

BANCO PRODUCTS (INDIA) LIMITED



**62nd ANNUAL REPORT
2022-2023**



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	:	Mehul K. Patel	Chairman
		Sharan M. Patel	Whole Time Director
		Ramkisan A. Devidayal	Independent Director
		Mukesh D. Patel	Independent Director
		Devesh A. Pathak	Independent Director
		Udayan P. Patel	Independent Director
		Ameeta V. Manohar	Independent Director
		Himali H. Patel	Whole time Director & CFO
Company Secretary	:	Pooja Gurnani	
Bankers	:	State Bank of India	
		Bank of Baroda	
		HDFC Bank Limited	
Auditors	:	Parikh Shah Chotalia & Associates,	
		Chartered Accountants,	
		Vadodara	
Registered Office	:	Bil, Near Bhaili Railway Station,	
		Padra Road, Vadodara-391 410	
Works	:	At Bil, Near Bhaili Railway Station,	
		Padra Road, Vadodara-391 410	
		At Jamshedpur	
		At Rudrapur	
		At Waghodia (SEZ Unit)	
		At Zaheerabad	
Listing	:	BSE Limited (500039)	
		National Stock Exchange of India Limited (BANCOINDIA)	
CIN	:	L51100GJ1961PLC001039	
Website	:	www.bancoindia.com	
RTA	:	Link Intime India Pvt. Ltd.	

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NOTICE

NOTICE is hereby given that the 62nd Annual General Meeting (AGM) of the Company will be held on Friday, the 22nd day of September, 2023 at 11:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31.03.2023 including Balance Sheet as at 31.03.2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on 31.03.2023 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2023 and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT a dividend at the rate of ₹ 14/- (Rupees Fourteen only) per Equity Share of ₹ 2/- (Rupees Two only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company."
3. To appoint a Director in place of Shri Sharan M. Patel (DIN: 09151194), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. To Appoint Shri Shivam M Patel (DIN: 09501828) as Director

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Shivam M. Patel (DIN: 09501828) who was appointed as Additional Director pursuant to provisions of Section 161(1) of the Companies Act, 2013 ("the act") and in respect of whom the Company has received a notice in writing under section 160(1) of the Act, be and is, hereby appointed as Non Executive Non Independent Director liable to retire by rotation pursuant to Sections 152, 160 and other applicable provisions, if any of the act.

RESOLVED FURTHER THAT the any Director and the Company Secretary of the Company be and are hereby severally authorised to take necessary actions and complete all the legal formalities related thereto."

5. To ratify Remuneration to Cost Auditor

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the remuneration payable to M/s. Y.S. Thakar & Co., Cost Accountants, Vadodara (FRN : 000318) appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year 2023-24, amounting to ₹ 45,000/- (Rupees Forty Five Thousand Only) plus government taxes, as applicable and out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed."

6. To consider revision in payment of commission to Non-Executive Independent Directors

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 149 (9), 197, 198 and other applicable provisions of the Companies Act, 2013 ("the Act"), the underlying rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), framework for remuneration to non-executive directors and subject to such regulatory approvals as may be required and subject to availability of net profits at the end of each financial year and subject to the total remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors not exceeding in the aggregate 1% (one percent) of the net profits of the Company computed in the manner stipulated in Section 198 of the Act, consent of the Members be and is hereby accorded to pay following compensation in the form of profit related commission (exclusive of applicable taxes, if any) to following Non-Executive Independent Directors of the Company-

RESOLVED FURTHER THAT the above payment of commission is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings being paid to the non-executive independent Directors.

Sr. no.	Name of the Director	Period	Proposed Amount in ₹
1.	Mr. Ramkisan A. Devidayal	1st April 2023 till the date of Completion of his tenure	5,50,000
2.	Mr. Mukesh D. Patel	1st April 2023 till the date of Completion of his tenure	5,00,000
3.	Mr. Devesh A. Pathak	1st April 2023 till the date of Completion of his tenure	2,50,000
4.	Mr. Udayan Patel	1st April 2023 till the date of Completion of his tenure	2,50,000

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution."

By order of the Board

Mehul K. Patel

Chairman

(DIN: 01772099)

Date : 7th August, 2023

Place : Bil

NOTES :

1. The Explanatory Statement, pursuant to SEBI Listing Regulations and / or Section 102 of the Companies Act, 2013, relating to the Special Business enumerated under Item No. 04 to 06 of the accompanying Notice is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 8th September, 2023 to 22nd September, 2023 (both days inclusive) for the purpose of dividend, if approved.
3. In accordance with the prevailing provisions of the Income Tax Act, 1961, the Company would be required to deduct tax at source ("TDS") at the prescribed rates on the dividend paid to its shareholders after 1st April, 2020.

The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Therefore, the members are requested to update their PAN and upload applicable documents, to avoid deduction of tax at higher rate by complying with the process mentioned hereunder or by way of email to the Company or its /Registrar and Transfer Agents as per the Email Ids provided.

Members are requested to visit the website of Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Limited ("LIPL") to upload the applicable documents such as Form 15G/15H, documents u/s. 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax Certificate and upload applicable documents such as Form 15G/15H, documents u/s. 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax Certificate at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> in order to enable the Company to determine the appropriate TDS / withholding tax rate applicable.

Non Resident Indians (NRI) are requested to download and open in Acrobat Reader the form of Indian Withholding Tax declaration for F.Y. 2023-24 from the link at -

<http://mail.bancoradiator.com/upload/form-indian-withholding-tax-declaration-2023.pdf> and shall submit the same to the Company by way of email to the Company at taxation@bancoindia.com, investor@bancoindia.com and sec@bancoindia.com or its /Registrar and Transfer Agents as per the Email Ids provided in addition to their Tax Residency Certificate.

The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines mentioned in point no. 2.

4. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 10/2022 dated 28th December, 2022 in continuation with General circular 02/2022 dated 5th May, 2022 and General circular no. 02/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the

physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the AGM of the Company will be held through VC / OAVM.

5. Since this AGM is being held through VC / OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. In compliance with the read with aforesaid MCA Circulars and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/ P/2022/62 dated 13th May, 2022, SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI Circular dated 15th January, 2021, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website www.bancoindia.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Link Intime India Private Limited (LIPL) at <https://instameet.linkintime.co.in>
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime India Pvt. Ltd. by following the below mentioned process. Participation is restricted upto 1000 members only. It is recommended to join the AGM through laptop for better experience. You are requested to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their data network. It is therefore recommended to use stable wi-fi or wired connection to mitigate any kind of aforesaid glitches.
8. All the work related to share registry in terms of both physical and electronic, are being conducted by Company’s R & T Agents, Link Intime India Pvt. Limited, B-102 &103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020, Tel: +91 265 2356573 | 6136000, Email Id: vadodara@linkintime.co.in. The Members are requested to send their communication to the aforesaid address.
9. The Company has designated an exclusive Email Id: investor@bancoindia.com for redressal of Shareholders’/Investors’ complaints/grievance. In case you have any queries, complaints or grievances, then please write to us at the above mentioned e-mail address. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at investor@bancoindia.com from 10th September, 2023 to 15th September, 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. Further, Members who would like to have their questions / queries responded to during the AGM, are requested to send such questions / queries in advance within the aforesaid date, by following similar process as mentioned above. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
10. Process for registration of Email Id for obtaining Annual Report, User ID and password for e-voting and updation of bank account mandate for receipt of dividend:
 - i. In case shares are held in physical mode, members are requested to contact Company’s Registrar & Share Transfer Agent, Link Intime India Private Limited at above address or the Company at above email ID.
 - ii. In case shares are held in demat mode, members are requested to update Email Id and bank account details with their respective Depository Participants.
11. Voting through Electronic Means and Declaration of Results:

Pursuant to the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members, the facility of casting votes using an electronic voting system (“remote e- voting”) as well as E-Voting during AGM, through the e-voting services provided by Link Intime India Private Limited (LIPL) on all the resolutions set forth in this Notice.

Shri Mehul K. Patel, Chairman of the Company or Shri Sharan M. Patel, Whole Time Director or Smt. Himali H. Patel, Whole Time Director & CFO or Shri Shailesh Thakker – President – Commercial will declare the voting results based on the Scrutinizer’s report received on Remote e-voting and voting at the meeting. The voting results along with Scrutinizer’s report will be displayed on the:

- (i) Notice Board of the Company at its Registered Office;
- (ii) Company’s website www.bancoindia.com;
- (iii) Link Intime India Private Limited (LIPL) at <https://instameet.linkintime.co.in> and
- (iv) Stock exchanges’ website www.nseindia.com and www.bseindia.com

The instructions for casting your vote electronically are as under:

- i. The remote e-voting period begins on 19th September, 2023 (9:00 a.m. IST) and ends on 21st September, 2023 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as at the cut-off date of 15th September, 2023 may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of this Notice, may obtain the login Id and password by sending request at enotices@linkintime.co.in. The remote e-voting module will be disabled by Link Intime India Private Limited for voting after 21st September, 2023 (5.00 p.m. IST).
- ii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iii. Those Members, who will be present in the AGM through VC / OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing this, shall be eligible to vote through e-voting system during the AGM.
- iv. M/s. J J Gandhi & Co., Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting during the AGM in a fair and transparent manner.
- v. The details of process and manner for attending the Annual General Meeting, for remote e-voting during the AGM and e-voting are as under :

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the “**Company**” and ‘**Event Date**’ and register with your following details:
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
 - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the Insta Meet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet :

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the Company at sec@bancoindia.com and investor@bancoindia.com.

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

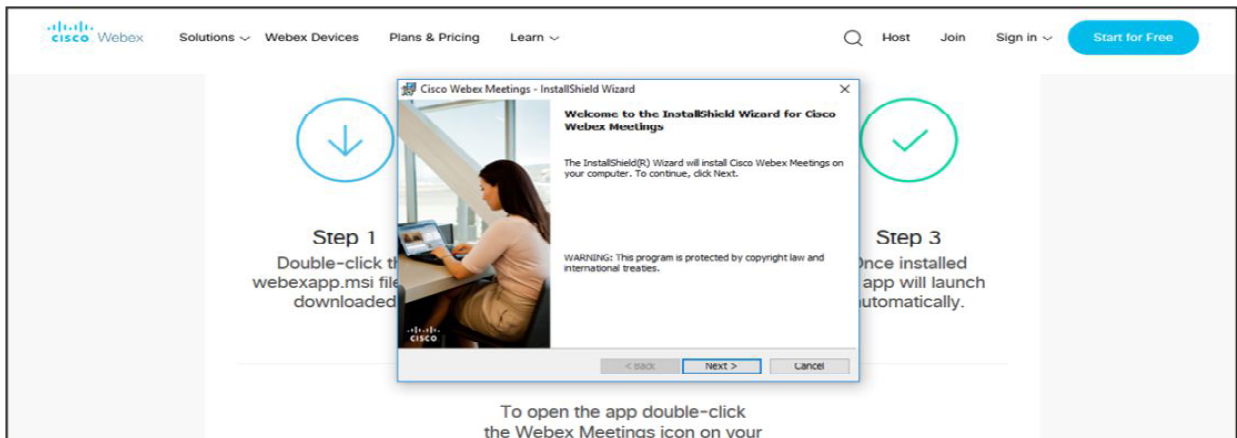
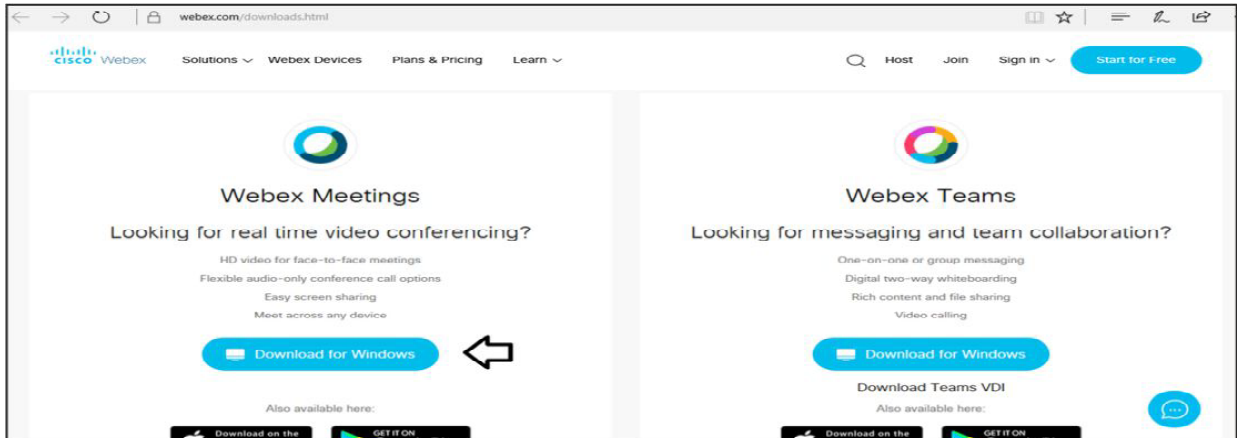
Link Intime India Private Limited

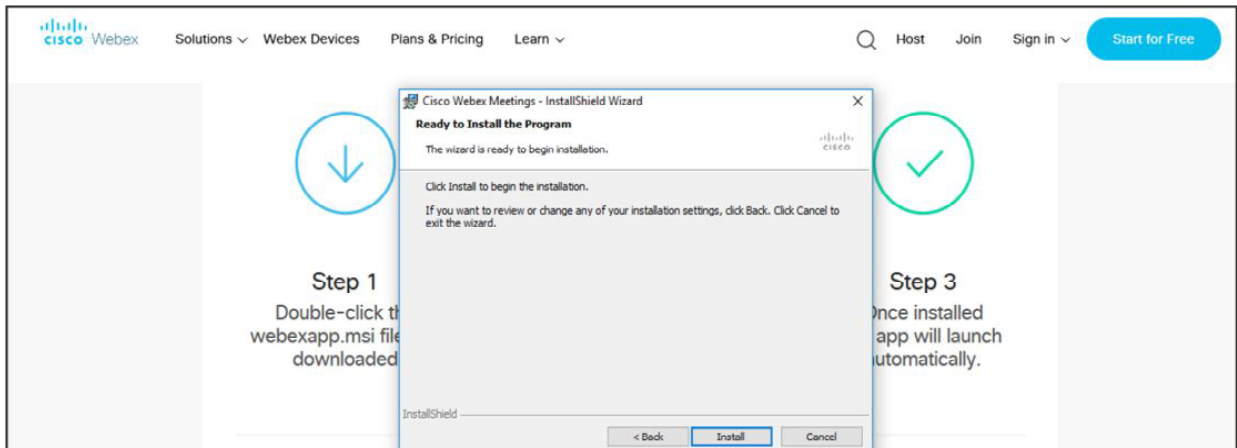
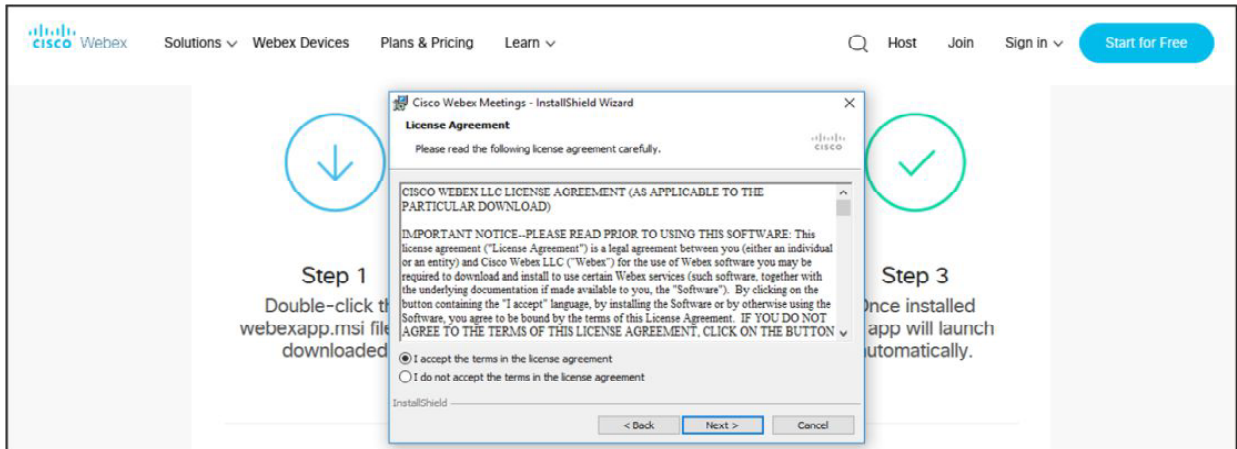
ANNEXURE

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





Or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now