



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

Date : 17.09.2016

To,
BSE Limited
Corporate Relationship Department.
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

To,
National Stock Exchange of India Ltd.
Listing Department.
“Exchange Plaza”, C/1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Stock Code (BSE) - 500039

Trading Symbol (NSE) - BANCOINDIA

Dear Sirs,

Sub : Declaration of Voting Results of 55th Annual General Meeting of the Company held on September 17, 2016.

With reference to the above, we would like to state that the 55th Annual General Meeting of the Company held on September 17, 2016 at Registered Office of the Company at Bil, Near Bhaili Railway Station, Padra Road, Dist Vadodara - 391 410.

Please find enclosed herewith:

1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizers' Report on E-voting and Poll as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration), Rules, 2014

For Banco Products (India) Limited

Chairman of the Annual General Meeting



GOVERNMENT RECOGNISED EXPORT HOUSE

Regd. Office & Factory : Bil, Near Bhaili Railway Station, Padra Road, Dist. Vadodara - 391 410. Gujarat, India.

BANCO PRODUCTS (INDIA) LIMITED



Registered Office: Bil, Near Bhaih Railway Station,
Padra Road, Dist. Baroda - 391 410.

Phone:-0265-2680220/21/23/23, Fax:-0265-2680433/2338430.

E-mail:- sec@bancoindia.com, Website:- www.bancoindia.com, CIN: L51100GJ1961PLC001039

Date: 17.09.2016

Voting Results of Banco Products (India) Limited

| Date of AGM : | | September 17, 2016 | | | | | | | |
|---|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|--|
| Total No. of Shareholders on record date: | | 16944 | | | | | | | |
| No. of Shareholders present in the meeting either in person or through proxy: | | | | | | | | | |
| Promoters & Promoter Group : | | 1 | | | | | | | |
| Public : | | 52 | | | | | | | |
| No. of Shareholders attending the meeting through Video Conferencing: | | | | | | | | | |
| Promoters and Promoter Group : | | N.A. | | | | | | | |
| Public : | | N.A. | | | | | | | |
| Agenda - wise disclosure (to be disclosed separately for each agenda item) | | | | | | | | | |
| Resolution No. 1: To receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31.03.2016 including Balance Sheet as at 31.03.2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on 31.03.2016 and the Reports of the Board of Directors and the Auditors thereon. | | | | | | | | | |
| Resolution required : | | Ordinary | | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? : | | No | | | | | | | |
| Category | Mode of Voting | 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 | E-Voting | 48549992 | 5615382 | 11.57 | 5615382 | 0 | 100.000 | 0 | |
| | Poll | | 26909960 | 55.43 | 26909960 | 0 | 100.000 | 0 | |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.000 | 0 | |
| | Total | 48549992 | 32525342 | 66.99 | 32525342 | 0 | 100.000 | 0 | |
| Public - Institutions | E-Voting | 5718 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Total | 5718 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public - Non Institutions | E-Voting | 22962940 | 3113213 | 13.56 | 3113113 | 100 | 99.9968 | 0.0032 | |
| | Poll | | 1026586 | 4.47 | 1026586 | 0 | 100.000 | 0 | |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Total | 22962940 | 4139799 | 18.03 | 4139699 | 100 | 99.9976 | 0.0024 | |
| Total | | 71518650 | 36665141 | 51.27 | 36665041 | 100 | 99.9997 | 0.0003 | |
| Resolution No. 2 : To declare final dividend on Equity Shares for the Financial Year ended 31.03.2016. | | | | | | | | | |
| Resolution required : | | Ordinary | | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? : | | No | | | | | | | |
| Category | Mode of Voting | 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 | E-Voting | 48549992 | 5615382 | 11.57 | 5615382 | 0 | 100.000 | 0 | |
| | Poll | | 26909960 | 55.43 | 26909960 | 0 | 100.000 | 0 | |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.000 | 0 | |
| | Total | 48549992 | 32525342 | 66.99 | 32525342 | 0 | 100.000 | 0 | |
| Public - Institutions | E-Voting | 5718 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Total | 5718 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public - Non Institutions | E-Voting | 22962940 | 3113213 | 13.56 | 3113113 | 100 | 99.9968 | 0.0032 | |
| | Poll | | 1026586 | 4.47 | 1026586 | 0 | 100.000 | 0 | |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Total | 22962940 | 4139799 | 18.03 | 4139699 | 100 | 99.9976 | 0.0024 | |
| Total | | 71518650 | 36665141 | 51.27 | 36665041 | 100 | 99.9997 | 0.0003 | |



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Phone -0265-2680220/21/23 23, Fax -0265-2680433, 2338430,
E-mail:- sec@bancoindia.com, Website:- www.bancoindia.com, CIN: L51100GJ1961PLC001039

Date: 17.09.2016

Voting Results of Banco Products (India) Limited

| Resolution No. 3 : To appoint a Director in place of Shri Mehul K. Patel (DIN 01772099), who retires by rotation and being eligible, offers himself for reappointment. | | | | | | | | |
|--|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required : | | | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? : | | | | | | | | |
| Ordinary | | | | | | | | |
| Category | Mode of Voting | 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 | E-Voting | 48549992 | 5615382 | 11.57 | 5615382 | 0 | 100.000 | 0 |
| | Poll | | 26909960 | 55.43 | 26909960 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.000 | 0 |
| | Total | 48549992 | 32525342 | 66.99 | 32525342 | 0 | 100.000 | 0 |
| Public - Institutions | E-Voting | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Non Institutions | E-Voting | 22962940 | 3113213 | 13.56 | 3092353 | 20860 | 99.3300 | 0.6700 |
| | Poll | | 1026586 | 4.47 | 1026586 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 22962940 | 4139799 | 18.03 | 4118939 | 20860 | 99.4961 | 0.5039 |
| Total | | 71518650 | 36665141 | 51.27 | 36644281 | 20860 | 99.9431 | 0.0569 |

| Resolution No. 4 : To consider the ratification of Statutory Auditor M/s. Manubhai & Shah LLP, Chartered Accountants, Ahmedabad, (FRN : 106041W/W100136), as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company. | | | | | | | | |
|--|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required : | | | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? : | | | | | | | | |
| Ordinary | | | | | | | | |
| Category | Mode of Voting | 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 | E-Voting | 48549992 | 5615382 | 11.57 | 5615382 | 0 | 100.000 | 0 |
| | Poll | | 26909960 | 55.43 | 26909960 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.000 | 0 |
| | Total | 48549992 | 32525342 | 66.99 | 32525342 | 0 | 100.000 | 0 |
| Public - Institutions | E-Voting | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Non Institutions | E-Voting | 22962940 | 3113213 | 13.56 | 3113113 | 100 | 99.9968 | 0.0032 |
| | Poll | | 1026586 | 4.47 | 1026586 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 22962940 | 4139799 | 18.03 | 4139699 | 100 | 99.9976 | 0.0024 |
| Total | | 71518650 | 36665141 | 51.27 | 36665041 | 100 | 99.9997 | 0.0003 |

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BANCO PRODUCTS (INDIA) LIMITED



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Date: 17.09.2016

Voting Results of Banco Products (India) Limited

| Resolution No. 5 : To consider payment of commission to Non-Executive Independent Director Shri Ramkisan Devidayal within the overall ceiling limit of 1% of net profits of the Company for a period of five years with effect from 01.04.2015. | | | | | | | | |
|--|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required : | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? : | | | | No. | | | | |
| Category | Mode of Voting | 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 | E-Voting | 48549992 | 5615382 | 11.57 | 5615382 | 0 | 100.000 | 0 |
| | Poll | | 26909960 | 55.43 | 26909960 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.000 | 0 |
| | Total | 48549992 | 32525342 | 66.99 | 32525342 | 0 | 100.000 | 0 |
| Public - Institutions | E-Voting | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Non Institutions | E-Voting | 22962940 | 3113213 | 13.56 | 3113018 | 195 | 99.9937 | 0.0063 |
| | Poll | | 440552 | 1.92 | 440552 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 22962940 | 3553765 | 15.48 | 3553570 | 195 | 99.9945 | 0.0055 |
| Total | | 71518650 | 36079107 | 50.45 | 36078912 | 195 | 99.9995 | 0.0005 |

| Resolution No. 6 : To consider payment of commission to Non-Executive Independent Director Shri Mukesh Patel within the overall ceiling limit of 1% of net profits of the Company for a period of five years with effect from 01.04.2015. | | | | | | | | |
|--|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required : | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? : | | | | No. | | | | |
| Category | Mode of Voting | 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 | E-Voting | 48549992 | 5615382 | 11.57 | 5615382 | 0 | 100.000 | 0 |
| | Poll | | 26909960 | 55.43 | 26909960 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.000 | 0 |
| | Total | 48549992 | 32525342 | 66.99 | 32525342 | 0 | 100.000 | 0 |
| Public - Institutions | E-Voting | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Non Institutions | E-Voting | 22962940 | 3113213 | 13.56 | 3113018 | 195 | 99.9937 | 0.0063 |
| | Poll | | 1026586 | 4.47 | 1026586 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 22962940 | 4139799 | 18.03 | 4139604 | 195 | 99.9953 | 0.0047 |
| Total | | 71518650 | 36665141 | 51.27 | 36664946 | 195 | 99.9995 | 0.0005 |



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Date: 17.09.2016

Voting Results of Banco Products (India) Limited

| Resolution No. 7 : To consider payment of commission to Non-Executive Independent Director Shri Devesh Pathak within the overall ceiling limit of 1% of net profits of the Company for a period of five years with effect from 01.04.2015. | | | | | | | | |
|--|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required : | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? : | | | | No. | | | | |
| Category | Mode of Voting | 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 | E-Voting | 48549992 | 5615382 | 11.57 | 5615382 | 0 | 100.000 | 0 |
| | Poll | | 26909960 | 55.43 | 26909960 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.000 | 0 |
| | Total | 48549992 | 32525342 | 66.99 | 32525342 | 0 | 100.000 | 0 |
| Public - Institutions | E-Voting | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Non Institutions | E-Voting | 22962940 | 3113213 | 13.56 | 3113113 | 100 | 99.9968 | 0.0032 |
| | Poll | | 1026586 | 4.47 | 1026586 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 22962940 | 4139799 | 18.03 | 4139699 | 100 | 99.9976 | 0.0024 |
| Total | | 71518650 | 36665141 | 51.27 | 36665041 | 100 | 99.9997 | 0.0003 |

| Resolution No. 8 : To consider payment of commission to Non-Executive Independent Director Shri Udayan Patel within the overall ceiling limit of 1% of net profits of the Company for a period of five years with effect from 01.04.2015. | | | | | | | | |
|---|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required : | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? : | | | | No. | | | | |
| Category | Mode of Voting | 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 | E-Voting | 48549992 | 5615382 | 11.57 | 5615382 | 0 | 100.000 | 0 |
| | Poll | | 26909960 | 55.43 | 26909960 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.000 | 0 |
| | Total | 48549992 | 32525342 | 66.99 | 32525342 | 0 | 100.000 | 0 |
| Public - Institutions | E-Voting | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Non Institutions | E-Voting | 22962940 | 3113213 | 13.56 | 3113113 | 100 | 99.9968 | 0.0032 |
| | Poll | | 1026586 | 4.47 | 1026586 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 22962940 | 4139799 | 18.03 | 4139699 | 100 | 99.9976 | 0.0024 |
| Total | | 71518650 | 36665141 | 51.27 | 36665041 | 100 | 99.9997 | 0.0003 |

[Handwritten Signature]



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Date: 17.09.2016

Voting Results of Banco Products (India) Limited

| Resolution No. 9 : To consider to approve appointment of and remuneration to Shri Subhasis Dey (DIN: 07306884) as a Managing Director for the Period from 6th November, 2015 to 30th April, 2016. | | | | | | | | |
|---|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required : | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? : | | | No. | | | | | |
| Category | Mode of Voting | 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 | E-Voting | 48549992 | 5615382 | 11.57 | 5615382 | 0 | 100.000 | 0 |
| | Poll | | 26909960 | 55.43 | 26909960 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.000 | 0 |
| | Total | 48549992 | 32525342 | 66.99 | 32525342 | 0 | 100.000 | 0 |
| Public - Institutions | E-Voting | 5718 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 5718 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public - Non Institutions | E-Voting | 22962940 | 3113213 | 13.56 | 3113113 | 100 | 99.9968 | 0.0032 |
| | Poll | | 1026586 | 4.47 | 1026586 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 22962940 | 4139799 | 18.03 | 4139699 | 100 | 99.9976 | 0.0024 |
| Total | 71518650 | 36665141 | 51.27 | 36665041 | 100 | 99.9997 | 0.0003 | |

[Handwritten Signature]





J. J. Gandhi & Co.

Practising Company Secretaries

CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex

Besides Suraj Plaza

Sayajigunj, Baroda 390 005

Phone (o) 2225022 Cell : 9374620085

Email : jjgandhics@gmail.com

Report of Scrutinizer

Consolidated Report on remote E-voting and Voting by Poll at AGM

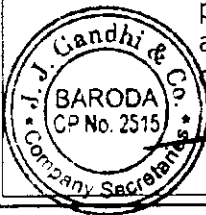
(Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015)

To,
The Chairman
of 55th Annual General Meeting of Members of
Banco Products (India) Limited
Bil Near, Bhaili Railway Station,
Padra Road, Dist., Vadodara 391410.

Dear Sir,

Re: Scrutinizers' Report on remote e-voting and voting by poll at the AGM of Banco Products (India) Limited held on 17th September, 2016.

1. I, J. J. Gandhi, Proprietor of J J Gandhi & Co. Practising Company Secretaries, having office at 231, Phoenix Complex, Sayajigunj, Vadodara 390005 has been appointed as Scrutinizer by the Board of Directors pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (herein after referred to as Rules) for scrutinizing the e-voting process and poll at the AGM on the resolutions contained in the Notice (herein after referred to as "Resolutions") of the 55th Annual General Meeting (AGM) of the Members of the Company held on 17th September, 2016 at 10.00 A.M. at the Registered office of the Company at Bil Near, Bhaili Railway Station, Padra Road, Dsit., Vadodara 391410.
2. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and on poll on the Resolutions contained in the Notice of 55th AGM of the Members of the Company. My responsibilities as a scrutinizer for e-voting process and for poll are restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by the Central Depository Services (India) Ltd., the authorized agency engaged by the Company to provide e-voting facilities and on the poll conducted at the AGM.





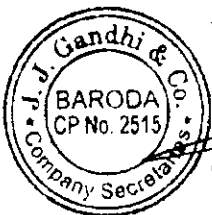
J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajgunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

3. I submit my report as under;

- A. As per requirement of Rule 20(v), the Public Advertisement with respect to dispatch of AGM Notice and intimating date and time of commencement and closing of E-voting have been published in English language in the newspaper "Business Standard" dated 23rd August, 2016 and in Gujarati language in the news paper "Lok Satta" dated 23rd August, 2016.
- B. The e-voting period remained open from 14th September, 2016 (9.00 A.M.) to 16th September, 2016 (5.00 P.M.).
- C. The Members of the Company holding shares in physical form or demat form as on "Cut-off" date i.e. 10th September, 2016 were entitled to vote on the resolutions mentioned in the Notice of AGM.
- D. At the AGM Poll was conducted to facilitate the members/ proxies present at the AGM and who did not vote in the E-voting process.
- E. Ballot papers were distributed to the Members and proxies present at the meeting. The empty ballot box was shown, locked and sealed in my presence and in the presence of members and proxies.
- F. Subsequently, the ballot box was opened in my presence and in the presence of CS Sonal Shimpi and Ms Aakriti Sharma who are not in the employment of the Company. They have signed at the end of report to confirm that polling box was opened in their presence.
- G. The poll papers were scrutinized and reconciled with the records maintained by the Company/ Registrar & Transfer Agent and the authorizations/ proxies lodged with the Company.
- H. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- I. After counting votes cast through poll at AGM, the E- votes cast were unblocked on 17th September, 2016 in the presence of 2 witnesses CS Sonal Shimpi and Ms. Aakriti Sharma who are not in employment of the Company. They have signed at the end of report to confirm that the e-votes have been unblocked in their presence.
- J. The details of Members who have voted "for" or "against" each of the resolutions that were put to vote were generated from the E-voting website of CDSL viz. www.evotingindia.com





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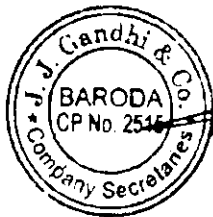
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Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

Based on the Reports generated from the CDSL website and the voting through Poll at the AGM, the consolidated report on the voting on each resolution is as under;

Resolution No. 1 – Ordinary Resolution

Adoption of standalone and consolidated financial statements of the Company for the financial year ended on 31st March, 2016.

| Votes cast | Number of members present and voting | Number of votes cast | % of total number of valid votes cast |
|------------------------------------|--------------------------------------|----------------------|---------------------------------------|
| In favour of the resolution | | | |
| E-voting | 26 | 8728495 | 23.80 |
| Poll | 35 | 27936546 | 76.19 |
| Total | 61 | 36665041 | 99.99 |
| Against the resolution | | | |
| E-voting | 1 | 100 | 0.01 |
| Poll | 0 | 0 | 0 |
| Total | 1 | 100 | 0.01 |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 0 | 0 | |
| Total | 0 | 0 | |





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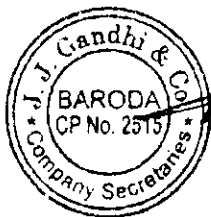
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Resolution No. 2 – Ordinary Resolution

Declaration of final Dividend on Equity shares for the financial year ended on 31st March, 2016.

| Votes cast | Number of members present and voting | Number of votes cast | % of total number of valid votes cast |
|------------------------------------|--------------------------------------|----------------------|---------------------------------------|
| In favour of the resolution | | | |
| E-voting | 26 | 8728495 | 23.80 |
| Poll | 35 | 27936546 | 76.19 |
| Total | 61 | 36665041 | 99.99 |
| Against the resolution | | | |
| E-voting | 1 | 100 | 0.01 |
| Poll | 0 | 0 | 0 |
| Total | 1 | 100 | 0.01 |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 0 | 0 | |
| Total | 0 | 0 | |





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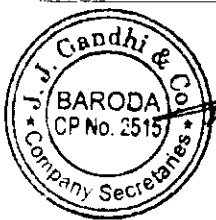
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Email : jjgandhics@gmail.com

Resolution No. 3 – Ordinary Resolution

Re-appointment of Director Shri Mehul K Patel (DIN 01772099)

| Votes cast | Number of members present and voting | Number of votes cast | % of total number of valid votes cast |
|------------------------------------|--------------------------------------|----------------------|---------------------------------------|
| In favour of the resolution | | | |
| E-voting | 25 | 8707735 | 23.75 |
| Poll | 35 | 27936546 | 76.19 |
| Total | 60 | 36644281 | 99.94 |
| Against the resolution | | | |
| E-voting | 2 | 20860 | 0.06 |
| Poll | 0 | 0 | 0 |
| Total | 2 | 20860 | 0.06 |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 0 | 0 | |
| Total | 0 | 0 | |





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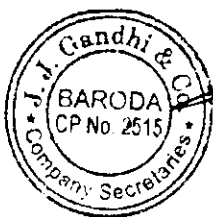
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Resolution No. 4 – Ordinary Resolution

Ratification of Appointment of Statutory Auditor

| Votes cast | Number of members present and voting | Number of votes cast | % of total number of valid votes cast |
|------------------------------------|--------------------------------------|----------------------|---------------------------------------|
| In favour of the resolution | | | |
| E-voting | 26 | 8728495 | 23.80 |
| Poll | 35 | 27936546 | 76.19 |
| Total | 61 | 36665041 | 99.99 |
| Against the resolution | | | |
| E-voting | 1 | 100 | 0.01 |
| Poll | 0 | 0 | 0 |
| Total | 1 | 100 | 0.01 |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 0 | 0 | |
| Total | 0 | 0 | |





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Email : jjgandhics@gmail.com

Resolution No. 5 – Special Resolution

To consider payment of commission to Shri Ramkisan Devidayal

| Votes cast | Number of members present and voting | Number of votes cast | % of total number of valid votes cast |
|------------------------------------|--------------------------------------|----------------------|---------------------------------------|
| In favour of the resolution | | | |
| E-voting | 25 | 8728400 | 24.19 |
| Poll | 34 | 27350512 | 75.80 |
| Total | 59 | 36078912 | 99.99 |
| Against the resolution | | | |
| E-voting | 2 | 195 | 0.01 |
| Poll | 0 | 0 | 0 |
| Total | 2 | 195 | 0.01 |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 0 | 0 | |
| Total | 0 | 0 | |





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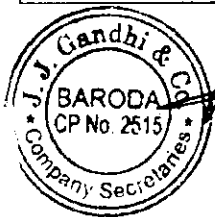
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Email : jjgandhics@gmail.com

Resolution No. 6 – Special Resolution

To consider payment of commission to Shri Mukesh Patel

| Votes cast | Number of members present and voting | Number of votes cast | % of total number of valid votes cast |
|------------------------------------|--------------------------------------|----------------------|---------------------------------------|
| In favour of the resolution | | | |
| E-voting | 25 | 8728400 | 23.80 |
| Poll | 35 | 27936546 | 76.19 |
| Total | 60 | 36664946 | 99.99 |
| Against the resolution | | | |
| E-voting | 2 | 195 | 0.01 |
| Poll | 0 | 0 | 0 |
| Total | 2 | 195 | 0.01 |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 0 | 0 | |
| Total | 0 | 0 | |





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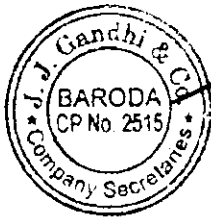
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Email : jjgandhics@gmail.com

Resolution No. 7 – Special Resolution

To consider payment of commission to Shri Devesh Pathak

| Votes cast | Number of members present and voting | Number of votes cast | % of total number of valid votes cast |
|------------------------------------|--------------------------------------|----------------------|---------------------------------------|
| In favour of the resolution | | | |
| E-voting | 26 | 8728495 | 23.80 |
| Poll | 35 | 27936546 | 76.19 |
| Total | 61 | 36665041 | 99.99 |
| Against the resolution | | | |
| E-voting | 1 | 100 | 0.01 |
| Poll | 0 | 0 | 0 |
| Total | 1 | 100 | 0.01 |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 0 | 0 | |
| Total | 0 | 0 | |





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Resolution No. 8 – Special Resolution

To consider payment of commission to Shri Udayan Patel

| Votes cast | Number of members present and voting | Number of votes cast | % of total number of valid votes cast |
|------------------------------------|--------------------------------------|----------------------|---------------------------------------|
| In favour of the resolution | | | |
| E-voting | 26 | 8728495 | 23.80 |
| Poll | 35 | 27936546 | 76.19 |
| Total | 61 | 36665041 | 99.99 |
| Against the resolution | | | |
| E-voting | 1 | 100 | 0.01 |
| Poll | 0 | 0 | 0 |
| Total | 1 | 100 | 0.01 |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 0 | 0 | |
| Total | 0 | 0 | |





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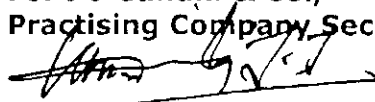
Resolution No. 9 – Ordinary Resolution

Approval of Appointment and Remuneration to Shri Subhasis Dey as MD for the period 6th Nov., 2015 to 30th April, 2016.

| Votes cast | Number of members present and voting | Number of votes cast | % of total number of valid votes cast |
|------------------------------------|--------------------------------------|----------------------|---------------------------------------|
| In favour of the resolution | | | |
| E-voting | 26 | 8728495 | 23.80 |
| Poll | 35 | 27936546 | 76.19 |
| Total | 61 | 36665041 | 99.99 |
| Against the resolution | | | |
| E-voting | 1 | 100 | 0.01 |
| Poll | 0 | 0 | 0 |
| Total | 1 | 100 | 0.01 |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 0 | 0 | |
| Total | 0 | 0 | |

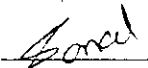
The relevant records relating to E-voting and Poll will be handed over to the Company Secretary after the Chairman approves and signs the minutes.

For J J Gandhi & Co.,
Practising Company Secretaries,


(J J Gandhi)
Proprietor (CP No – 2515)



Place : Vadodara
Dated: 17th September, 2016

Witness CS Sonal Shimpi 

Ms Aakriti Sharma 



