

BANCO PRODUCTS (INDIA) LIMITED



**53rd ANNUAL REPORT
2013-2014**



VISION
A WORLD CLASS COMPONENT MANUFACTURING
COMPANY BASED IN INDIA WITH GLOBAL ASSOCIATES

CORPORATE MISSION
DEVELOP AND SUPPLY TECHNICALLY SOUND PRODUCTS
AT COMPETITIVE PRICES, INTEGRATING
INNOVATIVE MANUFACTURING
WITH ECO-FRIENDLY TECHNOLOGIES



Board of Directors	:	Vimal K. Patel	Chairman
		Mehul K. Patel	Vice Chairman & Managing Director
		Samir K. Patel	Director
		Atul G. Shroff	Director
		Ramkisan Devidayal	Director
		Mukesh D. Patel	Director
		Sudesh Kumar Duggal	Director
		Shailesh A. Thakker	Executive Director & C F O
		Kiran Shetty	Executive Director
Company Secretary	:	Dinesh Kavthekar	
Bankers	:	State Bank of India	
		Bank of Baroda	
		HDFC Bank Ltd.	
		Standard Chartered Bank	
Auditors	:	Shah & Company,	
		Chartered Accountants,	
		Mumbai.	
Registered Office	:	Bil, Near Bhaili Railway Station,	
		Padra Road, Dist. Vadodara-391 410	
Works	:	At Bil, Near Bhaili Railway Station,	
		Padra Road, Dist. Vadodara-391 410	
		At Jamshedpur	
		At Rudrapur	
		At Waghodia (SEZ Unit)	
Listing	:	BSE Limited	
		National Stock Exchange of India Limited	
CIN No.	:	L51100GJ1961PLC001039	

INDEX

	Page No.
Notice	2
Directors' Report	15
Management Discussion & Analysis	19
Report on Corporate Governance	23
Auditors' Report	32
Balance Sheet	35
Statement of Profit and Loss	36
Cash Flow Statement	37
Notes to Financial Statement	38
Auditors' Report on Consolidated Financial Statement	59
Consolidated Balance Sheet	61
Consolidated Statement of Profit and Loss	62
Consolidated Cash Flow Statement	63
Notes to Consolidated Financial Statement	64
Statement u/s 212 relating to Subsidiaries Companies	81

NOTICE

Notice is hereby given that the 53rd Annual General Meeting of Banco Products (India) Limited will be held on the Tuesday, 23rd September, 2014 at 10.30 a.m. at the Registered Office of the Company at Bil, Near Bhaili Railway Station, Padra Road, Dist Vadodara - 391 410, to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Statement of Profit and Loss Account for the year ended 31.03.2014 and Balance Sheet as at that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare Final Dividend, @ 15% on Face Value of Rs. 2/- each per Equity Share.
3. To appoint a Director in place of Shri Mehul K. Patel who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Samir K. Patel who retires by rotation and being eligible, offers himself for reappointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution.

“RESOLVED THAT pursuant to the applicable provisions of the Companies, Act 2013 and Rules and regulations made thereunder, if any, from time to time and pursuant to the recommendation of Audit Committee of the Board of Director, M/s. Manubhai & Shah, Chartered Accountants, Ahmedabad, (FRN : 106041W) be and is hereby appointed as Auditors of the Company in place of retiring Auditors M/s. Shah & Co., (FRN : 109430 W) Chartered Accountants, Mumbai to hold office of the auditors for 5 years till conclusion of the sixth Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS :

6. To consider and if thought fit, to pass with or without modification(s), the following resolutions as a Special Resolution.
Re – appointment and remuneration of Shri Mehul K. Patel as the Vice-Chairman & Managing Director of the Company

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder read with Schedule V to the said Act (including any statutory modification or re-enactment thereof for the time being in force), and in terms of the recommendation of the Nomination and Remuneration Committee in this regards, consent of Shareholders be and is hereby accorded for the reappointment and remuneration of Shri Mehul K Patel (DIN 01772099) as the Vice-Chairman & Managing Director of the Company for a period of 3 years effective from 01.08.2014 to 31.07.2017, on the remuneration and on such terms and conditions as set out in the Draft Agreement to be executed with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the provisions of the Companies Act, 2013 or any amendment thereto or any reenactment thereof and as may be agreed between the Board of Directors and Shri Mehul K. Patel.”

Remuneration :

Basic Salary, Perquisites and other allowance/benefits up to maximum CTC of Rs. 127.67 Lacs per annum or such higher amount as may be decided by the Board of Directors of the Company, from time to time.

Perquisites and Allowances :

- a) Housing : Company Leased Housing Accommodation or House Rent Allowance, as per the rules of the Company.
- b) Leave Travel Concession for self and family, as per the rules of the Company.
- c) Medical Reimbursement, Medical Insurance and Personal Accident Insurance, as per the rules of the Company.
- d) Gratuity, Provident Fund and Superannuation Fund or Annuity Fund, as per the rules of the Company.
- e) Conveyance : As per rules of the Company.
- f) Free Telephone Facility for self and at the residence, as per the rules of the Company.
- g) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be, as per the rules of the Company.
- h) Leave : As per rules of the Company.

- i) Other perquisites, allowances, benefits and amenities as per the service Rules of the Company as applicable from time to time.

Commission:

The Vice - Chairman and Managing Director shall also be paid commission, in addition to salary, perquisites, allowances and others, calculated with reference to net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company, subject to overall ceilings stipulated in Sections 197 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the total remuneration including commission, payable to the Vice- Chairman and Managing Director shall not exceed 8% of the net profit of the company for the relevant financial year.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the Company shall pay in respect of such financial year, the remuneration paid for immediately preceding financial year as minimum remuneration by way of salary, allowances, perquisites and other benefits, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolutions”.

- 7. To consider and if thought fit, to pass with or without modification(s), the following resolutions as a Special Resolution.

Re –appointment and remuneration of Shri Shailesh Thakker as the Executive Director & CFO of the Company

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder read with Schedule V to the said Act (including any statutory modification or re-enactment thereof for the time being in force), and in terms of the recommendation of the Nomination and Remuneration Committee in this regards, consent of Shareholders be and is hereby accorded for the reappointment and remuneration of Shri Shailesh Thakker (DIN 02271833) as the Executive Director & CFO of the Company for a period of 3 years effective from 20.07.2014 to 19.07.2017, on the remuneration and on such terms and conditions as set out in the Draft Agreement to be executed with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the provisions of the Companies Act, 2013 or any amendment thereto or any reenactment thereof and as may be agreed between the Board of Directors and Shri Shailesh Thakker.”

Remuneration :

Basic Salary, Perquisites and other allowance/benefits up to maximum CTC of Rs. 86.07 Lacs per annum or such higher amount as may be decided by the Board of Directors of the Company from time to time.

Perquisites and Allowances :

- a) Housing : Company Leased Housing Accommodation or House Rent Allowance, as per the rules of the Company.
- b) Leave Travel Concession for self and family, as per the rules of the Company.
- c) Medical Reimbursement, Medical Insurance and Personal Accident Insurance, as per the rules of the Company.
- d) Gratuity, Provident Fund and Superannuation Fund or Annuity Fund, as per the rules of the Company.
- e) Conveyance : As per rules of the Company.
- f) Free Telephone Facility for self and at the residence, as per the rules of the Company.
- g) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be, as per the rules of the Company.
- h) Leave : As per rules of the Company.
- i) Other perquisites, allowances, benefits and amenities as per the service Rules of the Company as applicable from time to time.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the Company shall pay in respect of such financial year, the remuneration paid for immediately preceding financial year as minimum remuneration by way of salary, allowances, perquisites and other benefits, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolutions”.

8. To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Atul G. Shroff (DIN 00019645), who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 58th Annual General Meeting of the Company in the calendar year 2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolutions”.

9. To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Ramkisan Devidayal (DIN 00238853), who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 58th Annual General Meeting of the Company in the calendar year 2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolutions”.

10. To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Mukesh D. Patel (DIN 00009605), who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 58th Annual General Meeting of the Company in the calendar year 2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolutions”.

11. To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Sudesh Kumar Duggal (DIN 00566943), who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 58th Annual General Meeting of the Company in the calendar year 2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolutions”.

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

“RESOLVED THAT in supersession of previous resolution passed and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) (“the Act”) and other applicable provisions, if any, of the Act and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow, from time to time, any sum(s) of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 500 crores (Rupees Five Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary, desirable or expedient to give effect to this resolutions”.

NOTES :

1. ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES SHOULD BE LODGED WITH THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business enumerated at Item No. 6 to 12 is annexed hereto.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
4. The Members and/or Proxies are requested to bring their valid ID Proof at the time of Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 15.09.2014 to 23.09.2014 (both days inclusive).
6. The Final Dividend on Equity Shares as recommended by the Directors for the year ended 31.03.2014, if approved at Annual General Meeting will be paid on or after 10.10.2014 :
 - a. To all Beneficial Owners in respect of shares held in electronic form, as per the date made available by the National Securities Depository Limited and Central Depository Services (India) Limited as of the close of business hours on 14.09.2014.
 - b. To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 14.09.2014.

7. All the relevant documents referred to in the Notice are available for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on any working day except Sundays and public Holidays up to the date of Annual General Meeting.
8. (a) In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate to either the Company or Company's Registrar and Transfer Agent, M/s. Link Intime India Private Limited, B-102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara 390 020 under the signature of the Sole/First joint holder, the following information to be incorporated on dividend warrants.
 - (I) Name of the Sole/First Joint holder and the Folio Number.
 - (II) Particulars of Bank Account, viz;
 - (III) Name of Bank
 - (IV) Name of Branch
 - (V) Complete address of the Bank with Pin Code Number
 - (VI) Account type, whether Savings Account (SA) or Current Account (CA)
 - (VII) Bank Account Number.
- (b) Members who hold shares in dematerialized form may kindly note that their Bank Account details, as furnished by their Depositories to the Company, will be printed on their dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change in such Bank Account details. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change with complete details of Bank Account.
9. Members are requested to bring their copies of the Annual Report to the meeting. Members desirous of obtaining any information with respect of the accounts of the Company are requested to send their queries in writing to the company at its Registered Office so as to reach at least seven days before the date of the meeting.
10. In terms of the applicable provisions of the Companies Act, Rules and Regulations in force, the unclaimed / unpaid dividend will be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.
11. To enable the Company to send various communication electronically, the Shareholders are requested to register/ update their Email Addresses as under :
 1. In respect of those shareholders who are holding Shares in Demat Form, through their respective Depository Participant.
 2. In respect of those shareholders who are holding Shares in Physical Form, with the Registrar & Transfer Agents of the Company as per following Address along Folio Number details.

LINK INTIME INDIA PVT. LTD

(Unit : Banco Products (India) Limited)

B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank,

Near Radhakrishna Char Rasta, Akota, Vadodara 390020.

Phone No. 0265 – 2356573./2356794, Fax No. 0265- 2356791

E-MAIL : vadodara@linkintime.co.in

Alternatively, the such Email addresses can be provided to the Company at aforesaid Registered Office Address or at email ID investor@bancoindia.com Fax No. 0265 - 2680433

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass all resolutions by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS

- Step 1 : Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.
- Step 2 : Click on “Shareholders” to cast your vote(s)
- Step 3 : Please enter User ID –
- For account holders in CDSL :- Your 16 digits beneficiary ID.
 - For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID.
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 4 : Enter the Image Verification as displayed and Click on Login.
- Step 5: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- Step 6 : If you are a first time user follow the steps given below:
- Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account / folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
 - Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format.
 - Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account. Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cutoff date (record date) i.e. 14th August, 2014 in the Dividend Bank details field.
- Step 7 : After entering these details appropriately, click on “SUBMIT” tab.
- Step 8 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- Members holding shares in physical form will then directly reach the Company selection screen.
- Step 9 : Click on the EVSN of the Company i.e. 140813005 to vote.
- Step 10 : On the voting page, you will see Resolution description and against the same the option ‘YES/NO’ for voting. Select the option YES or NO as desired and click on submit. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- Step 11 : Click on the Resolution File Link if you wish to view the entire resolution details.
- Step 12 : After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Step 13 : Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i. The e-Voting period commences on 16.09.2014 (9.00 a.m.) and ends on 17.09.2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date 14.08.2014 may cast their vote electronically. Thereafter, the e-Voting module shall be disabled for voting. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. M/s J J Gandhi & Co. Practicing Company Secretary (Membership No.: 3519; CP No: 2515) having address: 231, Phoenix Complex, Besides Suraj Plaza, Sayajigunj, Vadodara – 390 005, has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
- v. The results of Voting will be announced by the Chairman of the meeting on or after two days of the Annual General Meeting. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bancoindia.com and on the website of CDSL <https://www.cdslindia.com> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and details can be used only for e-Voting on the resolutions given in this notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Company :	Banco Products (India) Limited Regd. Office: Bil, Near Bhaili Railway Station, Padra Road, Dist. Vadodara -391 410 CIN: L51100GJ1961PLC001039 E-mail ID: sec@bancoindia.com , investor@bancoindia.com .
Registrar and	Link Intime India Private Limited
Transfer Agent :	B-102-103, Shangrila Complex, Near Radhakrishna Char Rasta, Opp. HDFC Bank, Akota, Vadodara – 390 020. Phone: +91-265-2356573/ 2356794 Fax: +91-22-2356791 E-mail: vadodara@linkintime.co.in
e-Voting Agency :	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com