origin / incorporation as Mauritius or any other country which has signed a Double Tax Avoidance Agreement with India and who want to avail the benefit of deduction of tax at a lower rate are requested to furnish the copy of Tax Residency Certificate along with other documents as would be required by the Acquirer. In case the documents are not submitted or the Acquirer is not satisfied regarding the same, the Acquirer shall deduct tax as aforesaid on the gross consideration.

111. In a case where tax is deductible at source, the position summarized above is applicable only to those non-resident Public Shareholders who have obtained Permanent Account Number (“**PAN**”) under the IT Act and furnish this number in the Bid Form. Copy of PAN card is also required to be attached as evidence. In case PAN is not obtained or PAN is not mentioned in Bid Form or copy of PAN card is not attached, tax at the rate of 20% or at the Applicable Tax Rate, whichever is higher, plus surcharge and education cess, at applicable rates, will be deducted at source.

All the Public Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The tax rates and other provisions may undergo changes. If for any reason, the income tax authorities raise a tax claim on the Acquirer and seek to recover tax on the Delisting Offer from the Acquirer (where such tax claim actually pertains to, or is relatable to, the tax liability of the tendering Public Shareholder), the tendering Public Shareholder agrees to indemnify the Acquirer for the same..

Certification by the Board of Directors of the Company

112. The Board of Directors of the Company have confirmed that:
- (a) there were no material deviations in utilization of proceeds of issue of securities, made during the five years immediately preceding the date of this Public Announcement, from the stated object of the issue; and
- (b) all material information which is required to be disclosed under the provisions of the listing agreements executed by the Company with the Stock Exchanges pertaining to continuous listing has been disclosed to the Stock Exchanges.

BSE Disclaimers

113. It is to be distinctly understood that the permission given by BSE to use their electronic automated facilities and infrastructure for “online reverse book building facility for delisting of securities” should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by the Company, Acquirer or the Manager to the Offer, etc. are cleared or approved by BSE; nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does BSE have any financial responsibility or liability in this regard; nor does BSE take responsibility in any way for the financial or other soundness of the Company, its promoters or its management.
114. It is also to be distinctly understood that the approval given by BSE should not in any way be deemed or construed to mean that this Public Announcement has been cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the announcements, nor does BSE warrant that the securities will be delisted.
115. Every person who desires to avail of the exit opportunity may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE or against the Investor Protection Fund set up by BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through the reverse book building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Compliance Officer

116. The Compliance Officer of the Company is Mr. Pawan Marda, BOC India Limited, Oxygen House, P43, Taratala Road, Kolkata 700088, India, Fax No.: + 91 33 2401 4206/8471; Phone No.: + 91 33 2401 5172; Email: Pawan.Marda@boci.co.in.

General Disclaimer

117. Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer, PACs, the Manager to the Offer or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such Delisting Offer and tender of securities through the reverse book building process in accordance with the Delisting Regulations.

Manager to the Offer	Registrar to the Offer
Deutsche Bank Group Deutsche Equities India Private Limited DB House, Hazarimal Somani Marg, Fort Mumbai – 400 001, India Tel: +91 22 6658 4600; Fax: +91 22 2200 6765 Email: bocindia.delisting@db.com Contact Person: Mr. Vivek Pabari	LINK INTIME INDIA PVT LTD Formerly INTIME SPECTRUM REGISTRY LTD Link Intime India Pvt Limited C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup West, Mumbai -400078 Email: nilesh.chalke@linkintime.co.in Tel : +91 22 2596 0320 ; Fax: +91 22 2596 0329 Contact Person: Mr. Nilesh Chalke

Legal Advisors to the Acquirer
 amarchand mangaldas Amarchand Mangaldas & Suresh A. Shroff & Co. Advocates & Solicitors Peninsula Chambers, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013 Tel: +91 22 2496 4455; Fax: +91 22 2496 3666

Signed on behalf of the Acquirer

The BOC Group Limited
Sd/-

Date: January 4, 2011