CIN
L51100GJ1961PLC001039

BANCO PRODUCTS (INDIA) LTD.

Post Box No. 2562, Vadodara - 390 005. Gujarat, India.
Phone : (0265) 2680220/21/22/23, Fax : +91-265-2680433 / 2338430
E-mail : mail@bancoindia.com, Website : www.bancoindia.com

ISO/TS 16949 : 2009
Cert. No. 20000295 TS09

REF:BPIL:SD:2015

Date : 10.08.2015

To,

Shri S.Subramanian
DCS – CRD,
The Bombay Stock Exchange Ltd.
Rotunda, 1st Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

Scrip Code: 500039

The National Stock Exchange
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East).
Mumbai – 400 051.

Scrip Code: BANCOINDIA

Dear Sirs,

Sub : Report of proceedings of Fifty Fourth Annual General Meeting of the Company held on August 08, 2015.

Please find the report of proceedings of the Fifty Fourth Annual General Meeting (AGM) of Banco Products (India) Limited held on August 08, 2015 at 10.00 a.m at Registered Office of the Company at Bil, Near Bhaili Railway Station, Padra Road, Dist Vadodara - 391 410 along with details of Agenda, consolidated results of voting in the prescribed format under clause 35A of the Listing Agreement and combined Scrutinizer's Report.

Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, all the Shareholders of the Company were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of the AGM through remote electronic voting during the period Commencing from August 05, 2015 at 9.00 a.m. to August 7, 2015 at 5.00 P.M. A poll was conducted at the AGM.

All the resolutions contained in the Notice of the above AGM were approved by the requisite majority of Shareholders through remote e-voting and poll conducted at the AGM, accordingly all the resolutions are declared to be passed on August 08, 2015 which is the date of the AGM.

Following are the businesses which were transacted and approved at the AGM:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended 31.03.2015 together with the Reports of the Board of Directors and the

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Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31.03.2015.

2. Approval of final dividend @ 125% on Face Value of Rs. 2/- each per Equity Shares for the Financial Year ended on 31.03.2015.
3. Re-appointment of Shri Samir K. Patel as the Director of the Company.
4. Ratification of appointment of Statutory Auditor.
5. Appointment of Shri Devesh A. Pathak as a Non-Executive Independent Director of the Company.
6. Appointment of Shri Udayan P. Patel as a Non-Executive Independent Director of the Company.
7. Appointment and remuneration of Mrs. Himali H. Patel as the Whole time Director and Chief Financial Officer of the Company.

We enclose the following for your information and records.

1. The Report of voting results under Clause 35A of the Listing Agreement.
2. Report of the Scrutinizer.

For Banco Products (India) Limited

Chairman

BANCO PRODUCTS (INDIA) LIMITED * BIL DIST. BARODA.

The Report of voting results under Clause 35 A of the Listing Agreement

Date of the AGM : 08.08.2015
Date of the Declaration of Results : 10.08.2015
Total number of shareholders on Cut Off Date (i.e. 03.08.2015) : 13627

No. of Shareholders present in the meeting either in person or through proxy:
Promoters and Promoter Group: 5
Public: 49

No. of Shareholders attended the meeting through Video Conferencing :
Promoters and Promoter Group: NIL
Public: NIL

Detail of the Agenda: To receive, consider and adopt :
a. the Audited Financial Statements of the Company for the financial year ended 31.03.2015 together with the Reports of the Board of Directors and the Auditors thereon; and
b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31.03.2015.
Resolution required: Ordinary Resolution
Mode of voting: Poll and remote e – voting

Resolution No. 1							
Promoter/ Public	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3) = [(2)/ (1)] × 100**	**No. of votes in favour (4)**	**No. of votes against (5)**	**% of votes in favour on votes polled (6) = [(4)/ (2)] × 100**	**% of votes against on votes polled (7) = [(5)/ (2)] × 100**
Promoter and Promoter Group	48549992	36778074	75.75	36778074	NIL	100	NIL
Public-Institutional holders	3687076	3423053	92.84	3423053	NIL	100	NIL
Public-Others	19281582	866217	4.49	866117	100	99.99	0.01
Total	71518650	41067344	57.42	41067244	100	100	NIL

BANCO PRODUCTS (INDIA) LIMITED BIL DIST. BARODA

Detail of the Agenda: To declare final dividend on Equity Shares for the Financial Year ended on 31.03.2015.
Resolution required: Ordinary Resolution
Mode of voting: Poll and remote e – voting

Resolution No. 2							
Promoter/ Public	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3) = [(2)/ (1)] × 100**	**No. of votes in favour (4)**	**No. of votes against (5)**	**% of votes in favour on votes polled (6) = [(4)/ (2)] × 100**	**% of votes against on votes polled (7) = [(5)/ (2)] × 100**
Promoter and Promoter Group	48549992	36778074	75.75	36778074	NIL	100	NIL
Public-Institutional holders	3687076	3423053	92.84	3423053	NIL	100	NIL
Public-Others	19281582	866217	4.49	866217	NIL	100	NIL
Total	71518650	41067344	57.42	41067344	NIL	100	NIL

Detail of the Agenda: To appoint a Director in place of Shri Samir K. Patel (DIN 00161448), who retires by rotation and being eligible, offers himself for reappointment.
Resolution required: Ordinary Resolution
Mode of voting: Poll and remote e – voting

Resolution No. 3							
Promoter/ Public	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3) = [(2)/ (1)] × 100**	**No. of votes in favour (4)**	**No. of votes against (5)**	**% of votes in favour on votes polled (6) = [(4)/ (2)] × 100**	**% of votes against on votes polled (7) = [(5)/ (2)] × 100**
Promoter and Promoter Group	48549992	36778074	75.75	36778074	NIL	100	NIL
Public-Institutional holders	3687076	3423053	92.84	3423053	NIL	100	NIL
Public-Others	19281582	866217	4.49	866117	100	99.99	0.01
Total	71518650	41067344	57.42	41067244	100	100	NIL

BANCO PRODUCTS (INDIA) LIMITED
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Detail of the Agenda: To consider the ratification of Statutory Auditor.
Resolution required: Ordinary Resolution
Mode of voting: Poll and remote e – voting

Resolution No. 4							
Promoter/ Public	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3) = [(2)/ (1)] × 100**	**No. of votes in favour (4)**	**No. of votes against (5)**	**% of votes in favour on votes polled (6) = [(4)/ (2)] × 100**	**% of votes against on votes polled (7) = [(5)/ (2)] × 100**
Promoter and Promoter Group	48549992	36778074	75.75	36778074	NIL	100	NIL
Public-Institutional holders	3687076	3423053	92.84	3423053	NIL	100	NIL
Public-Others	19281582	866217	4.49	866217	NIL	100	NIL
Total	71518650	41067344	57.42	41067344	NIL	100	NIL

Detail of the Agenda: To appoint Shri Devesh A. Pathak (DIN 00017515) as a Non-Executive Independent Director of the Company.
Resolution required: Ordinary Resolution
Mode of voting: Poll and remote e – voting

Resolution No. 5							
Promoter/ Public	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3) = [(2)/ (1)] × 100**	**No. of votes in favour (4)**	**No. of votes against (5)**	**% of votes in favour on votes polled (6) = [(4)/ (2)] × 100**	**% of votes against on votes polled (7) = [(5)/ (2)] × 100**
Promoter and Promoter Group	48549992	36778074	75.75	36778074	NIL	100	NIL
Public-Institutional holders	3687076	3423053	92.84	3423053	NIL	100	NIL
Public-Others	19281582	866217	4.49	866117	100	99.99	0.01
Total	71518650	41067344	57.42	41067244	100	100	NIL

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Detail of the Agenda: To appoint Shri Udayan P. Patel (DIN 00598313) as a Non-Executive Independent Director of the Company.
Resolution required: Ordinary Resolution
Mode of voting: Poll and remote e – voting

Resolution No. 6							
Promoter/ Public	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3) = [(2)/ (1)] × 100**	**No. of votes in favour (4)**	**No. of votes against (5)**	**% of votes in favour on votes polled (6) = [(4)/ (2)] × 100**	**% of votes against on votes polled (7) = [(5)/ (2)] × 100**
Promoter and Promoter Group	48549992	36778074	75.75	36778074	NIL	100	NIL
Public-Institutional holders	3687076	3423053	92.84	3423053	NIL	100	NIL
Public-Others	19281582	866217	4.49	866117	100	99.99	0.01
Total	71518650	41067344	57.42	41067244	100	100	NIL

Detail of the Agenda: To appoint and consider payment of remuneration to Mrs. Himali H. Patel (DIN 07081636) as the Whole time Director and Chief Financial Officer of the Company.
Resolution required: Ordinary Resolution
Mode of voting: Poll and remote e – voting

Resolution No. 7							
Promoter/ Public	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3) = [(2)/ (1)] × 100**	**No. of votes in favour (4)**	**No. of votes against (5)**	**% of votes in favour on votes polled (6) = [(4)/ (2)] × 100**	**% of votes against on votes polled (7) = [(5)/ (2)] × 100**
Promoter and Promoter Group	48549992	36778074	75.75	36778074	NIL	100	NIL
Public-Institutional holders	3687076	3423053	92.84	3423053	NIL	100	NIL
Public-Others	19281582	866217	4.49	866117	100	99.99	0.01
Total	71518650	41067344	57.42	41067244	100	100	NIL

