

BANCO PRODUCTS (INDIA) LIMITED



**51st ANNUAL REPORT
2011-2012**



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 Mehul K. Patel	Chairman & Whole Time Director Vice Chairman & Managing Director (w.e.f. 28.05.2012)
		Samir K. Patel Atul G. Shroff Ram Devidayal Mukesh D. Patel S. K. Duggal M. G. Patel Shailesh A. Thakker Kiran Shetty	Director Director Director Director Director Director Executive Director & C F O Executive Director
Company Secretary	:	Dinesh Kavthekar	
Bankers	:	Bank of Baroda State Bank of India HDFC Bank Ltd. Standard Chartered Bank	
Auditors	:	Shah & Company, Chartered Accountants, Mumbai.	
Registered Office	:	Bil, Near Bhaili Rly.Station, Padra Road,Dist.Baroda -391 410	
Works	:	At Bil, Near Bhaili Railway Station, Padra Road, Dist. Baroda-391 410 At Ankhi, Tal. Jambusar, Dist. Bharuch (upto 30.03.2012) At Jamshedpur At Rudrapur	
Listing	:	Bombay Stock Exchange Limited National Stock Exchange of India Limited	

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NOTICE

Notice is hereby given that the 51st Annual General Meeting of Banco Products (India) Limited will be held on Saturday, the 4th August, 2012 at 10:00 a.m. at the Registered Office of the Company at Bil, Near Bhaili Railway Station, Padra Road, Dist. Baroda 391 410, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31.03.2012 and Balance Sheet as of that date together with the reports of the Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Vimal K. Patel who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri S.K.Duggal who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit to pass with or without modifications, the following resolutions as an Ordinary Resolution.

"RESOLVED THAT in partial modification of the Resolution passed in the previous Annual General Meeting held on 06.09.2011 and pursuant to the provisions of Sections 198,269,309 and other applicable provisions, if any, of the Companies Act,1956, including Schedule XIII to the said Act, as amended up-to-date, approval be and is hereby accorded for re-designation and appointment of Shri Mehul K Patel (Whole Time Director of the Company) as Vice-Chairman & Managing Director of the Company w.e.f. 28.05.2012 on the same terms and conditions including related to payment of remuneration to Shri Mehul K. Patel for the remaining period of his Original tenure of 3 years with effect from 01.08.2011 on the terms and conditions as set out in the addendum to existing Agreement to be entered into between the Company and Shri Mehul K. Patel and which is hereby specifically approved.

RESOLVED FURTHER THAT Shri Shailesh Thakker, the Director be and is hereby severally authorized to do all the things and Deeds as may be necessary (including execution the Agreement in this regard) and to file requisite forms with the MCA/ROC, Gujarat, at Ahmedabad on behalf of the Company."

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES SHOULD BE LODGED WITH THE COMPANY 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business enumerated at Item No. 6 is annexed hereto.
3. The Register of Members and Transfer Books of the Company will be closed from 26.07.2012 to 04.08.2012 (both days inclusive). If the dividend as recommended by the Board of Directors is approved at the Annual General Meeting. Payment of such dividend will be made on or after 16.08.2012, as under.



- I) 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 25.07.2012.
 - II) 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 25.07.2012.
4. The Members and / or Proxies are requested to bring their valid ID Proof at the time of Meeting.
 5. Pursuant to the provisions of Section 205(A) of the Companies Act, 1956, as amended with effect from 31st October, 1998, dividends which remain unclaimed for a period of 7 years from the date of transfer of the same under sub-section (1) of the said Section, will be transferred to the Investor Education and Protection Fund of the Central Government established under Section 205C of the said Act. According to the provisions of the said Act, as amended, no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.
 6. (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 or Current Account
 - (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.
7. Shareholders are requested to bring their copy of the Annual Report at the meeting send all communications relating to their shareholding, quoting Folio No./ Client ID & DP ID, at Registered Office only.
 8. 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.
 9. 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, 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

By Order of the Board,

Date : 28th May, 2012
Place : Bil

Vimal K. Patel
Chairman

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

Item 6

The Shareholders, in its Annual General Meeting held on 06.09.2011 approved the payment of Remuneration to Shri Mehul K. Patel . Since Shri Mehul K Patel is actively involved in daily operational matters of the Company, including entire Marketing Functions of the Company, on the recommendation of Remuneration Committee, the Board of Directors has, at its meeting held on 28.05.2012 approved Modification in Designation of Shri Mehul K Patel as Vice-Chairman & Managing Director of the Company w.e.f. 28.05.2012 on the same terms and conditions including related to payment of remuneration to Shri Mehul K. Patel for the remaining period of his Original tenure of 3 years with effect from 01.08.2011 subject to approval of the Shareholders.

As previously approved, the total remuneration, including the minimum remuneration, in the event of loss or inadequacy of profits of the Company, in any year, payable to Shri Mehul K. Patel will be as per the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable the provisions, if any, of the Companies Act, 1956.

The draft of the addendum to the existing agreement and existing agreement will be open for inspection to the Members at the Registered Office of the Company during 11.00 a.m. to 3.00 p.m on any working day except Sunday.

Except Shri Vimal K. Patel, Shri Samir K Patel and Shri Mehul Patel none of the other Directors is in any way concerned or interested in the Resolution.

The Board recommends the resolutions for adoption.

By Order of the Board,

Date : 28th May, 2012
Place : Bil

Vimal K. Patel
Chairman



ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING.

Information pursuant to Clause 49 of the Listing Agreement regarding reappointment of Directors.

Name of the Director	Shri Vimal K. Patel	Shri S.K.Duggal
Date of Birth	21.03.1953	02.12.1939
Date of Appointment	15.05.1986	22.09.2009
Specialised Expertise / Brief Profile	Shri Vimal K. Patel is one of the Promoter Director and Chairman of the Company. He is in charge of overall operations of the since more than 20 years. The Company is on growth path under his able leadership and guidance. He is associate with various industry bodies such as Federation of Gujarat Industries etc. He has expertise in the working of various areas of Business Management.	Mr. Sudeshkumar Duggal a senior IAS who has worked as CEO and Managing Director in Surat Electrical Company Ltd. and as Managing Director of Gujarat State Fertilizers Co. Ltd and Gujarat State Communication & Electronic Ltd. He also held various position with Central Govt and State Govt including Secretary to C.M and Governor.
Qualifications	M.Sc (Economics) from London School of Economics	M.Sc (Economics) from London School of Economics, IAS (Retd.)
Directorships of other Companies as on 31.03.2012	Banco Aluminium Limited Nederlandse Radiateuren Fabriek B.V Banco Foundation K K Patel Foundation Lake Minerals (Mauritius) Limited Lake Cements Limited Persang O.M Metal Pvt Ltd. Banco Gaskets (India) Limited	Munjal Auto Industries Limited
Chairman/Member of other Committees of Companies as on 31.03.2012	Banco Products (India) Ltd. Audit Committee - Member Remuneration Committee - Member Finance Committee - Member Banco Gaskets (India) Ltd. Audit Committee - Member	Nil

Name of the Director	Shri Mehul K. Patel
Date of Birth	29.10.1964
Date of Appointment	08.02.1990
Specialized Expertise / Brief Profile	Shri Mehul K. Patel is one of the Promoter Directors of the Company. He is in charge of marketing activities of the Company since more than 16 years. The Company has established itself in Domestic and Export markets under his able leadership and guidance. He has expertise in the working of various areas of Business Management.
Qualifications	M.Sc (Engineering)
Directorship in other companies as on 31.03.2012	Banco Aluminium Limited Nederlandse Radiaturen Fabriek B.V K K Patel Foundation Banco Foundation Lake Minerals (Mauritius) Limited Banco Gaskets (India) Limited
Chairman/Member of other Committees of Companies as on 31.03.2012	Banco Products (India) Limited Finance Committee - Member



DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the 51st Annual Report together with the Audited Statements of Accounts for the Year ended 31.03.2012.

1. FINANCIAL RESULTS : (₹ in Crores)

Particulars	Stand alone		Consolidated	
	Year ended on 31.03.2012	Year ended on 31.03.2011	Year ended on 31.03.2012	Year ended on 31.03.2011
Total Turnover	544	460	1,004	860
Profit Before Taxation	93	74	102	85
Less: Provision for taxation	22	15	25	19
Deferred Tax Liability	(2)	1	1	1
Profit After Tax	73	58	76	65
Add: Balance brought forward from Previous Year	151	125	159	125
Profit available for appropriation	224	183	235	190
Amount available	224	183	235	190
Appropriations:				
Transfer to General Reserve	9	7	9	7
Proposed Dividend	18	21	18	21
Provision for Tax on Proposed Dividend	3	4	3	4
Balance Carried to Balance Sheet	194	151	205	158

Note : In terms of the requisite approvals of shareholders, the Gaskets Divisions of the Company is transferred to its Own Subsidiary Company viz. Banco Gaskets (India) Limited w.e.f. 31.03.2012 and hence the Financial information of the Current Financial Year may not be comparable with that of corresponding previous Financial Year.

2. DIVIDEND:

The Board, has decided to recommend Dividend 125 % i.e. ₹ 2.50 per Equity Share of ₹ 2/- each Per Equity Share for the Financial Year ended on 31.03.2012 as compared to ₹ 3/- Per Equity Share (150%) previous year.

3. OPERATIONS:

Both Radiator and Gasket product groups, have sound manufacturing facilities which have been constantly upgraded and are supported by sophisticated Research and Development facilities for new projects or models OEM and other customers come up with. Banco has experienced over all growth of 18 % as compared to previous year.

Given below are the top and bottom line figures.

	(₹ In Crores)	
	Year ended on 31.03.2012	Year ended on 31.03.2011
Sales (Net)	544	460
PAT	73	58



DOMESTIC SALES:

During the Financial Year Company's domestic sales stands at ₹ 413 Crores against previous year ₹ 332 Crores.

EXPORT SALES:

During the Financial Year, Company's Export Sales stands at ₹ 131 Crores against previous year ₹ 128 Crores.

Overall sales mix remains as Domestic 76% (Previous Year 72%) and Export Sales 24% (Previous Year 28%).

4. DIRECTORS' RESPONSIBILITY STATEMENT.

In terms of Section 217(2AA) of the Companies Act, 1956, the directors would like to state that:-

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.
- iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the directors have prepared the annual accounts on a going concern basis.

5. DIRECTORS:

Shri Vimal K Patel and Shri S K Duggal would retire by rotation and being eligible, offer themselves for re-appointment.

The Board has, on recommendation of Remuneration Committee decided to re-designate Shri Mehul K Patel as Vice – Chairman & Managing Director of the Company w.e.f. 28.05.2012, subject to approval by Shareholders in the ensuing Annual General Meeting. The details of the proposal for approval by shareholders is included in the Notice of ensuing Annual General Meeting.

6. AUDIT COMMITTEE:

Audit Committee as constituted in terms of Section 292A of the Companies Act, 1956, and Clause 49 of the Listing Agreement, with three independent Directors viz Shri Ram Devidayal as the Chairman, Shri Atul G Shroff and Shri Mukesh D Patel as Members, and Shri Vimal Patel as member performed inter alia the work assigned to it as laid down there under, during the year under review.

7. CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the Bombay Stock Exchange Ltd and National Stock Exchange of India Limited, a Management Discussion and Analysis, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made a part of the Annual Report, as Annexure "A". The Company is regular in payment of Listing Fees to the Stock Exchanges.

8. PARTICULARS OF EMPLOYEES:

The details are furnished in Annexure ' B' in terms of the Companies (Particulars of Employees) Rules, 1975, as amended.

9. COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

The particulars in accordance with the provisions of Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 regarding Conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo is given in the Annexure "C".

10. AUDITORS:

M/s. Shah & Co., Chartered Accountants, Mumbai, Auditors of the Company retire at the conclusion of ensuing Annual General Meeting. The retiring Auditors being eligible in terms of Provisions of Companies Act, 1956 and Listing Agreement, have expressed their willingness for reappointment as Statutory Auditors of the Company. You are requested to appoint the Auditors and fix their remuneration.

**11. SUBSIDIARIES.****11.1 Nederlandse Radiateuren Fabriek B.V – Netherlands**

Nederlandse Radiateuren Fabriek B.V. Netherlands, and its subsidiaries, are engaged in the business of manufacturing and distribution of heat transfer products. During the Year, the Company has taken many initiatives in areas of productions, marketing and other operational areas. We expect that these initiatives will yield results in time to come. The main market of the Company which is Europe, faces challenging circumstances.

11.2 Lake Mineral (Mauritius) Limited — Mauritius

A wholly Owned subsidiary viz Lake Mineral (Mauritius) Limited was incorporated during the Year ended on 31.03.2012.

11.3 Banco Gaskets (India) Limited - Vadodara

In terms of the requisite approvals of shareholders, the Gasket Division of the Company is transferred to its Own Subsidiary Company viz. Banco Gaskets (India) Limited w.e.f. 31.03.2012.

11.4 Kilimanjaro Biochem Limited – Tanzania

During the Year under review, the Company has transferred a part of its Equity Investment in Kilimanjaro Biochem Limited to its another Wholly Owned Subsidiary viz. Lake Mineral (Mauritius) Limited – Mauritius and accordingly, it has become Subsidiary of Lake Mineral (Mauritius) Limited – Mauritius .

The Company has started its commercial production during this Financial Year. .

In terms of the Circular No. No: 5/12/2007-CL-III dated 08.02.2011 and subsequent clarification in this regard issued by Ministry of Corporate Affairs, the Balance Sheet and Profit and Loss Account and other documents of these subsidiaries are not attached with Balance Sheet of this Company. However, the Financial Summary, as required, is included and forms part of this Report. The Annual Accounts and other Financial information related to subsidiaries shall be made available to any member on request and the same are available open for inspection at the Registered Office of your Company and that of respective subsidiaries.

The accounts of the subsidiaries are consolidated with the accounts of the Company in accordance with the applicable Accounting Standards. The consolidated accounts and the consolidated financial information of the subsidiaries form part of the Annual Report.

12. PUBLIC DEPOSITS:

As on 31st March, 2012 no deposits were due for repayment and remained unclaimed and therefore due deposit have since been refunded.

13. INSURANCE:

All the properties and insurable interests of the Company including buildings, plant and machineries and stocks, have been adequately insured.

14. INDUSTRIAL RELATIONS:

Overall industrial relation continued to be cordial. The Directors place on record their appreciation for the continued support and co-operation of all the employees.

15. ACKNOWLEDGEMENT:

The Board places on record its deep appreciation for the co-operation and continued support received by the Company from Shareholders, Banks, Depositors and Employees during the year.

By Order of the Board,

Date : 28th May, 2012
Place : Bil

Vimal K. Patel
Chairman

ANNEXURE - "A" MANAGEMENT DISCUSSION & ANALYSIS

Introduction:

Banco Products (India) Limited has completed more than fifty years of manufacturing Radiators and Gaskets. These products are considered critical in terms of application use and proprietary in terms of technology in Automotive, Agricultural, Earth moving vehicles and engines.

Industry Status:

The Automobile Industry in India has shown solid growth during the last financial year ended on 31.03.2012 in spite of volatile fuel prices and rising domestic inflation. OEMs clients continue to add new models rapidly at the same time transition to higher emission norms open up new opportunities.

Operations:

Both Radiator and Gasket product groups, have very sound and integrated manufacturing facilities which have been upgraded on continuous basis to improve quality and throughput. Research and Development facilities for developing new Cooling systems and Gaskets suitable for new projects for various OEM customers is ongoing.

There is over all growth of around 18 % in total revenue as compared to previous year.

Strengths:

More than fifty years of experience in our business area, gives us a sound understanding of the various applications and operating environments.

- Continuous Research and Development, adoption of new technology and processes, quick response, innovative product development and finally cost competitiveness.
- Sound financial disciplined working.
- Good customer relationships with top automobile and off-road equipment manufacturers in India. Recipient of many awards from leading OEM clients year on year for quality and service.

Weakness:

- Major share of business comes from Automotive segment. Any downward trend in Automotive Sector may affect the performance of the Company.
- Inflation of ferrous, nonferrous raw materials and plastics affects profitability.

Opportunities

Good scope of expansion in new applications within existing customers as well as growing market in the spares parts sector.

Threats:

Depreciation in value of Indian Rupee raising cost of imported raw materials.

Depressed markets in Europe where we have large customer base.

High interest rate and inflation in fuel prices leading to reduced demand and lower production by OEM clients.

Technology:

Adoption of advanced technologies in manufacturing and product design through investment in manpower, hardware and software is on going to meet current and future needs of Indian OEM clients as well as to compete in Global markets. Objective is to diversify customer base by improving varied product offerings.

Internal Control and its Adequacy.

The Company has successfully obtained renewal of TS-16949 certification and now path to Lean 6-sigma implementation. Software for inter and intra department communication has been upgraded. For data security specifically in design section suitable software has been installed.



The system of internal control designed to provide reasonable maintenance of proper accounting records and the reliability of operational and financial information complying with statutes, safeguarding assets from unauthorized use or losses executing transaction with proper authorization ensuring compliance of corporate policies used with a view to running business. The Company has clearly defined organization structure and lines of authority. Sufficient control is exercised through monthly, quarterly and annual business review by the management Review Committee and application of Corporate Governance. An internal audit system is in place. Normal foreseeable risks to the Company's assets are adequately covered by comprehensive insurance.

The Company has during the year engaged the services of an independent firm of Chartered Accountants for the services of Internal Audit of operations of the Company for better control and to ensure adequacy and efficacy of the Internal Audit function.

In line with well accepted practices and objectives, the planning and internal audit is oriented towards the review of operational controls in the management risk strengths and opportunities.

The Company has an Audit Committee, which reviews the Reports of Internal and External Auditors, make suggestions for improvements, follow upon the implementation of corrective actions and keeps informed the Board of its major observations from time to time.

Information Technology:

Company is successfully operating SAP (ERP) system .

Financials :

The detailed financial analysis of the Company's operations for the year is given in the Directors' Report and therefore the same is not repeated. However, some important ratios on the Company's profitability are given below.

Particulars	Current Year 2011-2012	Previous Year 2010-2011
Net Profit to Sales (PBT) (%)	17	16
Earnings Per Share (EPS) (₹)	10	8
Cash earnings per Share (₹)	12	10
Return on Net worth (PAT) (%)	23	22
Dividend Payout Ratio(Including Dividend Tax) (%)	25	36
Retained Earnings (₹ in Crores)	52	34
Retained Earnings (%)	71	57

Future Strategy:

It is clear that the Company's future has to be built upon its existing strengths and over five decades of proven skills in cooling and sealing business. Fast development of new products, very high quality customer-satisfaction management is a thrust area. The Company has been developing new markets both in India and abroad, substantially broad basing export sales, penetrating existing markets and launching new products and building 'Banco' brand too. In addition, there is an increased focus on achieving greater efficiency through cost reduction initiatives and better supply chain management. It is expected that the transfer of Gasket Division to its own wholly owned subsidiary will get focused attention to improve sales.

Cautionary Note :

Certain statements made in this report, are forward looking statements and actual results may differ from such expectation, projections etc as several factors would make significant difference to the Company's operations such as Economic conditions affecting demand and supply, Government's regulations, level of competition prevailing at the relevant time etc.

Annexure B

Name & Designation	Remuneration Received (₹ in Lacs)	Nature of employment	Other terms and conditions	Nature of duties	Qualification and Experience	Date of Commencement of employment	Age of the employee	Last employment held	% of equity shares held
Vimal K. Patel Chairman	67.48	Contractual	–	Overall Operations	M.Sc (Economics) from London School of Economics Promoter Director & Industrialist	01/08/11	59	–	7.79
Mehul K. Patel Director	67.12	Contractual	–	Overall mainly marketing operations	M.Sc (Engineering) Promoter Director and Industrialist.	01/08/11	47	–	7.83

ANNEXURE - C

INFORMATION IN ACCORDANCE WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31.03.2012.

A. CONSERVATION OF ENERGY:

The energy saving to the possible extent is being achieved through conversion of process equipments, installation of energy saving devices, effective energy management study etc.

FORM – A

Disclosure of particulars with respect to conservation of energy

	CURRENT YEAR 2011-2012	PREVIOUS YEAR 2010-2011
A. Power and Fuel Consumption		
1. Electricity		
[a] Purchased		
No. Unit KWH	7321343	4645485
Total amount (₹ in Lacs)	490.36	297.69
Rate Per Unit (₹)	6.70	6.41
[b] Own Generation		
(I) Through Diesel Generator Unit KWH	43169	45835
Total Amount (₹ in Lacs)	5.60	5.67
Rate Per Unit	12.98	12.39
(II) Through Gas Generator		
Units	5413624	6594962
Units Per Liter of Fuel Oil / Gas	4.89	3.49
Cost / Unit	5.37	3.94
[c] Wind Electricity Generator		
Unit KWH	N.A	N.A
Total Amount (₹ in Lacs)		
Rate Per Unit (₹)		



	CURRENT YEAR 2011-2012	PREVIOUS YEAR 2010-2011
2. Coal (specify quality and where used)	N.A	N.A
Quantity (tonnes)		
Total Amount.		
3. L D O Quantity (K.Ltr)	N.A	N.A
Total Amount (₹ in Lacks)		
4. Other / (Natural Gas / Nitrogen Gas)		
Quantity (Cu.Mts.)	5331417	5185084
Total Amount (₹ in Lacks)	471.27	432.42
Rate/Per (Cu Mtr.)(₹)	8.84	8.34
5. HI SPEED DIESEL OIL		
Quantity (K.Ltrs)	49.20	33.80
Total Amount (₹ in Lacks)	17.80	11.25
6. HCR Quantity (K.Ltrs)	NIL	NIL
Total Amount (₹ in Lacks)	NIL	NIL

B. CONSUMPTION PER UNIT OF PRODUCTION.

Standards (if any)	Current Year	Previous Year
Product Electricity (KWH)	Not Ascertainable	

B. TECHNOLOGY ABSORPTION:

FORM-B

Research and Development:

1. Specific Area in which R & D activities are carried out.
 - i. Development of new generation Charged Air Coolers, Oil coolers and Radiators for various industrial and automotive applications to operate in very adverse conditions.
 - ii. Development of various Bharat Stage-III/IV compliant Gaskets for Automobile applications for domestic OEM and Export Markets.
 - iii. Development of new raw materials for improving product durability and reliability.
 - iv. Continuous research on product validation process, continual improvement, import substitution and wastage control.
2. Benefit which will derive as a result of the above R&D:
 - i. The Company will add more names in its list of foreign customers.
 - ii. Find customers in user industries which currently do not form part of customer base.
 - iii. Competing with Global companies in the global market.
 - iv. Wastage control, reduction in manufacturing cost. Value addition in the supply chain management process.

Future Plans:

The Company will continue its efforts in improving the quality standard of products to meet the local and global challenges.

	(₹ in Lacs)	
Expenditure on R&D	2011-2012	2010-2011
1. Capital	3.64	67.70
2. Recurring	385.66	334.76
3. Total	389.30	402.46
4. Percentage of R&D Expenditure to Total Turnover.	0.72%	0.87%

Technology Absorption, Adaptation and Innovation :

Installed validation laboratory equipments for measuring life cycle of products (oil coolers, off road radiators, condensers, CAC for E-III and E-IV) and development and use of new generation raw materials used for the same.

Benefits derived as a result of above:

- (i) Because of the Research and Development activities, the Company could develop the new processes and new products which enhance the engine life to give high heat transfer for effective cooling of engines.
- (ii) The Company is equipped to meet the stringent customer specifications thus capturing the domestic and global customers and is geared up for E-III and E-IV applications.
- (iii) Achievement of newer process and product improvements level to develop the products eco friendly and competitive.

B. FOREIGN EXCHANGE EARNING AND OUTGO :

	(₹ in Lacs)	
	2011-2012	2010-2011
a. Earned by way of exports	12751.36	12333.03
b. Used by way of imports/expenses	11801.21	13304.97



REPORT ON CORPORATE GOVERNANCE

In compliance with Clause 49 of the Listing Agreement entered into with Stock Exchanges, the Company submits the report on the matters mentioned in the said Clause and lists the practices followed by the Company.

1. Company's Philosophy on Code of Corporate Governance. :

Banco Products (India) Limited's philosophy on Corporate Governance envisages working towards high levels of transparency, accountability, consistent value systems, delegation, across all facts of its operations. The Company's Corporate Governance philosophy has been further strengthened through its Code of Conduct, Code of Conduct for prevention of Insider Trading as also the Code of Corporate Disclosure practices leading to sharply focused and operationally efficient growth. The business operations are conducted to benefit its all stakeholders, including shareholders, employees, customers, suppliers and statutory authorities.

The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, from time to time and as applicable.

2. Board of Directors :

The Board of Directors is comprising of 10 (ten) directors of which 1 (one) Non Executive Director, 4 (four) Executive Directors and 5 (five) Non Executive Independent Directors as on 31.3.2012. A brief resume of the directors being re-appointed at the Annual General Meeting, the nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership of the committees of the Board is annexed to the Notice.

The Composition of the Board is in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as specified in Clause 49, across all the Companies in which he is a Director. Necessary disclosure regarding Committee position in other Public Companies as at 31.03.2012 have been made by the Directors.

The details of the names and categories of the Directors, their attendance at Board Meetings, Annual General Meetings, Number of directorships in other Companies and committee meetings etc. are given below.

Board Meeting and composition of Board:

During the year 2011-2012, the Board met four times on 30.05.2011, 14.07.2011, 12.11.2011 and 13.02.2012. The longest gap between any two Board Meetings did not exceed four months.

Name of Director	Category of Director	No of Board Meeting attended during 2011-2012	Whether attended last A.G.M.	Directorship held in other Domestic Public Companies	@ No of Committee Membership	
					Chairman	Member
Shri Vimal K.Patel	Executive Chairman & Promoter	4	No	2	—	4
Shri Atul G.Shroff	Non-Executive Independent	3	No	5	4	2
Shri Samir K.Patel	Non-Executive & Promoter	1	Yes	1	—	1
Shri Mehul K.Patel	Executive Director & Promoter	2	Yes	2	—	1
Shri Ram Devidayal	Non-Executive & Independent	4	Yes	3	2	6
Shri Mukesh D. Patel	Non-Executive & Independent	2	No	6	3	8



Shri S.K.Duggal	Non-Executive & Independent	3	No	1	—	—
Shri M.G.Patel	Non-Executive & Independent	3	No	4	5	3
Shri Shailesh Thakker	Executive Director & CFO	4	Yes	—	—	—
Shri Kiran Shetty	Executive Director	3	Yes	—	—	—

@ The Committees include Committees of Banco Products (India) Limited.

Shareholding of Directors

Name	Nos of Shares held as on 31.03.2012 of ₹ 2/- each
Shri Vimal K.Patel	55,72,836 (7.79%)
Shri Samir K.Patel	49,59,040 (6.93%)
Shri Mehul K.Patel	56,05,161 (7.84%)
Shri Atul G. Shroff	6,600
Shri Ram Devidayal	5,48,302 (0.77%)
Shri Mukesh Patel	Nil

None of the Non Executive Directors has any material pecuniary relationship or transactions with the Company. Necessary information as mentioned in Annexure 1A to the Clause 49 of the Listing Agreement has been placed before the Board for their consideration, from time to time.

3. Audit Committee:

The Board of Directors has constituted an Audit Committee, comprising three independent Non Executive Directors viz. Shri Ram Devidayal, Shri Atul G.Shroff, Shri Mukesh D Patel and Executive Promoter Director Shri Vimal K.Patel. Shri Ram Devidayal, is the Chairman of the Audit Committee.

The primary objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and the integrity and quality of the financial reporting.

The constitution of Audit Committee also meets with the requirements under Section 292A of the Companies Act, 1956 and Clause 49II(D) of the Listing Agreement and the terms of reference stipulated by the Board for the Audit Committee, covers the matters specified, which are as under.

A. The Audit Committee shall have the following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employees.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if its considers necessary.

B. The Role of the Audit Committee shall include the followings:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of Statutory Auditors and fixation of audit fees.
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
4. Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to



- Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report in terms of sub-section (2AA) of Section 217 of the Companies Act, 1956.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustment made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of related party transactions.
 - Qualification in draft Audit Report.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing with the management, the performance of Statutory and Internal Auditors, adequacy of internal control system.
 7. Reviewing the adequacy of Internal Audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of Internal Audit.
 8. Discussion with Internal Auditors, any significant findings and follow up thereon.
 9. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 10. Discussion with Statutory Auditors before the Audit Commences, about the nature and scope of audit as well as post audit discussion to ascertain any are of concern.
 11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders. Shareholder (in case of non payment of declared dividends) and creditors.
 12. To review the functioning of the Whistle Blower Mechanism.
 13. Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company.
 14. To review the following information
 - The management discussion and analysis of financial condition and results of operations;
 - Statement significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letter/letters of internal control weakness issued by the Statutory Auditors;
 - Internal Audit Reports relating to internal control weakness; and
 - The appointment, removal and terms of remuneration of Internal Auditors.
 15. Reviewing the financial statements and in particular the investments made by the unlisted subsidiaries of the Company.

During the year 2011-2012, four Audit Committee meetings were held on 27.05.2011, 14.07.2011, 12.11.2011 and 13.02.2012 details of attendance of members are as under.

Attendance of Members at the Meetings of the Audit Committees held during 2011-2012.

Name of Directors	Number of Meetings held	Meeting Attended
Shri Ram Devidayal	4	4
Shri Atul G Shroff	4	3
Shri Mukesh D. Patel	4	2
Shri Vimal K Patel	4	4

The Executive Director & C F O attends the meetings regularly.



4. Remuneration to Directors :

The Board of Directors has constituted Remuneration Committee comprising three Independent, Non Executive Directors namely, Shri Ram Devidayal, Shri Atul G Shroff, Shri Mukesh D. Patel and Executive Promoter Director Shri Vimal K Patel .

The Remuneration Committee has been constituted to recommend /review remuneration of the Executive Directors based on their performance and defined assessment criteria.

Remuneration Policy of the Company is directed towards rewarding performance, based on the review of achievements. The Remuneration policy is in consonance with the existing Industry practice.

One Meeting of Remuneration Committee Meeting was held during the year on 14.07.2011.

Details of Remuneration paid to Executive Directors during the year 2011-2012 as under.

SR. NO.	Name	Designation	Total Remuneration paid by way of Salary & Perquisites (₹ in Lacs.)
1	Vimal K. Patel	Executive Promoter Director	67.48
2	Mehul K. Patel	Executive Promoter Director	67.12
3	Shailesh A. Thakker	Executive Director & CFO	51.72
4	Kiran Kumar Shetty	Executive Director (Operations)	41.70

Details of sitting fees paid to Non Executive Directors during the year 2011-2012.

SR. NO.	Name	Designation	Total sitting fees paid (₹)
1	Atul G. Shroff	Non Executive Director	42500/-
2	Ram Devidayal	Non Executive Director	55000/-
3	Mukesh D. Patel	Non Executive Director	25000/-
4	S.K.Duggal	Non Executive Director	27500/-
5	M.G.Patel	Non Executive Director	27500/-

5. Shareholders'/Investors' Grievance Committee.:

The Board of Directors has constituted the Shareholders'/Investors' Grievance Committee, comprising of Shri A.G.Shroff, Shri Ram Devidayal, Shri Mukesh D Patel and Shri S.K.Patel .The Chairman of the Committee is Shri A.G.Shroff. The Committee, inter alia, oversees and reviews all matters connected with the securities and looks into shareholders complaints like transfer of shares, non receipt of balance sheet, non receipt of declared dividend, dematerialization of shares etc. The Committee oversees the performance of the Secretarial Department and the working of M/s. Link Intime India Private Ltd., the Registrar & Transfer Agent and recommends measures for overall improvement in the quality of services to the Investors.

During the year 2011-2012, two Shareholders'/Investors' Grievance Committees Meetings were held on 27.05.2011 and 12.11.2011 details of attendance of members are as under.

Attendance of Members at the Meetings of the Shareholders' Grievance Committees held during 2011-2012.

Attendance of Members at the Meetings of the Shareholders' Grievance Committees held during 2011-2012.

Name of Directors	Number of Meetings held	Meeting Attended
Shri Ram Devidayal	2	2
Shri Atul G Shroff	2	1
Shri Mukesh D Patel	2	2
Shri Samir K Patel	2	-



The Company has appointed Shri Upendra Joshi, the Secretarial Executive, as the Compliance officer along with the Company Secretary, as Compliance Officer.

During the period under review, one grievance was received. No grievances /complaints are outstanding and no requests for transfers and/or requests for dematerialization were pending for approval as on 31.3.2012.

6. General Body Meetings:

Particulars of the last 3 Annual General Meetings held are as under.

Date	Time	Place	Special Resolution
27.11.2009	10.00 a.m	At the Registered Office	- No Special Resolution.
28.09.2010	10.00 a.m	At the Registered Office	- No Special Resolution.
06.09.2011	10.00 a.m	At the Registered Office	- No Special Resolution

The Company had conducted Postal Ballot for approval of shareholders under Section 293 (1) (a), 192 A of the Companies Act, 1956 read with Passing of Resolution by Postal Ballot Rules, 2011 for sale/ transfer of its Gasket Division.

As on date there is no proposal for consideration by way of Postal Ballot process.

7. Disclosures.:

- i. Related Party transactions, comprising of contracts or arrangements with the Promoters or other Companies/entities in which the Directors are interested, are entered in the Register of Contracts and placed before Board Meeting as per Section 301 of the Companies Act, 1956. None of the transactions with any of the related parties were in conflict with the interest of the Company.
- ii. There were no instances of non-compliance and no strictures and penalties have been imposed on the Company by the Stock Exchange or SEBI or any statutory authorities, on any matters related to capital markets, during the last three years.

Mandatory Requirements:

The Company has complied with the mandatory requirements as stipulated in Clause 49 of the listing agreements with the stock exchange.

Non Mandatory Requirements:

The Company has adopted the non-mandatory requirements as regards the provisions relating to the Remuneration Committee. The Quarterly Financial Results are extensively published in leading financial newspapers, uploaded on the Company's web site and also sent to the shareholders on request. The Company affirms that no employee has been denied access to the Audit Committee. As regards the other non mandatory requirements the Board has taken cognizance of the same and shall consider adopting the same as and when necessary.

8. Means of communication.:

The annual and quarterly results are regularly published by the Company in Loksatta (Gujarati) and Business Standard (English), the News Papers as per the Stock Exchange requirements.

In addition, these are also submitted to the Stock Exchanges in accordance with the Listing Agreement. Financial Results are supplied through E-Mail & posts to the Shareholders on request.

The Management Discussion and Analysis (MD&A) is a part of the Annual Report.

9. General Shareholder information.:

9.1 Annual General Meeting:

- Date and time : Saturday, the 4th August, 2012 at 10.00 a.m.
- Venue : At the Registered Office at Bil, Near Bhaili Railway Station, Padra Road, Dist. Vadodara – 391 410.



9.2 Financial Calendar :

Period	:	Board Meeting to approve
Un audited Financial Results for :		
Quarter ending 30.06.2012	:	By end of July,2012 or within statutory time limit
Quarter ending 30.09.2012	:	By end of October,2012 or within statutory time limit.
Quarter ending 31.12.2012	:	By end of January,2013 or within statutory time limit.
Audited Results for the year ended on 31.03.2013	:	By end of May,2013 or within statutory time limit.

9.3 Dividend Payment Date : On or after 16.08.2012

9.4 Book Closure Dates for the purpose of dividend and AGM :

To determine the entitlement of shareholders to receive the Dividend, if any, for the year ended 31.03.2012, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 26th July, 2012 to Saturday, the 4th August, 2012 (Both days inclusive) for the purpose of Dividend.

9.5 Dividend Remittance:

Dividend on Equity Shares as recommended by the Directors for the year ended 31.03.2012 when declared at the AGM, will be paid:

- I) 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 25.07.2012
- II) 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 25.07.2012

9.6 Listing of Equity Shares on Stock Exchanges: The Bombay Stock Exchange Ltd. National Stock Exchange of India Ltd.

9.7 Stock Code

Stock Code (BSE)	:	500039
Trading Symbol (NSE)	:	BANCOINDIA
Demat ISIN Number	:	INE213C01025

9.8 Stock Market Data:

Monthly High & Low Quotes basing on the closing prices and nos of shares traded during the last Financial Year on the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Month	BSE			NSE		
	Highest	Lowest	No. of Shares Traded	Highest	Lowest	No. of Shares Traded
April 2011	85.90	70.00	1652141	85.80	69.50	1418620
May 2011	77.00	67.25	344438	76.50	68.00	290916
June 2011	74.90	64.00	175778	75.00	65.00	177835
July 2011	85.80	69.10	372347	86.40	70.10	503737
Aug 2011	83.45	71.25	118846	84.70	66.15	263512
Sep 2011	80.25	68.75	131127	81.30	69.00	134853
Oct 2011	75.00	64.00	99990	83.00	69.00	132356
Nov 2011	75.65	59.25	169640	76.45	61.30	175834
Dec 2011	67.00	59.05	78027	66.75	56.55	95538
Jan 2012	69.80	60.05	76447	69.00	60.10	98873
Feb 2012	73.30	64.10	225260	74.80	64.10	189849
March 2012	70.80	62.35	165579	69.90	62.50	113513



9.9 Share Transfer System:

Presently, the share transfers which are received in physical form are processed and the share certificates are returned within a period of 30 days from the date of receipt, subject to the documents being valid and complete in all respects.

All requests for dematerialization of shares are processed and confirmation is given to the respective depositories, i.e National Securities Depository Ltd (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

9.10 Distribution of Shareholding as on 31.03.2012

No of Share Holding	Nos of Shareholders	Nos of Shares	Nos of Shares % to Total Capital
1 - 500	7670	1308221	1.83
501 - 1000	1717	1487345	2.08
1001 - 2000	1020	1690778	2.36
2001 - 3000	538	1493404	2.09
3001 - 4000	230	849085	1.19
4001 - 5000	156	744711	1.04
5001 - 10000	274	1971342	2.76
10001 and above	183	61973764	86.65
Total	11788	71518650	100.00

9.11 Distribution of Shareholding Pattern as on 31.03.2012:

Category	Nos of Shares	% of Total Capital
Promoters (including NRI, Bodies Corporate)	4,84,81,814	67.79
Non Promoters		
a. Banks and Financial Institution	2,000	-
b. Bodies Corporate	14,55,248	2.03
c. Non Residents Indians	35,95,306	5.03
d. Mutual Fund & UTI	20,46,218	2.86
e. Public	1,59,38,064	22.29
Total	7,15,18,650	100.00

9.12 Dematerialization of Shares as on 31.03.2012

About (55.48 %) Equity Shares of the Company, have been Dematerialized.

The Company does not have any GDRs/ADRs/Warrants or any other convertible instruments.

9.13 Equity Shares in the Suspense Account

	Number of Shareholders	Number of Equity Shares of Face Value of ₹ 2/- per Share.
Aggregate Number of Shareholders and the outstanding shares identified by sending Reminders	356	749740
Number of Shareholders who approached the Company in response to the aforesaid Reminder	56	191100
Aggregate Number of Shareholders and the outstanding shares in the suspense account lying as on 31.03.2012	300	558640

As per Clause 5A of the Listing Agreement, the Company had demated 5,58,640 Equity Shares in Banco Products (India) Limited Unclaimed Suspense Account.

The voting rights on the shares outstanding in the suspense account as on 31.03.2012 shall remain frozen till the rightful owner of such shares claims the shares.

No Shares were transferred from the suspense account to the shareholders' account during the year

- 9.14 Plant locations:**
- : at Bil, Dist. Baroda.
 - : at Ankhi, Tal. Jambusar, Dist. Bharuch (upto 30.03.2012)
 - : at Jamshedpur
 - : at Rudrapur

9.15 Address for Correspondence.:**For transfer/dematerialization of shares, transmission etc :**

Link Intime India Pvt Ltd.
B – 102 & 103, Shangrila Complex,
First Floor, Opp. HDFC Bank,
Nr. Radhakrishna Char Rasta,
Akota, Vadodara - 390 020
Phone : (0265) 2356573
Fax : (0265) 2356791
E-mail : vadodara@linkintime.co.in

For payment of dividend and other quarries of the Company

Secretarial Dept.
Banco Products (India) Ltd.
Bil, Near Bhaili Rly Station,
Padra Road, Dist. Baroda. 391 410
Phone : (0265) 2680220/1/2
E-Mail : sec@bancoindia.com,
investor@bancoindia.com

DECLARATION**Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct:**

This is to confirm that the Company has adopted a Code of Conduct for its employees, Non Executive Directors and Executive Directors, which is also available on the Company's Web site.

I confirm that the Company has, in respect of the financial year ended 31.03.2012 received from the Senior Management Team of the Company and the Members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management means the Chief Financial Officer, the Company Secretary and other employees in the Vice President cadre as on 31.03.2012.

Date : 28th May, 2012
Place : Baroda.

Shailesh Thakker
Executive Director & CFO.



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF
BANCO PRODUCTS (INDIA) LTD.

We have examined the compliance of conditions of Corporate Governance by **BANCO PRODUCTS (INDIA) LIMITED** for the year ended 31 st March, 2012 as stipulated in clause 49 of the Listing Agreement entered into with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SHAH & CO.,
Chartered Accountants
FRN 109430W

Place : Mumbai
Date : 28th May, 2012

(ASHISH SHAH)
Partner
Membership No : 103750



AUDITORS' REPORT

TO THE MEMBERS OF
BANCO PRODUCTS (INDIA) LIMITED,
 Bil, Dist. VADODARA

1. We have audited the attached Balance Sheet of BANCO PRODUCTS (INDIA) LIMITED, as at 31st March 2012 and also the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, issued by the Central Government of India in terms of Sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in Annexure referred to in paragraph 3 above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of such books.
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account and comply with the accounting standards referred to in section 211 (3C) of the Companies Act, 1956.
 - d) On the basis of the written representations received from the directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - e) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - i) In the case of Balance Sheet of the state of affairs of the company as at 31st March, 2012.
 - ii) In the case of Statement of Profit and Loss of the "PROFIT" of the company for the year ended on that date.

And

 - iii) In case of the cash flow statement of the cash flows for the year ended on that date.

FOR SHAH & CO.,
 Chartered Accountants
FRN 109430W

(ASHISH SHAH)
 Partner
Membership No.: 103750

Place : Mumbai
 Date : 28th May, 2012

**ANNEXUE REFERRED TO IN PARAGRAPH 3 OF THE AUDITORS' REPORT TO THE MEMBERS OF BANCO PRODUCTS (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH, 2012.**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed Assets.
(b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which in our opinion is reasonable having regard to the size of the company and the nature of its assets. We are informed that no material discrepancies were noticed on such verification.
(c) The company has during the year transferred the assets of its Gasket manufacturing unit by way of slump sale. (Refer note no. 26 in Notes to Financial Statements). This has not affected the going concern status of the Company.
2. (a) The inventory has been physically verified by the management at the end of the year except stock lying with third parties in respect of which confirmations have been obtained in majority of the cases by the company.
(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) The company is maintaining proper records of inventory. No material discrepancies were noticed on verification between the physical stocks and the book records.
3. (a) The company has given loan of ₹ 2931.06 lacs to one of its subsidiary. The maximum amount outstanding at any time during the year was ₹ 3387.12 Lacs and the year end balance is ₹ 3387.12 Lacs.
(b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans given by the company, are not prima facie prejudicial to the interest of the company.
(c) The principal amounts are repayable over a period of four years, while the interest is payable quarterly at the discretion of the company.
(d) In respect of said loan and interest thereon, there was no overdue amounts.
(e) According to the information and explanations given to us, the company has during the year not taken any loans secured or unsecured from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Accordingly, paragraph 4 (iii) (f) and (g) of the Companies (Auditors' Report) Order, 2003 are not applicable for the current year.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have any information of any instances of major weaknesses in the aforesaid Internal control system.
5. (a) According to the information and explanations given to us, the transaction that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time in the opinion of the management.
6. In our opinion and according to the information and explanations given to us, the company has complied with the provision of sections 58A, 58AA or any other relevant provisions of the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.



9. (a) The company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess were in arrears, as at 31st March 2012 for a period of more than six months from the date they became payable.
- (c) Following disputed demands aggregating to ₹ 641.97 Lacs have not been deposited since the matters are pending with the relevant concerned authorities.

Name of the Statues	Nature of Dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty & Service Tax	Rs. 541.64 Lacs	Financial years 1997-98 and 2004-05 to 2011-12	Different authorities at Vadodara, Ahmedabad & Mumbai
Income Tax Act, 1961	Income Tax	Rs. 1.56 Lacs Rs. 72.91 Lacs Rs. 0.90 Lac	Assessment Years 2005-06 2008-09 2009-10	ITO and CIT (A) respectively
Central Sales Tax Act, 1956 and Sale tax Act of various states	Sales Tax/ VAT	Rs. 0.32 Lac Rs. 24.64 Lacs	Financial Years 1995-96 2007-08	Sales Tax Tribunal and Deputy Commissioner respectively.

10. The company does not have accumulated losses at the end of the financial year. The company has not incurred cash losses in the financial year ended on that date or in the immediately preceding financial year.
11. According to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank.
12. According to the information and explanations given to us the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provision of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
14. The company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities and other investments, and timely entries have been made therein. All shares, securities and other investments have been held by the company in its own name.
15. The company has given guarantee for loan taken by one of its subsidiary from bank. According to the information and explanations given to us, the terms and conditions there of are not prima facie prejudicial to the interest of the company.
16. According to the information and explanations given to us, the term loans taken during the year have been applied for the purpose for which they were raised.
17. According to the information and explanations given to us, the company has not used short-term borrowings for long-term investments.
18. According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debenture during the year.
20. The Company has not raised any monies by way of public issue during the year.
21. As per the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

FOR SHAH & CO.,
Chartered Accountants
FRN 109430W

(ASHISH SHAH)
Partner
Membership No.: 103750

Place : Mumbai
Date : 28th May, 2012

BALANCE SHEET AS AT 31st MARCH, 2012

(₹ in Lacs)

PARTICULARS	Note No.	AS AT 31.03.2012	AS AT 31.03.2011
I EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	3	1,430.37	1,430.37
(b) Reserves and Surplus	4	30,228.41	25,056.11
2 Non-Current Liabilities			
(a) Long-term Borrowings	5	4,586.72	12.60
(b) Deferred Tax Liabilities (Net)	6	814.32	974.08
(c) Other Long-term Liabilities	7	2.00	2.42
(d) Long-term Provisions	8	70.68	84.64
3 Current Liabilities			
(a) Short-term Borrowings	9	5,534.17	11,280.02
(b) Trade Payables	10	3,389.33	3,313.50
(c) Other Current Liabilities	11	1,808.93	847.90
(d) Short-term Provisions	8	3,038.30	3,181.90
Total		50,903.23	46,183.54
II ASSETS			
1 Non-Current Assets			
(a) Fixed Assets	12		
(i) Tangible Assets		9,268.67	10,371.91
(ii) Intangible Assets		70.58	186.67
(iii) Capital Work-in-Progress		220.69	-
(b) Non-Current Investments	13	12,971.36	12,943.58
(c) Long-term Loans and Advances	14	4,945.26	513.93
2 Current Assets			
(a) Current Investments	13	208.63	246.85
(b) Inventories	15	7,584.43	10,397.76
(c) Trade Receivables	16	7,819.72	9,460.02
(d) Cash and Bank Balance	17	857.65	859.34
(e) Short-term Loans and Advances	14	6,956.25	1,203.48
Total		50,903.23	46,183.54

As per our report of even date

For Shah & Co.Chartered Accountants
FRN : 109430W**(ASHISH SHAH)**

Partner

Membership No. : 103750

Mumbai : 28th May, 2012**Dinesh Kavthekar**

Company Secretary

For and on behalf of the Board,

Vimal K Patel	Chairman & Whole Time Director
Mehul K Patel	Vice Chairman & Managing Director
Ram Devidayal	Director
Mukesh D Patel	Director
Shailesh A Thakker	ED & CFO

Bil - Vadodara: 28th May, 2012

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2012

(₹ in Lacs)

PARTICULARS	Note No.	2011-12	2010-11
INCOME			
Revenue from Operations (Net)	18	55,963.28	46,788.01
Other Income	19	2,469.16	225.74
Total Revenue		58,432.44	47,013.75
EXPENSES			
Cost of Materials Consumed	20	31,755.04	26,307.42
Changes In Inventories of FG & WIP	21	280.06	(759.13)
Employee Benefit Expenses	22	2,532.30	2,081.47
Other Expenses	23	12,273.73	9,773.01
Total Expenses		46,841.13	37,402.77
Earning before Exceptional Items, Interest, Tax & Depreciation		11,591.30	9,610.98
Exceptional Items			
Profit on Slump Sale		39.51	-
Earning Before Interest ,Tax & Depreciation		11,630.81	9,610.98
Depreciation and Amortisation Expenses	24	1,527.10	1,296.82
Finance Costs	25	795.30	871.80
Profit Before Tax		9,308.41	7,442.36
Tax Expenses			
Current Tax (After adjusting MAT Credit entitlement of ₹155 Lacs)		2,225.00	1,485.00
Deferred Tax		(159.76)	74.35
Total Tax Expenses		2,065.24	1,559.35
Profit (Loss) for the Period		7,243.17	5,883.01
Profit (Loss) for the Period from Continuing Operations Before Tax			
Tax Expenses of Continuing Operations		1,828.74	1,233.26
Profit / (Loss) from Discontinuing Operations Before Tax		1,065.94	1,556.32
Tax Expenses of Discontinuing Operations		236.50	326.09
Profit (Loss) for the Period		7,243.17	5,883.01
Earning Per Equity Share (Face Value of ₹ 2 each)			
Basic & Diluted before Exceptional Item		10.07	8.23
Basic & Diluted after Exceptional Item		10.13	8.23

As per our report of even date

For Shah & Co.Chartered Accountants
FRN : 109430W**(ASHISH SHAH)**

Partner

Membership No. : 103750

Mumbai : 28th May, 2012**Dinesh Kavthekar**
Company Secretary**For and on behalf of the Board,**

Vimal K Patel	Chairman & Whole Time Director
Mehul K Patel	Vice Chairman & Managing Director
Ram Devidayal	Director
Mukesh D Patel	Director
Shailesh A Thakker	ED & CFO

Bil - Vadodara: 28th May, 2012

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2012

(₹ in Lacs)

PARTICULARS	2011-12		2010-11	
	AMOUNT	AMOUNT	AMOUNT	AMOUNT
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit / (Loss) Before Tax		9,308.41		7,442.36
Adjustments for non cash items / items required to be disclosed separately:				
Depreciation	1,527.10		1,296.82	
Interest and Finance charges Paid	795.30		871.80	
Unrealised Gain (Net of Loss)	15.00		(8.48)	
(Profit)/Loss on Sale of Fixed Assets	(547.25)		(46.17)	
(Profit)/Loss on Sale of Investment	(92.66)		(4.35)	
Interest Received	(310.89)		(31.18)	
Dividend Received	(1,757.71)		(27.75)	
		(371.11)		2,050.69
Operating Profit Before Working Capital changes		8,937.30		9,493.05
Adjustments for change in Working Capital & Provisions				
(Increase) / Decrease in Trade receivables	1,641.24		(670.09)	
(Increase) / Decrease in Inventories	2,813.33		(2,804.41)	
(Increase) / Decrease in Short term Advances	(5,562.83)			
(Increase) / Decrease in Long term Advances	(2,543.84)		(199.40)	
Increase / (Decrease) in Short term provisions	288.65			
Increase / (Decrease) in Long term provisions	(13.96)			
Increase / (Decrease) in Long term Liabilities	(0.42)			
Increase / (Decrease) in Other current liabilities	(116.98)			
Increase / (Decrease) in Trade Payables	59.89		645.21	
		(3,434.92)		(3,028.69)
Cash Generated from Operations		5,502.38		6,464.36
Income Tax Paid (Net of refunds)	(2,366.96)		(1,465.92)	
		(2,366.96)		(1,465.92)
Net Cash Flow from Operating Activities		3,135.42		4,998.44
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets & Capital Advances	(4,332.96)		(3,892.85)	
Sale of Fixed Assets	2,463.10		156.91	
Purchase of Investments				
Purchase of Shares in Subsidiaries	(1,562.82)		(110.41)	
Investment in share	(40.18)		(116.32)	
Sale of Investment	1,706.11		86.95	
Dividend Received	1,757.71		27.75	
Interest Received	262.92		31.18	
		253.88		(3,816.79)
Net Cash Flow from Investing Activities		3,389.30		1,181.65
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Dividend Paid	(2,134.34)		(1,417.56)	
Tax Paid on Dividend	(348.09)		(237.58)	
Interest and Finance charges Paid	(795.31)		(871.80)	
Increase/(Decrease) in Long-term Borrowings	5,632.60		1,660.05	
Increase/(Decrease) in Short-term Borrowings	(5,745.85)		(5.80)	
Net Cash Used In Financing Activities		(3,390.99)		(872.69)
Net Cash Outflow During the Year		(1.69)		308.96
Cash and Cash Equivalents at the beginning of the year		859.34		550.38
Cash and Cash Equivalents at the end of the year		857.65		859.34

The above Cash flow statement has been prepared under the " Indirect Method" set out in Accounting Standard 3 on Cash Flow Statement by the ICAI.

As per our report of even date

For Shah & Co.
Chartered Accountants
FRN : 109430W

(ASHISH SHAH)
Partner
Membership No. : 103750
Mumbai : 28th May, 2012

Dinesh Kavthekar
Company Secretary

For and on behalf of the Board,

Vimal K Patel Chairman & Whole Time Director
Mehul K Patel Vice Chairman & Managing Director
Ram Devidayal Director
Mukesh D Patel Director
Shailesh A Thakker ED & CFO

Bil - Vadodara: 28th May, 2012

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

1) Corporate Information

Banco Products (India) Limited is a public company domiciled in India and incorporated under the Companies Act, 1956. Equity shares of the company are listed on two stock exchanges in India. The Company is engaged in manufacturing and selling of radiators and gaskets. The company caters to both domestic and international market.

2) Basis of Accounting

- i) The financial statements have been prepared under the historical cost convention (except for certain fixed assets, which have been revalued) in accordance with the generally accepted accounting principles to comply with the applicable Accounting Standards as prescribed under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956.
- ii) The Company generally follows the mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.
- iii) Use of estimates: The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements.

2.1) Summary of Significant Accounting Policies

a. Fixed Assets and Depreciation / Amortisation

- i) Fixed Assets are stated at cost (net of cenvat /service tax credit wherever claimed) less accumulated depreciation and impairment, if any, other than land and building at Bhaili division which are shown at revalued cost. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to its working condition for its intended use including borrowing cost and incidental expenditure incurred up to the date the assets are ready for its intended use.
- ii) Depreciation on plant & machinery (except electrical installations), computers, laboratory equipments, machine tools and effluent treatment plant purchased on or after 1st October, 1982 has been provided on straight line basis and on other assets on written down value basis at the rates specified in schedule XIV of the Companies Act, 1956. Individual items of fixed assets costing up to ₹ 5,000 are fully depreciated in the year of purchase.
- iii) Technical know-how recognised as intangible asset was stated at the consideration paid for acquisition and amortised on straight-line basis at plant & machinery rates.

b. Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal or external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit & loss account in the year in which an asset is identified as impaired. The impairment loss, if any, recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

c. Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currencies at the year-end are translated at the year-end rates. Any exchange differences arising on settlement/transaction are dealt with in the Statement of Profit and Loss except those relating to acquisition of fixed assets, which are adjusted to the cost of the asset.

d. Investments

Non-current Investments are stated at cost. No provision for diminution in value, if any, has been made as these are long-term investments and in the opinion of the management any decline is temporary. Current Investments are stated at lower of cost and fair value.

e. Inventories

- i) Raw materials, stores & spares, packing materials, work-in-process and finished goods are valued at lower of cost and net realisable value. Damaged, unserviceable and inert stocks are suitably depreciated.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

- ii) In determining cost of raw materials, stores & spares and packing materials weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties and taxes other than those subsequently recoverable from tax authorities.
 - iii) Cost of finished products and work-in-process include the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads and excise duty as applicable on the finished goods.
- f. Retirement Benefits**
- The Company has defined contribution plan for its employee's retirement benefits comprising of provident fund. The Company contributes to provident fund for its employees. The Company has defined benefit plan comprising of gratuity fund and leave encashment entitlement. The liability for the gratuity fund and leave encashment has been determined on the basis of an independent actuarial valuation done at the year-end. Actuarial gains and losses comprise adjustments and the effect of changes in the actuarial assumptions and are recognised in the Statement of Profit and Loss as income or expense. Contribution in respect of gratuity is paid to the Life Insurance Corporation of India (LIC).
- g. Research and Development**
- i) Capital expenditure related to scientific research is shown separately under the respective head of fixed assets.
 - ii) Revenue expenses including depreciation are charged to Statement of Profit and Loss.
- h. Sales**
- Revenue from sale of goods is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection. Sales are net of returns and discounts and exclude sales tax, excise duty and other charges.
- i. Provision for Current and Deferred Tax**
- i) Provision for current tax is calculated after taking into consideration the deduction allowable under the provisions of the Income-tax Act, 1961.
 - ii) Deferred tax resulting from 'timing difference' between book and taxable profit is accounted by using the tax rate that have been enacted or substantively enacted as on the balance sheet date. The deferred tax liability is provided in the Statement of Profit and Loss. Deferred tax assets are recognised only if there is reasonable certainty that the assets can be realised in future.
- j. Borrowing Costs**
- Borrowing costs attributable to the acquisition or construction of a qualifying asset is capitalised as part of the cost of the asset. Other borrowing cost is recognised as an expense in the period in which they are incurred.
- k. Dividend**
- Dividend income is considered on receipt basis
- l. Provisions, Contingent Liabilities and Contingent Assets**
- Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent Liabilities which are not recognised are disclosed by way of notes. Contingent assets are neither recognised nor disclosed in the financial statements.
- m. Trade Receivables**
- Trade Receivables are stated after writing off debts considered as bad. Provision is made for debts considered as doubtful, if any. Discounts due yet to be quantified at the customer level are included under the head Provisions.
- n. Earning Per Share**
- The Basic and Diluted Earning Per Share (EPS) is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.
- o. Proposed Dividend**
- Dividend recommended by The Board of Directors is provided for in the accounts, pending approval at annual general meeting.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 3 - Shareholders' Funds

Particulars	As at 31.3.2012 (₹ in Lacs)		As at 31.3.2011 (₹ in Lacs)	
Equity Share capital				
Authorised				
1520 Lacs Equity Share of ₹ 2 each	3,040.00		3,040.00	
Total	3,040.00		3,040.00	
Issued, Subscribed & Fully paid Up				
715.19 Lacs Equity Share of ₹ 2 each	1,430.37		1,430.37	
Total	1,430.37		1,430.37	
a A reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period				
	As at 31.3.2012		As at 31.3.2011	
	No. in Lacs	₹ in Lacs	No. in Lacs	₹ in Lacs
At the beginning of the period	715.19	1,430.37	715.19	1,430.37
Issued during the year	-	-	-	-
Outstanding at the end of the period	715.19	1,430.37	715.19	1,430.37
b Terms / rights attached to equity shares				
The company has only one class of equity shares having par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of directors is subject to approval of the shareholders in the ensuing Annual General Meeting.				
c Share held by holding Company or ultimate holding company				
	As at 31.3.2012		As at 31.3.2011	
	Nil		Nil	
d Share held by subsidiary Company or ultimate subsidiary company				
	As at 31.3.2012		As at 31.3.2011	
	Nil		Nil	
(Nos. in Lacs)				
e Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.				
	As at 31.3.2012		As at 31.3.2011	
1 Equity shares of ₹ 2 each allotted as fully paid up bonus shares by capitalizing General Reserve	590.95		590.95	
2 Equity shares of ₹ 2 each allotted as fully paid up in terms of amalgamation without payment being received in cash	99.45		99.45	
f Share in the company held by each shareholder holding more than 5 % shares specifying the no of shares				
Name of the Shareholder	As at 31.3.2012		As at 31.3.2011	
	No. in Lacs	%	No. in Lacs	%
1 Vimal K Patel	55.73	7.79	55.73	7.79
2 Samir K Patel	49.59	6.93	47.84	6.68
3 Mehul K Patel	56.05	7.84	53.95	7.54
4 Overseas Pearl Ltd	269.10	37.63	269.10	37.63

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 4 - Reserves and Surplus
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
a Capital Reserve		
Balance as per last Financial Statements	0.77	0.77
b Revaluation Reserve		
Balance as per last Financial Statements	24.86	26.12
Less: amount transferred to the Statement of Profit and Loss as reduction from depreciation	1.16	1.26
Closing Balance	23.70	24.86
c Security Premium Reserve		
Balance as per last Financial Statements	1,200.31	1,200.31
d General Reserve		
Balance as per last Financial Statements	8,652.36	7,952.36
Add: Amount transferred from Surplus balance in the Statement of Profit and Loss	875.00	700.00
Add: Amount transferred from Investment subsidy	33.45	-
Closing Balance	9,560.81	8,652.36
e Investment Subsidy		
Balance as per last Financial Statements	33.45	33.45
Less: Amount transferred to General Reserve	33.45	-
Closing Balance	-	33.45
f Surplus in the Statement of Profit and Loss		
Balance as per last Financial Statements	15,144.36	12,463.28
Add: Reversal of excess Dividend Distribution Tax Provision	8.31	-
Profit for the year	7,243.17	5,883.01
Less : Appropriations		
Proposed Final Equity Dividend [amount per share ₹ 2.50 (31 March 2011 ₹ 3)]	1,787.97	2,145.56
Tax on Proposed Equity Dividend	290.05	356.37
Transfer to General Reserve	875.00	700.00
Net Surplus in the Statement of Profit and Loss	19,442.82	15,144.36
Total	30,228.41	25,056.11

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 5 - Long-term Borrowings
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
a From Banks		
Foreign Currency Term Loan from banks (Secured)	5,645.20	-
Less: Current portion of Long term borrowings (Refer Note No. 11)	1,058.48	-
Total	4,586.72	-
b Deposits from Public - (Unsecured)	-	12.60
Total	-	12.60
Total	4,586.72	12.60

Foreign currency term loan (ECB) of US \$ 110 Lacs from Standard Chartered Bank carries interest @ 3 M LIBOR plus 2 %. The loan is repayable within 3 years on quarterly instalments. The loan is secured by hypothecation of specific movable assets of the Company by way of First Charge.

Note 6 - Deferred Tax Liabilities (Net)
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
Deferred Tax Liability		
Fixed assets : Impact of difference between WDV as per Income Tax Act and Company Law	(863.35)	(982.74)
Total Deferred Tax Liabilities	(863.35)	(982.74)
Deferred Tax Assets		
Impact of provision allowable for tax purpose on payment basis	49.03	8.66
Total Deferred Tax Assets	49.03	8.66
Closing Net Deferred Tax Liabilities	(814.32)	(974.08)
Opening Net Deferred Tax Liabilities	(974.08)	(899.73)
Charged to Statement of Profit and Loss	(159.76)	74.35

Note 7 - Other Long-term Liabilities
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
Security Deposits Received	2.00	2.42
Total	2.00	2.42

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 8 - Provisions
(₹ in Lacs)

Particulars	Non current		Current	
	As at 31.3.2012	As at 31.3.2011	As at 31.3.2012	As at 31.3.2011
Provision for Gratuity	–	–	168.93	234.97
Provision for Leave Encashment	70.68	84.64	2.61	–
Total	70.68	84.64	171.54	234.97
Provision for Proposed Equity Dividend	–	–	1,787.97	2,145.56
Tax on Proposed Equity Dividend	–	–	290.05	356.40
Provision for Marketing	–	–	325.56	125.42
Provision for Export	–	–	196.76	171.92
Provision for Expenses	–	–	266.42	147.63
Total	–	–	2,866.76	2,946.93
Total	70.68	84.64	3,038.30	3,181.90

Note 9 - Short-term Borrowings
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
a Loans Repayable on Demand		
From Banks		
Cash Credit from Banks - Secured	3,273.18	4,496.59
Packing Credit from Banks - Secured	–	1,111.83
Short-term Loans - Secured	–	3,750.00
Packing Credit from Banks - Unsecured	792.29	1,911.60
Short-term Loans - Unsecured	1,300.00	–
Buyer's Credit - Unsecured	156.10	–
	5,521.57	11,270.02
b Deposits from Public - Unsecured	12.60	10.00
Total	5,534.17	11,280.02

Cash Credit loans are secured against first charge on pari passu basis by way of hypothecation of the current assets both present and future in favour of participating Scheduled Banks.

Note 10 - Trade Payables
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
Due to Micro Small and Medium Enterprises	196.68	347.12
Due to Others	3,192.65	2,966.38
Total	3,389.33	3,313.50

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 11 - Other current liabilities

(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
Current Maturities of Long-term Debt	1,058.48	-
Statutory liabilities		
- VAT Payable	74.22	71.41
- TDS Payable	31.00	21.42
- Salary payable	132.45	114.29
- Provident Fund Payable	13.85	11.43
- Professional Tax Payable	1.16	1.03
- Other Payables	287.89	230.03
- Advance from Customers	209.88	398.30
Total	1,808.93	847.90

Note 12 - Fixed Assets

(₹ in Lacs)

Particulars	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As at 1st April 2011	Additions	Deduction due to slump sale	Deduction Others	As at 31st March 2012	Upto 31st March 2011	For the year	Deduction due to slump sale	Deduction Others	Upto 31st March 2012	As at 31st March 2012	As at 31st March 2011
I Tangible Assets												
a. Leasehold Land	869.96	-	-	-	869.96	2.55	8.79	-	-	11.34	858.62	867.40
b. Freehold Land	226.89	29.82	4.29	38.65	213.77	-	-	-	-	-	213.77	226.89
c. Buildings	2,065.00	135.81	582.56	-	1,618.25	848.12	122.46	318.70	-	651.88	966.37	1,216.88
d. Plant and Equipments	12,854.30	1,958.23	3,339.11	31.56	11,441.86	5,263.77	1,270.60	1,871.59	0.28	4,662.49	6,779.37	7,590.53
e. Furniture & Fixtures	49.92	8.51	-	-	58.42	33.67	2.34	-	-	36.01	22.42	16.25
f. Vehicles	346.67	-	17.24	-	329.43	214.01	35.02	15.57	-	233.47	95.96	132.66
g. Office Equipment	156.03	82.27	26.77	-	211.53	114.38	21.65	21.78	-	114.25	97.28	41.65
h. Scientific Research												
1 Building	85.25	-	-	-	85.25	38.23	4.64	-	-	42.87	42.39	47.02
2 Plant and Equipments	297.00	3.06	10.74	-	289.33	104.30	28.22	7.19	-	125.33	164.00	192.70
3 Office Equipment	17.97	0.03	0.23	-	17.77	8.45	2.17	0.20	-	10.42	7.35	9.52
4 Furniture and Fixture	4.21	0.54	-	-	4.76	2.61	0.16	-	-	2.77	1.99	1.60
5 Others	0.18	-	-	-	0.18	0.00	0.02	-	-	0.03	0.15	0.17
i Others Assets	91.06	1.47	22.89	-	69.64	62.43	4.09	15.89	-	50.63	19.01	28.63
II Intangible Assets												
a. Technical Knowhow	207.92	-	207.92	-	-	104.58	10.33	114.91	-	-	-	103.34
b. Software	139.11	5.02	-	-	144.13	55.78	17.77	-	-	73.55	70.58	83.32
Total	17,411.46	2,224.77	4,211.76	70.21	15,354.27	6,852.88	1,528.26	2,365.84	0.28	6,015.02	9,339.24	10,558.58
Previous year	13,761.40	3,868.41	-	218.35	17,411.46	5,662.40	1,298.09	-	107.61	6,852.88	10,558.58	

Notes

- The Company has acquired Leasehold land on 16th December 2010 on Lease for 99 years. The amortisation per year on the same is ₹ 8.79 Lacs
- The borrowing cost capitalised during the year ended 31March 2012 was ₹ 246.87 lacs. (Previous Year Nil)
- Other Assets include Weighing Machine , Air Conditioner and other Equipments

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 13 - Investments
Non – Current Investments
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
Unquoted Equity Instruments (Fully Paid Up)		
Investment in Subsidiaries		
25000 (P.Y.25000) Ordinary shares of 4.54 Euro each in Netherlands Radiateur Fabriek BV	11,194.54	11,194.54
2259 (P.Y. 45182) Equity shares of TShs 100000 each in Kilimanjaro Biochem Ltd.- Tanzania (Indirect Subsidiary)	80.79	1,615.83
1250 (P.Y Nil) Lake Mineral (Mauritius) Ltd.	62.82	-
15000000 (P.Y. Nil) Equity shares of ₹ 10 each in Banco Gaskets (India) Ltd.	1,500.00	-
Total	12,838.14	12,810.37
Investment In Associates		
620080 (P.Y. 620080) Equity Shares in Banco Aluminium Ltd.	25.35	25.35
Total	25.35	25.35
Other Investments		
3540 (P.Y. 3540) Equity shares of TShs 100000 each in Lake Cement Ltd (Tanzania)	107.62	107.62
1000 (P.Y.1000) Equity shares of ₹ 25 each Co- Operative Bank of Baroda	0.25	0.25
Total	107.87	107.87
Total	12,971.36	12,943.58

Current Investments
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
Investment in Equity & other Instruments (Quoted) (Fully Paid Up)		
3294 (P.Y.3294) Indian Motor Parts Ltd. of ₹10 each	3.14	3.14
400 (P.Y.400) Perfect Circle Victor Ltd. of ₹1 each	0.01	0.01
132700 (P.Y.132700) Swiss Glasscoat Equipment Ltd. of Rs 10 each	13.38	13.38
17 (P.Y.17) Talbros Eng Ltd of ₹10 each	0.00	0.00
511 (P.Y.511) National Hydro Power Corporation of Rs 10 each	0.18	0.18
315 (P.Y.315) Oil India Ltd of Rs 10 each	3.31	3.31
225 (P.Y.225) Glaxosmithkline Consumer Healthcare Ltd of ₹10 each	3.65	3.65
900 (P.Y.900) Axis Bank Ltd of ₹10 each	11.85	11.85
Nil (P.Y. 1050) Dr Reddys Laboratories Ltd of ₹5 each	-	13.41
Nil (P.Y. 6300) Dr Reddys Laboratories Ltd of ₹5 each (Bonus)	-	-
600 (P.Y. 600) Punjab National Bank of ₹ 10 each	5.51	5.51

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Current Investments (Contd....)
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
2000 (P.Y.2000) Infrastruchire Ltd of ₹2 (IVRC Ltd.)	3.33	3.33
7500 (P.Y.7500) Itc Ltd of Re.1 each	12.61	12.61
300 (P.Y.400) Infosys Technologies Ltd of ₹ 5 each	8.75	11.67
320 (P.Y.320) State Bank of India of ₹ 10 each	8.85	8.85
Nil (P.Y.1000) Opto Circuit India Ltd of ₹10 each	-	2.81
Nil (P.Y.8000) Ashok Leyland Ltd. of Re 1 each	-	5.98
Nil (P.Y.3400) Tulip Telecom Ltd. of Re. 2 each	-	5.96
150 (P.Y.150) Larsen & Turbo Ltd of ₹ 2 each	2.26	2.26
2500 (P.Y.2500 of ₹ 10 each) HDFC Bank Ltd of ₹ 2 each	11.70	5.40
625 (P.Y. 625) Tata Steel Ltd of ₹ 10 each	4.02	4.02
500 (P.Y. Nil) Hero Motorcorp Ltd of ₹ 10 each	9.61	-
430 (P.Y. Nil) Cadila Health Care of ₹10 each	4.07	-
1770 (P.Y. Nil) Sun Pharmaceutical Industries Ltd of Re.1 each	8.17	-
2050 (P.Y. Nil) Biocon Ltd of ₹10 each	7.09	-
5 (P.Y. 5) 10.5% Non convertible Debentures of Tata Housing Development Ltd of ₹10,00,000 each	52.12	52.12
Total	173.62	169.45
Investment in other (Quoted) (Fully Paid Up)		
200000 (P.Y.200000) Baroda Pioneer PSU Equity Fund of ₹ 10 each	20.00	20.00
Nil (P.Y.11405) Motilal Oswal Most Shares M50 Etf-Gr of ₹ 10 each	-	8.90
Nil (P.Y. 355000) DSP Blackrock FMP-12 M Series 17-Growth of ₹ 10 each	-	35.50
164089 (P.Y.164089).Motilal Oswal Most Shares Midcap-100 Etf(8) of ₹ 10 each	13.00	13.00
200.4780 (P.Y.Nil) Reliance Money Manager Fund - Retails Option-Daily Dividend Plan	2.01	-
TOTAL Other (Quoted)	35.01	77.40
Total Current Investment	208.63	246.85

Particulars	As at 31.3.2012	As at 31.3.2011
Market Value of Quoted Investments		
Equity Investments	170.46	156.73
Debenture	50.00	50.00
Other	35.01	77.40

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 14 - Loans and Advances
(₹ in Lacs)

Particulars	Non current		Current	
	As at 31.3.2012	As at 31.3.2011	As at 31.3.2012	As at 31.3.2011
(Unsecured, considered good)				
Capital Advances	2,401.42	513.93	–	–
Security Deposit	–	–	81.27	78.73
Loans and Advances to Related Parties (Subsidiary Companies)				
Current maturities of Loan given to Kilimanjaro Biochem Limited	2,540.34	–	846.78	–
Receivable from Banco Gaskets (India) Ltd	–	–	4,872.64	–
Others Loans and Advances				
Advance Tax (Net of Provision for Taxation)	–	–	274.71	132.75
Balance with Customs and Central Excise Authorities	–	–	183.73	349.63
Prepaid expenses	–	–	72.30	43.73
Interest receivable on Fixed Deposits	–	–	49.40	1.43
Advance to Vendors	–	–	375.86	394.64
LIC Group Gratuity Account	–	–	156.76	146.24
Fixed Deposits with more than 12 Month Maturity	3.50	–	–	–
Other Advances	–	–	42.81	56.33
Total	4,945.26	513.93	6,956.25	1,203.48

Note 15 - Inventories (At lower of Cost or Net Realisable Value)
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
Raw Materials	4,827.93	7,603.18
Work-in-Progress	1,362.52	1,642.16
Finished Goods	749.59	750.01
Stores and Spares	536.88	265.19
Loose Tools	16.48	7.83
Packing Materials	91.03	129.39
Total	7,584.43	10,397.76

(As per Inventories taken, valued and certified by the Management)

Note 16 - Trade Receivables
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
(Unsecured, considered good)		
Trade receivables overdue for more than six months	189.24	231.98
Others	7,630.48	9,228.04
Total	7,819.72	9,460.02

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 17 - Cash and Bank Balances
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
Cash and Cash Equivalents		
Cash on hand	8.12	9.18
Balances with Banks		
On Current Accounts	67.84	68.52
On EEFC Accounts	63.12	108.10
Deposits with maturity of less than 3 months	12.33	37.72
Total	151.41	223.52
Other Bank Balances		
Deposits with maturity for more than 12 months	4.46	526.81
Deposits with maturity between 3 to 12 months	556.74	5.75
Margin money deposit with Banks	31.25	9.00
Unpaid Dividend	113.79	94.26
Total	706.24	635.82
Total	857.65	859.34

Note 18 - Revenue from Operations
(₹ in Lacs)

Particulars	2011-12	2010-11
Sale of Product		
Finished Goods	58,908.66	49,596.03
Less : Excise Duty	(4,496.22)	(3,598.33)
Net Sales	54,412.44	45,997.70
Other Operating Revenue		
Scrap Sales	892.76	663.14
Profit on Sale of Assets	547.25	46.17
Export Incentives	110.83	81.00
Total	1,550.84	790.31
Revenue from Operations (Net)	55,963.28	46,788.01
Details of Product Sold	2011-12	2010-11
Gaskets	10,992.27	10,681.28
Copper Brass Radiators	12,372.11	9,456.05
Aluminium Radiators	35,439.41	29,332.00
Others	104.87	126.70
Total	58,908.66	49,596.03

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 19 - Other Income
(₹ in Lacs)

Particulars	2011-12	2010-11
Interest Income on		
Bank Deposits	77.89	9.55
Current Investments	5.00	5.67
Others	228.00	15.96
Dividend Income on		
Investment in Subsidiaries	1,729.61	–
Investment in Associates	21.70	6.20
Other Investments	6.40	21.55
Net Gain on Sale of Current Investment	92.66	4.35
Other Non Operating Income	307.89	162.46
Total	2,469.16	225.74
Other Non Operating Income includes insurance claims, Sales Tax Refunds, Design Charges and Recovery of Tooling Costs.		

Note 20 - Cost of Raw Material & Components Consumed
(₹ in Lacs)

Particulars	2011-12	2010-11
Inventory at the beginning of the year	7,603.18	5,667.25
Add : Purchases	28,979.80	28,243.35
Total	36,582.98	33,910.60
Less : Inventory at the end of the year	4,827.93	7,603.18
Total	31,755.04	26,307.42
The above includes Material Consumption for Research and Development purpose as follows -		
Material Consumption	111.36	100.00
Details of Raw Material & Components Consumed		
Copper & Copper Alloys	5,181.63	5,241.86
Gasket Material	1,062.98	1,202.31
Steel Sheets/Plates	1,419.35	1,294.84
Aluminium	10,817.58	8,431.53
Others	13,273.50	10,136.88
Total	31,755.04	26,307.42
Details of Raw Material & Components Consumed		
Imported items (including canalized items at landed cost)	11,360.70	8,733.08
% to RMC	35.78	33.20
Indigenous items	20,394.34	17,574.34
% to RMC	64.22	66.80
Total	31,755.04	26,307.42

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 21 - (Increase)/Decrease in Inventories
(₹ in Lacs)

Particulars	2011-12	2010-11
Inventories at the end of the year		
Work-in-Progress	1,362.52	1,642.16
Finished Goods	749.59	750.01
Total	2,112.11	2,392.17
Inventories at the beginning of the year		
Work-in-Progress	1,642.16	950.36
Finished Goods	750.01	682.68
Total	2,392.17	1,633.04
Changes in Inventories of FG & WIP	280.06	(759.13)

Note 22 - Employee Benefit Expenses
(₹ in Lacs)

Particulars	2011-12	2010-11
Salaries, Wages & Bonus	2,312.96	1,891.25
Company's Contribution to Gratuity	44.61	35.57
Company's Contribution to Leave Encashment	45.21	33.78
Company's Contribution to Provident Fund	84.89	68.56
Provident Fund Administration Charges	8.00	5.61
Staff Welfare Expenses	36.63	46.70
Total	2,532.30	2,081.47

The above includes following expenses for Research and Development purpose-

Salaries, Wages and Bonus	179.42	153.94
Company's Contribution P. F. and Other Funds	5.38	4.07
Welfare Expenses	0.01	0.02
Total	184.81	158.03

Note 23 - Other Expenses
(₹ in Lacs)

Particulars	2011-12	2010-11
Manufacturing Expenses		
Stores Tools & Dies Consumed	1,280.94	1,019.61
Power & Fuel	815.92	566.99
Labour Charges	3,824.52	2,913.77
Repairs to Plant & Machinery	912.42	845.44
Repairs to Electric Installation	161.91	133.96
Repairs to Building	63.36	34.44
Sundry Repairs	2.94	1.76
Factory General Expenses	169.33	104.23
Insurance Premium on Assets	8.79	6.08
Administrative Expenses		
Payment to Auditors (Refer Detail Below)	14.48	16.37
Rent Rates & Taxes	38.42	14.21
Postage & Courier	41.22	36.04
Telephone Expenses	37.05	35.50
Director Sitting Fees	1.78	1.85

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 23 - Other Expenses (Contd...)
(₹ in Lacs)

Particulars	2011-12	2010-11
Insurance	3.89	0.48
Travelling/Conveyance & Vehicle Expenses	256.46	217.17
Miscellaneous Expenses	182.46	248.40
Donation	14.10	14.31
Exchange Loss	224.41	0.42
Selling & Distribution Expenses		
Commission & Discount	1,366.89	1,064.32
Advertisement & Sales Promotion	39.95	40.06
Other Selling Expenses	456.98	298.16
Bad Debts written off	-	47.37
Royalty to Foreign Colaborator	2.00	5.01
Transit Insurance (Outward)	48.65	56.89
Freight & Transport (Net)	2,304.87	2,050.17
Total	12,273.73	9,773.01

Particulars	2011-12	2010-11
Payment to Auditors		
As Auditor :		
Statutory Audit fee	7.50	7.50
Other Services (Certification)	5.48	6.88
Out of Pocket Expenses	1.50	1.99
Total	14.48	16.37

The above includes following expenses incurred for Research and Development purpose -

Particulars	2011-12	2010-11
Utilities - other	61.23	51.61
Other Administrative and Misc. Expenses	28.26	25.12
Total	89.49	76.73

Note 24 - Depreciation & Amortisation
(₹ in Lacs)

Particulars	2011-12	2010-11
Depreciation on Tangible Assets	1,500.16	1,269.37
Amortisation on Intangible Assets	28.10	28.71
Total	1,528.26	1,298.08
Less : Charged to Revaluation Reserves	(1.16)	(1.26)
Total	1,527.10	1,296.82

Note 25 - Finance Cost
(₹ in Lacs)

Particulars	2011-12	2010-11
Fixed Period Loans	181.18	133.78
Interest on Working Capital	358.09	561.42
Interest on Packing Credit	78.08	64.48
Interest to Others	0.96	24.70
Bank Charges	176.99	87.42
Total	795.30	871.80

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
26) Discontinuing Operation

- a The Company has transferred the Gasket Manufacturing Division/Unit having its Manufacturing Facility at Anakhi by way of Slump Sale to Banco Gaskets (India) Limited (BGIL), a wholly owned subsidiary of the Company as per agreement dated 31.03.2012 with effect from 31.03.2012 for a consideration of ₹4600 Lacs as a result of which the current year's figures of Assets & Liabilities are not strictly comparable with that of the previous year.
- b The following statement shows the revenue and expenses of the discontinued operation –

	(₹ in Lacs)	
	2011-12	2010-11
Revenue	10,808.72	10,551.73
Expenses	9,322.60	8,578.93
Profit / (Loss) from operation activities	1,486.12	1,972.80
Finance Costs	120.97	145.58
Depreciation / Amortization	299.21	270.90
Profit / (Loss) before tax	1,065.94	1,556.32
Income-Tax expenses	236.50	326.09
Profit / (Loss) after tax	829.44	1,230.23

The carrying amounts of the total assets and liabilities disposed off on the date of sale are as follows (As per Slump Sale Agreement between BPIL & BGIL dated 31st March, 2012)

	(₹ in Lacs)
	2011-12
Total Assets	6,786.03
Total Liabilities	2,225.54
Net Assets	4,560.49

27) Earning Per Share

(₹ in Lacs)

	2011-12	2010-11
Profit available for Equity shareholders before Exceptional Item	7,203.66	5,883.01
Weighted average paid up Equity Shares - Nos. in Lacs	715.19	715.19
Earning Per Equity Share (Basic and Diluted) (₹)	10.07	8.23
Profit available for Equity Shareholders after Exceptional Item	7,243.17	5,883.01
Weighted Average paid up Equity Share - Nos. in Lacs	715.19	715.19
Earning Per Equity Share (Basic and Diluted) (₹)	10.13	8.23
Nominal value per Equity Share (₹)	2.00	2.00

28) Gratuity and other post employment benefit plans
Changes in present value of defined benefit obligation

(₹ in Lacs)

	2011-12		2010-11	
	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
Defined Benefit Obligation (Opening)	234.97	84.64	210.73	72.67
Current Service Cost	16.23	12.95	19.84	13.85
Interest Cost	19.38	6.98	17.39	5.35
Actuarial (Gain)/Loss	22.17	25.27	10.24	14.58
Benefits Paid	(26.26)	(30.42)	(23.23)	(21.81)
Liability Transferred to Banco Gaskets (India) Limited	(97.57)	(26.14)	-	-
Defined Benefit Obligation (Closing)	168.92	73.29	234.97	84.64

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Reconciliation of fair value of plan assets (Funded)

(₹ in Lacs)

	2011-12	2010-11
Fair Value of Plan Assets at beginning of the year	146.25	136.09
Expected Return on Plan Assets	13.40	12.50
Actuarial (Gain)/Loss	(0.23)	(0.61)
Employer Contribution	23.60	21.49
Benefits Paid	(26.26)	(23.23)
Fair value of plan assets at year end	156.76	146.25

Expenses recognised in Statement of Profit and Loss under the head "Employee Benefit Expenses"

(₹ in Lacs)

	2011-12		2010-11	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current Service Cost	16.23	12.95	19.84	13.85
Interest Cost	19.38	6.98	17.39	5.35
Actuarial (Gain)/Loss	22.40	25.27	10.85	14.58
Expected return on plan assets	(13.41)	-	(12.51)	-
Total Expenses/ Gain recognised in Profit & Loss Account	44.61	45.21	35.57	33.78

Actuarial assumptions

	2011-12	2010-11
Mortality	LIC (1994-1996) published table of mortality rate	LIC (1994-1996) published table of mortality rate
Rate of Interest	8.5%	8.25 %
Salary Growth	6.00%	6.00 %
Withdrawal Rates	5% at younger ages reducing to 1 % at older age	5% at younger ages reducing to 1 % at older age
Retirement Age	58 Years	58 Years
Expected return on plan assets at 31 st March	9.25%	9.25 %
Base of LIC structure of interest rates on gratuity funds		

29) Segment Information

The Company has identified manufacturing of automobile components as its sole primary segment. Thus, the disclosure requirements as set out in Accounting Standard 17 (AS-17) "Segment Reporting" are not applicable.

30) Related Party Disclosures

i. Key Management Personnel

- | | | |
|----|--|-----------------------------------|
| a. | Name | Relationship |
| | Vimal K.Patel | Chairman & Whole Time Director |
| | Mehul K.Patel | Vice Chairman & Managing Director |
| | Shailesh A.Thakker | ED & CFO |
| | Kiran Shetty | ED |
| | Kersi P. Kapdia | ED (Up to 31.5.2010) |
| b. | Relatives of directors with whom transactions took place during the year | |
| | 1. | Mrs. Hasumatiben K. Patel |
| | 2. | Mr. Kush V. Patel |
| | 3. | Mrs. Pritty V. Patel |

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

ii. Related Parties where Control exists:

Name	Relationship
Banco Aluminium Ltd,	Under Common Control
Kilimanjaro Biochem Limited	Indirect Subsidiary Company
Nederlandse Radiateuren Fabriek Ltd.	Subsidiary Company
Banco Gaskets (India) Ltd.	Subsidiary Company
Lake Mineral (Mauritius) Ltd.	Subsidiary Company

iii. Related parties with whom transactions have taken place during the year: (₹ in Lacs)

Name of Related Party and Nature of Relationship	Nature of Transaction	2011-12	2010-11
Banco Aluminium Limited (under common control)	Purchase of Goods	919.29	584.80
	Capital Assets sold	3.16	0.02
	Sales of Goods	24.13	24.98
	Services Received	6.02	0.08
	Closing Balance (Dr.)	5.82	(4.20)
Ms Hasumatiben K Patel (relative of director)	Interest paid on F.D.	1.00	1.00
Kilimanjaro Biochem Limited (Subsidiary Company)	Purchase of Shares	–	2.79
	Interest Received	229.00	–
	Closing Balance	80.79	1,613.82
Nederlandse Radiateuren Fabriek B.V. (Subsidiary Company)	Sale of goods	2,512.86	2,604.22
	Capital Assets Sold	114.57	119.40
	Closing Balance	399.66	274.27
Lake Mineral (Mauritius) Limited (Subsidiary Company)	Sale of Shares	1,535.04	–
Mr. Kush Patel (Relative of Director)	Salary & perquisites	3.01	1.38
Mrs. Pritty V. Patel (Wife of Director)	Payment of Rent	16.00	–
Banco Gaskets (India) Ltd (Subsidiary Company)	Slump Sale	4,600.00	–
	Equity investments	1,500.00	–
	Reimbursement of Expnses incurred	28.27	–
	Closing Balance	4,872.64	–

iv) Remuneration to Key Management Personnel

Name	Remuneration including perquisites (₹ in lacs)	
	31 st March, 2012	31 st March, 2011
Vimal K. Patel	67.48	–
Mehul K. Patel	67.12	–
Shailesh A Thakker	51.72	39.17
Kiran Shetty	41.70	21.24*
Kersi P. Kapadia	–	9.88*

* Part of the year

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
31) Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account not provided for ₹ 212.52 Lacs (P.Y. ₹ 1,064.38 Lacs).

32) Contingent Liabilities

- a Counter guarantees given to the banks in respect of various guarantees issued by the banks to third parties ₹2481.13 Lacs (Previous Year ₹ 40.33 Lacs).
- c Letter of credit opened and outstanding ₹754.68 Lacs (P. Y. ₹ 368.86 Lacs).
- d Other claims against the Company not acknowledged as debts amount unascertainable.
- e Claims from employees and former employees amount unascertainable.
- f Disputed tax liabilities:
 - i) Excise Duty and Service Tax ₹ 541.64 Lacs (P. Y. ₹ 203.73 Lacs).
 - ii) Income Tax ₹ 75.37 Lacs (P. Y. ₹ 1.19 Lacs).
 - iii) Sales Tax ₹ 24.96 (P. Y. Nil).

33) As far as balances of Trade Payables & Trade Receivables are concerned, the Company has done reconciliation with major parties, pending formal confirmation.

34) In compliance with the Accounting Standard (AS-2) issued by the Institute of Chartered Accountants of India (ICAI), the Company has included excise duty on closing stock of finished goods amounting to ₹ 67.65 Lacs (Previous Year ₹ 50.06 Lacs) and the same has been claimed as expenditure. However this charge has no impact on the profit of the Company for the year under review.

35) Capitalisation of Expenditure

During the year, the Company has capitalised the following expenses of revenue nature to Capital Work-in-Progress (CWIP). Consequently, expenses disclosed under respective notes are net of amount capitalised by the Company.

Particulars	Amount (₹ in lacs)
Consumable Stores	180.74
Rent & Hiring Charges	7.21
Repairs & Maintenance	17.96
Others	14.78
Total	220.69

36) Maximum balance due during the year from Banco Aluminum Ltd, a company under the same management, is ₹91.41 Lacs (P.Y. ₹ 7.26 Lacs)

37) Details of dues to micro and small enterprises as defined under the MSMED Act,2006

Based on the information available with the Company and relied upon by the auditors, the disclosure requirement as prescribed under the Micro, Small & Medium Enterprises Development (MSMED) Act, 2006 is as under:

	31 March 2012 ₹ in Lacs	31 March 2011 ₹ in Lacs
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	196.68	347.12
Interest due on above	—	—
	196.68	347.12
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	—	—
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	—	—
The amount of interest accrued and remaining unpaid at the end of each accounting year.	—	—

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance.

- 38) In compliance with Accounting Standard 22 (AS-22) "Accounting for Taxes on Income", the Company has recognized deferred tax liability (net of assets) arising on account of timing differences, being the difference between the taxable income and accounting income, that originates in one period and is capable of reversal in one or more subsequent period(s).
- 39) Legal & professional charges include ₹ 2.00 Lacs (Previous Year ₹1.50 Lacs) paid to Shah & Associates, wherein some of the partners of the auditors are interested.
- 40) In the opinion of the management, there are no indications, internal or external which could have the effect of impairment of the assets of the Company to any material extent as at the Balance Sheet date, which requires recognition in terms of Accounting Standard 28 (AS-28) on "Impairment of Assets".

41) CIF value of imports

(₹ in Lacs)

	2011-12	2010-11
Raw Material (excluding canalized items)	9,966.03	10,604.07
Store and Spares	302.36	340.41
Capital Goods	785.45	1,399.71
Total	11,053.84	12,344.18

42) Expenditure in Foreign Currency

(₹ in Lacs)

	2011-12	2010-11
Commission on Exports	592.69	718.38
Foreign Traveling	11.74	6.90
Consultancy and Professional Charges	1.31	74.85
Royalty to Foreign Collaborator	2.00	5.67
Others	142.03	154.99
Total	747.77	960.79

- 43) Remittance in foreign currency on account of dividend to non-resident shareholders. The details of dividend paid in respect of shares held by non-residents on repatriation basis are as under

	2011-12	2010-11
Number of non-resident shareholders	551	556
Number of equity shares held (of ₹ 2 each)	5,20,10,521	4,84,23,128
Amount remitted net of tax (₹ in Lacs)	952.97	624.02
Year to which dividend relates	2010-11	2009-10

44) Earning in Foreign Exchange

	2011-12	2010-11
F.O.B. value of exports (₹ in Lacs)	12,751.36	12,333.03

- 45) The contribution to the Equity Capital of Lake Cements Limited is in the nature of investment.
- 46) Previous years figures have been regrouped and reclassified wherever necessary to be in conformity with the figures of the current year which is as per Revised schedule VI.

As per our report of even date

For Shah & Co.
 Chartered Accountants
 FRN : 109430W

(ASHISH SHAH)
 Partner
 Membership No. : 103750
 Mumbai : 28th May, 2012

Dinesh Kavthekar
 Company Secretary

For and on behalf of the Board,

 Vimal K Patel Chairman & Whole Time Director
 Mehul K Patel Vice Chairman & Managing Director
 Ram Devidayal Director
 Mukesh D Patel Director
 Shailesh A Thakker ED & CFO

 Bil - Vadodara: 28th May, 2012



AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF BANCO PRODUCTS (INDIA) LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF BANCO PRODUCTS (INDIA) LIMITED AND ITS SUBSIDIARIES

We have audited the attached consolidated Balance Sheet of BANCO PRODUCTS (INDIA) LIMITED and its subsidiaries as at 31ST March, 2012, and also the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto.

These financial statements are the responsibility of the BANCO PRODUCTS (INDIA) LIMITED's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with and identified financial reporting framework and are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We have been furnished with the audited/unaudited accounts of the subsidiaries mentioned in annexure to this report and have relied on the audited/unaudited financials as approved by the Board of Directors of the subsidiaries and our report in so far as it relates to the amounts included in respect of the subsidiary companies is based solely on such approved audited/unaudited consolidated financial statements.

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India on the basis of the separate audited financial statements of BANCO PRODUCTS (INDIA) LIMITED and audited/unaudited Financial statements of its subsidiaries included in the Consolidated Financial Statements.

On the basis of the information and explanations given to us, and on the consideration of the separate audit report on individual audited financial statements of BANCO PRODUCTS (INDIA) LIMITED and other financial information of its subsidiaries on the accounts for the period of 12 months the said consolidated financial statements read together with the notes there on give a true and fair view in conformity with the accounting principles generally accepted in India.

a) In the case of the Consolidated Balance Sheet of the consolidated state of affairs of BANCO PRODUCTS (INDIA) LIMITED and its subsidiaries as at 31st March, 2012.

b) In the case of the consolidated Statement of Profit and Loss of the consolidated results of operations of BANCO PRODUCTS (INDIA) LIMITED and its subsidiaries for the year ended on that date;

AND

c) In the case of the Consolidated Cash Flows Statement of the Consolidated Cash Flows for the year ended on that date.

FOR SHAH & CO.,
Chartered Accountants
FRN109430W

Place : Mumbai
Date : 28th May, 2012

(ASHISH SHAH)
Partner
Membership No : 103750

BANCO PRODUCTS (INDIA) LIMITED

Annexure to the Auditors' Report - 31 March 2012

(Referred to in our report of even date)

The following subsidiaries have been considered for the consolidation of Banco Products (India) Limited

Name of Company	Accounting Period	Nature of Subsidiary	Total Assets (₹ in lacs)	Total Revenue (₹ in lacs)
Banco Gaskets (India) Limited (Audited)	31 st March 2012	Direct	7,311.76	–
Lake Minerals (Mauritius) Limited (Audited)	1 st April 2011 - 31 st March 2012	Direct	11.19	–
Kilimanjaro Biochem Ltd. (Audited)	1 st April 2011 - 31 st March 2012	Indirect	6,444.47	2,353.93
Nederlandse Radiateuren Fabriek BV (Unaudited)	1 st April 2011 - 31 st March 2012	Direct	23,861.98	17,434.12
Skopimex BV	1 st April 2011 - 31 st March 2012	Indirect	–	–
NRF France Sarl	1 st April 2011 - 31 st March 2012	Indirect	–	–
NRF BVBA	1 st April 2011 - 31 st March 2012	Indirect	–	–
NRF United Kingdom Ltd	1 st April 2011 - 31 st March 2012	Indirect	–	–
NRF Handelsges. mbH	1 st April 2011 - 31 st March 2012	Indirect	–	–
NRF Deutschland gmbH	1 st April 2011 - 31 st March 2012	Indirect	–	–
NRF Espana S.A.	1 st April 2011 - 31 st March 2012	Indirect	–	–
NRF Poland Spoz	1 st April 2011 - 31 st March 2012	Indirect	–	–
NRF Italia Srl	1 st April 2011 - 31 st March 2012	Indirect	–	–
NRF Zwitserland AG	1 st April 2011 - 31 st March 2012	Indirect	–	–

FOR SHAH & CO.,
Chartered Accountants
FRN 109430W

(ASHISH SHAH)
Partner
Membership No : 103750

Place : Mumbai
Date : 28th May, 2012

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2012

(₹ in Lacs)

PARTICULARS	NOTE NO.	AS AT 31.3.2012	AS AT 31.3.2011
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share Capital	3	1,430.37	1,430.37
(b) Reserves and Surplus	4	40,910.74	33,789.38
(c) Minority Interest	-	18.80	
2 Non-current liabilities			
(a) Long-term Borrowings	5	7,235.64	12.60
(b) Deferred Tax Liabilities (Net)	6	1,699.03	1,677.44
(c) Other Long term Liabilities	7	2.00	2.42
(d) Long-term Provisions	8	181.37	84.64
3 Current liabilities			
(a) Short-term Borrowing	9	5,780.30	12,734.44
(b) Trade Payables	10	6,760.91	7,981.61
(c) Other Current Liabilities	11	4,902.66	1,858.58
(d) Short-term Provisions	8	3,623.86	3,181.90
Total		72,526.88	62,772.18
II ASSETS			
1 Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	12	19,976.29	13,897.54
(ii) Intangible Assets	12	109.94	186.67
(iii) Capital Work-in-Progress	12	345.86	-
(b) Non-Current Investments	13	3,709.04	25.60
(c) Long-term Loans and Advances	14	2,740.23	5,331.93
2 Current Assets			
(a) Current Investments	13	208.63	246.85
(b) Inventories	15	21,529.39	20,613.52
(c) Trade Receivables	16	17,798.36	17,087.19
(d) Cash and Bank Balance	17	3,588.28	2,916.00
(e) Short-term loans and advances	14	2,520.88	2,466.88
Total		72,526.88	62,772.18

As per our report of even date

For Shah & Co.Chartered Accountants
FRN : 109430W**(ASHISH SHAH)**
PartnerMembership No. : 103750
Mumbai : 28th May, 2012**Dinesh Kavthekar**
Company Secretary**For and on behalf of the Board,**

Vimal K Patel	Chairman & Whole Time Director
Mehul K Patel	Vice Chairman & Managing Director
Ram Devidayal	Director
Mukesh D Patel	Director
Shailesh A Thakker	ED & CFO

Bil - Vadodara: 28th May, 2012

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2012

(₹ in Lacs)

PARTICULARS	NOTE NO.	2011-12	2010-11
INCOME			
Revenue From Operations (Net)	18	102,434.60	87,219.04
Other Income	19	450.64	249.18
Total Revenue		102,885.24	87,468.22
Expenses			
Cost of Materials Consumed	20	55,271.83	46,862.39
Changes in Inventories of FG & WIP	21	106.95	(858.18)
Employee Benefit Expenses	22	12,440.77	11,061.24
Other Expenses	23	21,906.81	19,061.40
Total Expenses		89,726.36	76,126.85
Earning Before Interest, Tax and Depreciation		13,158.88	11,341.37
Depreciation and Amortization Expenses	24	2,096.10	1,906.24
Finance Costs	25	849.55	912.15
Profit Before Tax		10,213.23	8,522.98
Tax Expenses			
Current Tax		2,538.79	1,886.10
Deferred Tax		21.59	74.35
Total Tax Expenses		2,560.38	1,960.45
Profit (Loss) for the Period		7,652.85	6,562.53
Earning Per Share (Basic & Diluted)		10.70	9.18

As per our report of even date

For Shah & Co.Chartered Accountants
FRN : 109430W**(ASHISH SHAH)**
PartnerMembership No. : 103750
Mumbai : 28th May, 2012**Dinesh Kavthekar**
Company Secretary**For and on behalf of the Board,**

Vimal K Patel	Chairman & Whole Time Director
Mehul K Patel	Vice Chairman & Managing Director
Ram Devidayal	Director
Mukesh D Patel	Director
Shailesh A Thakker	ED & CFO

Bil - Vadodara: 28th May, 2012

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2012

(₹ in Lacs)

PARTICULARS	2011-12		2010-11	
	AMOUNT	AMOUNT	AMOUNT	AMOUNT
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax and extra ordinary items Adjusted for		10,213.23		8,522.98
Depreciation	2,096.10		1,906.14	
Interest Paid	849.55		945.22	
Interest Received	(98.91)		(54.84)	
Unrealised Gains (Net of Loss)	15.00		38.89	
(Profit)/Loss on Sale of Investments	(2.62)		(4.35)	
(Profit)/Loss on sale of Fixed Assets	(548.15)		(46.78)	
Effect of exchange rate difference on translation	1,539.38		205.78	
Dividend Received	(28.10)		(27.75)	
		<u>3,822.25</u>		<u>2,962.31</u>
Operating profit before working capital changes		14,035.48		11,485.29
Adjustments for change in working capital & provisions				
(Increase) / Decrease in Trade receivables	(710.23)		(1,570.00)	
(Increase) / Decrease in Inventories	(915.87)		(2,652.97)	
(Increase) / Decrease in Short term Advances	387.66		35.88	
(Increase) / Decrease in Long term Advances	(41.73)			
Increase / (Decrease) in Short term provisions	865.90			
Increase / (Decrease) in Long term provisions	96.73			
Increase / (Decrease) in Long term Liabilities	(0.42)		0.00	
Increase / (Decrease) in Other current liabilities	1,316.70			
Increase / (Decrease) in Trade Payables	(1,236.64)		1,715.22	
		<u>(237.90)</u>		<u>(2,471.87)</u>
Cash generated from operations		13,797.58		9,013.42
Income Tax Paid (Net of refunds)	(2,932.48)		(1,842.24)	
		<u>(2,932.48)</u>		<u>(1,842.24)</u>
Net Cash Flow from Operating Activities		10,865.10		7,171.18
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets & Capital Advances	(5,991.16)		(8,847.17)	
Sale of Fixed Assets	724.96		167.31	
Interest Received	50.94		54.84	
Purchase of Investment	(3,723.68)		(226.46)	
Sale of Investments	81.09		91.30	
Dividend Received	28.10		27.75	
Net Cash Flow from Investing Activities		(8,829.75)		(8,732.43)
		<u>2,035.35</u>		<u>(1,561.25)</u>
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Dividend Paid	(2,134.34)		(1,417.56)	
Interest Paid	(849.55)		(945.22)	
Tax paid on Dividend	(348.06)		(237.58)	
Increase / (Decrease) Long term borrowings	8,923.02		3,114.46	
Increase / (Decrease) Short term borrowings	(6,954.14)		(5.80)	
Net Cash Used In Financing Activities		(1,363.07)		508.30
Net Cash generated during the year		672.28		(1,052.95)
Cash and Cash Equivalents at the beginning of the year		2,916.00		3,968.95
Cash and Cash Equivalents at the end of the year		3,588.28		2,916.00

The above Cash flow statement has been prepared under the " Indirect Method" set out in Accounting Standard -3 on Cash Flow Statement by the ICAI.

As per our report of even date

For Shah & Co.

Chartered Accountants
FRN : 109430W

(ASHISH SHAH)

Partner

Membership No. : 103750

Mumbai : 28th May, 2012

Dinesh Kavthekar

Company Secretary

For and on behalf of the Board,

Vimal K Patel Chairman & Whole Time Director
Mehul K Patel Vice Chairman & Managing Director
Ram Devidayal Director
Mukesh D Patel Director
Shailesh A Thakker ED & CFO

Bil - Vadodara: 28th May, 2012

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
1) PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements relate to Banco Products India Limited ('the Company') and its subsidiary companies. The Consolidated Financial Statements have been prepared on the following basis:

- a. The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses, and intra-group balances and intra-group transactions are fully eliminated in accordance with Accounting Standard (AS) 21 – Consolidated Financial Statements.
- b. Foreign Subsidiary Companies are categorized as 'non-integral foreign operation. Accordingly, all income and expense items are translated at the average rate prevailing during the period and all assets and liabilities, both monetary and non-monetary, are translated at the closing rate. Any exchange difference arising on consolidation is recognized in the Foreign Currency Translation Reserve account in accordance with Accounting Standard (AS) 11 – Effect of Changes in Foreign Exchange Rates.
- c. The difference between the costs of investment in the Subsidiary Companies over the net assets at the time of acquisition of shares in the Subsidiary Companies is recognised in the financial statements as Goodwill or Capital Reserve as the case may be.
- d. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- e. The audited/ unaudited financial statements of the Subsidiary Companies used in the consolidation are drawn upto the same reporting date as that of the Company viz. 31st March, 2012.
- f. Minority interest in Net Assets of Consolidated Subsidiary Companies is identified and presented in the Consolidated Balance Sheet separately from liabilities and the equity of the Company's Shareholders.
- g. The Subsidiary Companies considered in the Consolidated Financial Statements are:

Sr. No.	Name of the subsidiary companies	Country of incorporation	Proportion of ownership Interest	Reporting date (date till accounts have been audited)
1	Nederlandse Radiateuren Fabriek BV	Netherlands	100%	30 th November, 2011
	1.1 Skopimex BV	Uden	100%	30 th November, 2011
	1.2 NRF France Sarl	France	100%	30 th November, 2011
	1.3 NRF BVBA	Belgium	100%	30 th November, 2011
	1.4 NRF United Kingdom Ltd	England	100%	30 th November, 2011
	1.5 NRF Handelsges. GmbH	Austria	100%	30 th November, 2011
	1.6 NRF Deutschland GmbH	Germany	100%	30 th November, 2011
	1.7 NRF Espana S.A.	Spain	100%	30 th November, 2011
	1.8 NRF Poland Spoz	Poland	100%	30 th November, 2011
	1.9 NRF Italia Srl	Italy	100%	30 th November, 2011
	1.10 NRF Switzerland AG	Switzerland	100%	30 th November, 2011
	Note : Sr. No.1.1 to 1.10 are subsidiaries of Nederlandse Radiateuren Fabriek BV			
2	Lake Mineral (Mauritius) Ltd.	Mauritius	100%	31 st March, 2012
	2.1 Kilimanjaro Biochem Ltd	Tanzania	100 %	31 st March, 2012
	Note : Sr. No. 2.1 is Subsidiary of Lake Mineral (Mauritius) Ltd.			
3	Banco Gaskets(India) Ltd.	India	100%	31 st March, 2012

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

- h. The audited/un-audited financial statements of subsidiary companies have been prepared in accordance with the Generally Accepted Accounting Principal (GAAP) of its country of incorporation. The difference between accounting policies of the Company and its subsidiary companies are not material.
- i. The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated 8th February 2011 and 21st February 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions specified in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.

2) SIGNIFICAT ACCOUNTING POLICIES
a. Basis of Accounting

- i) The financial statements have been prepared under the historical cost convention (except for certain fixed assets, which have been revalued) in accordance with the generally accepted accounting principles to comply with the applicable Accounting Standards as prescribed under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956.
- ii) The Company generally follows the mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.
- iii) Use of estimates: The preparation of Financial Statements in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements.

b. Fixed Assets and Depreciation

1. In respect of Banco Products (India) Limited
- i) Fixed Assets are stated at cost (net of cenvat /service tax credit wherever claimed) less accumulated depreciation less impairment, if any, other than land and building at Bhaili division which are shown at revalued cost. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to its working condition for its intended use including borrowing cost and incidental expenditure incurred up to the date the assets are ready for its intended use.
- ii) Depreciation on plant & machinery (except electrical installations), computers, laboratory equipments, machine tools and effluent treatment plant purchased on or after 1st October, 1982 has been provided on straight line basis and on other assets on written down value basis at the rates specified in schedule XIV of the Companies Act, 1956. Individual items of fixed assets costing upto ₹ 5,000 are fully depreciated in the year of purchase.
- iii) Technical know-how recognized as intangible asset was stated at the consideration paid for acquisition and amortised on straight-line basis at plant & machinery rates.
2. In respect of Nederlandse Radiateuren Fabriek B.V., the annual depreciation rates are as follows:
- | | | |
|------------------------------|---|------------|
| Buildings | : | 2.50% |
| Plant & Machinery | : | 10%-20% |
| Other operating Fixed Assets | : | 20%-331/3% |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

3. In respect of Kilimanjaro Biochem Limited, The annual depreciation rates are as follows:

Buildings & Civil Works	:	5%
Plant & Machinery	:	10%
Motor Vehicles	:	20%
Office Equipments	:	25%
Furniture & Fittings	:	25%
Computers	:	25%

c. Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal or external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss, if any, recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

d. Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currencies at the year-end are translated at the year-end rates. Any exchange differences arising on settlement/transaction are dealt with in the Statement of Profit and Loss except those relating to acquisition of fixed assets, which are adjusted to the cost of the asset.

e. Investments

Investments are stated at cost. No provision for diminution in value, if any, has been made as these are long-term investments and in the opinion of the management any decline is temporary.

f. Inventories

- i) Raw materials, stores & spares and packing materials are valued at cost. Cost is determined on weighted average basis.
- ii) Work-in-Process is valued at cost.
- iii) Finished products are valued at cost or market value whichever is lower. Cost includes cost of raw material, packing materials, an appropriate share of fixed & variable production overheads. Excise duty applicable thereon is included for valuation purpose.

g. Retirement Benefits

The Company has defined contribution plan for its employee's retirement benefits comprising of provident fund. The Company contributes to provident fund for its employees. The Company has defined benefit plan comprising of gratuity fund and leave encashment entitlement. The liability for the gratuity fund and leave encashment has been determined on the basis of an independent actuarial valuation done at the year-end. Actuarial gains and losses comprise adjustments and the effect of changes in the actuarial assumptions and are recognised in the Statement of Profit and Loss as income or expense. Contribution in respect of gratuity is paid to the Life Insurance Corporation of India (LIC).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012**h. Research and Development**

- i) Capital expenditure related to scientific research is shown separately under the respective head of fixed assets.
- ii) Revenue expenses including depreciation are charged to the Statement of Profit and Loss.

i. Sales

- i) Revenue from sale of goods is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection. Sales are net of returns and discounts and exclude sales tax, excise duty and other charges.
- ii) In respect of **Nederlandse Radiateuren Fabriek B.V.**, Income from the supply of goods is recognised as soon as all substantial rights and risks relating to the title of the goods are transferred to the customer.

j. Provision for Current and Deferred Tax

- i) Provision for Current Tax is made after taking into consideration the deduction allowable under the provisions of the Income Tax Act, 1961.
- ii) Deferred tax resulting from 'timing difference' between book and taxable profit is accounted by using the tax rate that have been enacted or substantively enacted as on the Balance Sheet date. The Deferred Tax Liability is provided in the Statement of Profit and Loss. Deferred Tax Assets are recognised only if there is reasonable certainty that the assets can be realized in future.

k. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of a qualifying asset is capitalised as part of the cost of the asset. Other borrowing cost is recognised as an expense in the period in which they are incurred.

l. Dividend

Dividend income is considered on receipt basis

m. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent Liabilities which are not recognised are disclosed by way of notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

n. Trade Receivables

Trade Receivables are stated after making adequate provision for debt considered doubtful.

o. Earning Per Share

The Basic and Diluted Earning Per Share (EPS) is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

p. Proposed Dividend

Dividend recommended by Board of Directors is provided for in the accounts, pending approval at Annual General Meeting.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 3 - Shareholders' Funds

Particulars	As at 31.3.2012 (₹ in Lacs)		As at 31.3.2011 (₹ in Lacs)	
Equity Share capital				
Authorised				
1520 Lacs Equity Share of ₹ 2 each	3,040.00		3,040.00	
Total	3,040.00		3,040.00	
Issued, Subscribed & Fully paid Up				
715.19 Lacs Equity Share of ₹ 2 each	1,430.37		1,430.37	
Total	1,430.37		1,430.37	
a A reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period				
	As at 31.3.2012		As at 31.3.2011	
	No. in Lacs	₹ in Lacs	No. in Lacs	₹ in Lacs
At the beginning of the period	715.19	1,430.37	715.19	1,430.37
Issued during the year	-	-	-	-
Outstanding at the end of the period	715.19	1,430.37	715.19	1,430.37
b Terms / rights attached to equity shares				
The company has only one class of equity shares having par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of directors is subject to approval of the shareholders in the ensuing Annual General Meeting.				
c Share held by holding Company or ultimate holding company				
	As at 31.3.2012		As at 31.3.2011	
	Nil		Nil	
d Share held by subsidiary Company or ultimate subsidiary company				
	As at 31.3.2012		As at 31.3.2011	
	Nil		Nil	
(Nos. in Lacs)				
e Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.				
	As at 31.3.2012		As at 31.3.2011	
1 Equity shares of ₹ 2 each allotted as fully paid up bonus shares by capitalizing General Reserve	590.95		590.95	
2 Equity shares of ₹ 2 each allotted as fully paid up in terms of amalgamation without payment being received in cash	99.45		99.45	
f Share in the company held by each shareholder holding more than 5 % shares specifying the no of shares				
Name of the Shareholder	As at 31.3.2012		As at 31.3.2011	
	No. in Lacs	%	No. in Lacs	%
1 Vimal K Patel	55.73	7.79	55.73	7.79
2 Samir K Patel	49.59	6.93	47.84	6.68
3 Mehul K Patel	56.05	7.84	53.95	7.54
4 Overseas Pearl Ltd	269.10	37.63	269.10	37.63

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

Note 4 - Reserves and Surplus

(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
a Capital Reserves		
Balance as per last Financial Statements	0.77	0.77
b Revaluation Reserve		
Balance as per last Financial Statements	24.86	26.12
Less: amount transferred to the Statement of Profit and Loss as reduction from depreciation	1.16	1.26
Closing Balance	23.70	24.86
c Security Premium Reserve		
Balance as per last Financial Statements	1,200.31	1,200.31
d General Reserve		
Balance as per last Financial Statements	8,652.36	7,952.36
Add: Amount transferred from Surplus balance in the Statement of Profit and Loss	875.00	700.00
Add: Amount transferred from Investment Subsidy	33.45	-
Closing Balance	9,560.81	8,652.36
e Capital Reserve on Acquisition		
Balance as per last Financial Statements	9,617.24	9,617.24
f Translation Adjustment Reserve		
Balance as per last Financial Statements	(1,582.78)	(1,788.56)
Adjustments during the year	1,539.38	205.78
Closing Balance	(43.40)	(1,582.78)
g Investment Subsidy		
Balance as per last Financial Statements	33.45	33.45
Less: Trf to General Reserve	33.45	-
Closing Balance	-	33.45
h Surplus in the Statement of Profit and Loss		
Balance as per last Financial Statements	15,843.17	12,482.60
Reversal of excess Dividend Distribution tax provision	8.31	-
Profit for the year	7,652.85	6,562.53
Less : Appropriations		
Proposed Final Equity Dividend [amount per share ₹ 2.50 (31 March 2011 ₹ 3)]	1,787.97	2,145.56
Tax on Proposed Equity Dividend	290.05	356.40
Transfer to General Reserve	875.00	700.00
Net Surplus in the Statement of Profit and Loss	20,551.31	15,843.17
Total	40,910.74	33,789.38

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 5 - Long-term Borrowings
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
a From Banks		
Loans from Bank	2541.50	-
Foreign Currency Term Loan from banks (Secured)	5645.20	-
	8186.70	-
Less: Current portion of Long Term Borrowings	1699.98	-
Total	6486.72	-
b Other		
8.25% Optionally Fully Convertible Debentures	748.92	-
Deposits from Public - (Unsecured)	-	12.60
Total	748.92	12.60
Total	7235.64	12.60

Note

- Foreign currency term loan carries interest @ 3 M LIBOR plus 2%. The loan is repayable within 3 years on quarterly installments. The loan is secured hypothecation of all movable assets of the Company by way of First Charge.
- 8.25% Unsecured OFCD of USD 15 Lacs carries interest of 8.25% P.A.payable annually on 31st March from the date of its allotment till conversion
- CITI Bank loan of USD 50 Lacs carries interest @ 3 M LIBOR plus 2%. The loan is repayable within three years on quarterly installments.

Note 6 - Deferred Tax Liabilities (Net)
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
Deferred Tax Liability		
Fixed assets : Impact of difference between wdv as per Income Tax Act and Company Law	(1,796.83)	(1,685.90)
Total Deferred Tax Liabilities	(1,796.83)	(1,685.90)
Deferred Tax Assets		
Impact of provision allowable for tax purpose on payment basis	97.80	8.46
Total Deferred Tax Assets	97.80	8.46
Closing Net Deferred Tax Liabilities	(1,699.03)	(1,677.44)
Openingng Net Deferred Tax Liabilities	(1,677.44)	(1,603.09)
Charged to Statement of Profit and Loss	(21.59)	(74.35)

Note 7 - Other Long-term Liabilities
(₹ in Lacs)

Particulars	As at 31.3.2012	As at 31.3.2011
Security Deposits Received	2.00	2.42
Total	2.00	2.42

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
NOTE 8 - Provisions
(₹ in Lacs)

PARTICULARS	Non current		Current	
	AS AT 31.3.2012	AS AT 31.3.2011	AS AT 31.3.2012	AS AT 31.3.2011
Provision for Gratuity	85.43	-	181.06	234.97
Provision for Leave Encashment	95.93	84.64	3.50	-
Total	181.37	84.64	184.56	234.97
Others	-	-	60.42	-
Provision for Proposed Equity Dividend	-	-	1,787.97	2,145.56
Provision for Dividend Distribution Tax	-	-	290.05	356.40
Provision for Marketing related expenses	-	-	776.65	125.42
Provision for Export	-	-	196.76	171.92
Provision for Expenses	-	-	327.45	147.63
Total	-	-	3,439.30	2,946.93
Total	181.37	84.64	3,623.86	3,181.90

NOTE 9 - Short-term Borrowings
(₹ in Lacs)

PARTICULARS	AS AT 31.3.2012	AS AT 31.3.2011
a Loans Repayable on Demand		
From Banks		
Cash credit from Banks - Secured	3,519.31	4,496.59
Packing Credit from Banks - Secured	-	1,111.83
Short term loans - Secured	-	3,750.00
Working Capital Loans from Bank	-	1,454.42
Packing Credit from Banks - Unsecured	792.29	1,911.60
Short term loans - Unsecured	1,300.00	-
Buyer's Credit - Unsecured	156.10	-
Total	5,767.70	12,724.44
b Deposits from Public - Unsecured	12.60	10.00
Total	5,780.30	12,734.44

Cash Credit loans are secured against first charge on pari passu basis by way of hypothecation of the current assets both present and future in favour of participating Scheduled Banks.

NOTE 10 - Trade Payables
(₹ in Lacs)

PARTICULARS	AS AT 31.3.2012	AS AT 31.3.2011
Due to Micro Small and Medium Enterprises	265.28	347.12
Due to Others	6,495.63	7,634.49
Total	6,760.91	7,981.61

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
NOTE 11 - Other Current Liabilities

(₹ in Lacs)

PARTICULARS	AS AT 31.3.2012	AS AT 31.3.2011
Current Maturities of Long-Term Debt	1,699.98	-
Statutory Liabilities		
VAT Payable	420.62	71.41
TDS Payable	271.99	21.42
Salary payable	1,114.71	114.29
Providend Fund Payable	43.19	11.43
Professional Tax Payable	181.67	1.03
Other Payables	763.05	1,240.70
Advance from Customers	407.43	398.30
Total	4,902.66	1,858.58

NOTE 12- Fixed Assets

(₹ in Lacs)

Particulars	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As at 1st April 2011	Additions	Deduction due to slump sale	Deduction Others	As at 31st March 2012	As At 1st April 2011	Addition	Deduction due to slump sale	Deduction Others	As at 31st March 2012	As at 31st March 2012	As at 31st March 2011
I Tangible Assets												
a. Leasehold Land	872.12	-	-	-	872.12	2.55	7.60	0.00	-	10.15	861.97	869.57
b. Freehold Land	550.36	360.28	4.29	38.65	867.70	-	-	0.00	-	-	867.70	550.36
c. Buildings	8,331.90	1,742.68	582.56	-	9,492.02	5,445.70	254.49	318.70	-	5,381.49	4,110.53	2,886.20
d. Plant and Equipments	28,400.83	7,611.72	3,339.11	132.02	32,541.42	19,756.42	1,629.84	1871.59	3.63	19,511.04	13,030.38	8,644.41
e. Furniture & Fixtures	57.06	47.53	-	-	104.59	33.67	4.94	0.00	-	38.61	65.98	23.39
f. Vehicles	551.26	209.88	17.24	19.64	724.26	288.56	66.30	15.57	7.21	332.09	392.17	262.70
g. Office equipment	2,468.36	99.11	26.77	-	2,540.70	2,087.10	67.24	21.78	-	2,132.56	408.14	381.26
h. Scientific Research												
1 Building	85.25	-	-	-	85.25	38.23	4.64	-	-	42.87	42.39	47.02
2 Plant and Equipments	297.00	3.06	10.74	-	289.33	104.30	28.22	7.19	-	125.33	164.00	192.70
3 Office Equipment	17.97	0.03	0.23	-	17.77	8.45	2.17	0.20	-	10.42	7.35	9.52
4 Furniture and Fixture	4.21	0.54	-	-	4.76	2.61	0.16	-	-	2.77	1.99	1.60
5 Others	0.18	-	-	-	0.18	0.00	0.02	-	-	0.03	0.15	0.17
i Others assets	91.06	5.44	22.89	-	73.61	62.43	3.54	15.89	-	50.08	23.53	28.63
II Intangible Assets												
a. Technical Knowhow	207.92	39.36	207.92	-	39.36	104.58	10.33	114.91	-	(0.00)	39.36	103.34
b. Software	139.11	5.02	-	-	144.13	55.78	17.77	0.00	-	73.55	70.57	83.32
Total	42,074.60	10,124.66	4,211.76	190.31	47,797.19	27,990.38	2,097.26	2,365.84	10.84	27,710.96	20,086.22	14,084.21
Previous year	37,765.70	4,817.63	-	508.74	42,074.59	26,471.18	1,907.30	-	388.21	27,990.27	14,084.32	

Notes :

- The Company has acquired Leasehold land on 16th December 2010 on Lease for 99 years for. The amortisation per year on the same is ₹ 8.79 Lacs
- The borrowing cost capitalised during the year ended 31March 2012 was ₹ 246.87 lacs. (Previous Year Nil)
- Other Assets include Weighing Machine , Air Conditioner and other Equipments

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
NOTE 13 - Non-Current Investments

(₹ in Lacs)

PARTICULARS	AS AT 31.3.2012	AS AT 31.3.2011
Unquoted Equity Instruments (Fully Paid Up)		
Investment In Associates		
620080 Nos. (P.Y. 620080 Nos.) Banco Aluminium Ltd. of Rs 10 each	25.35	25.35
Total	25.35	25.35
Other Investments		
112720 Lake Cement Ltd of TShs 100,000 each	3,683.44	0.00
1000 Nos. (P.Y.1000 Nos.) Co- Operative Bank Of Baroda Of Rs 25 Each	0.25	0.25
Total	3,683.69	0.25
Total	3,709.04	25.60
CURRENT INVESTMENTS		
PARTICULARS	AS AT 31.3.2012	AS AT 31.3.2011
Investment in Equity & Other Instruments (Quoted) (Fully Paid Up)		
3294 (P.Y.3294) Indian Motor Parts Ltd. of ₹10 each	3.14	3.14
400 (P.Y.400) Perfect Circle Victor Ltd. of ₹1 each	0.01	0.01
132700 (P.Y.132700) Swiss Glasscoat Equipment Ltd. of Rs 10 each	13.38	13.38
17 (P.Y.17) Talbros Eng Ltd of ₹10 each	0.00	0.00
511 (P.Y.511) National Hydro Power Corporation of Rs 10 each	0.18	0.18
315 (P.Y.315) Oil India Ltd of Rs 10 each	3.31	3.31
225 (P.Y.225) Glaxosmithkline Consumer Healthcare Ltd of ₹10 each	3.65	3.65
900 (P.Y.900) Axis Bank Ltd of ₹10 each	11.85	11.85
Nil (P.Y. 1050) Dr Reddys Laboratories Ltd of ₹5 each	-	13.41
Nil (P.Y. 6300) Dr Reddys Laboratories Ltd of ₹5 each (Bonus)	-	-
600 (P.Y. 600) Punjab National Bank of ₹ 10 each	5.51	5.51
2000 (P.Y.2000) Infrastruchire Ltd of ₹2 (IVRC Ltd.)	3.33	3.33
7500 (P.Y.7500) Itc Ltd of Re.1 each	12.61	12.61
300 (P.Y.400) Infosys Technologies Ltd of ₹5 each	8.75	11.67
320 (P.Y.320) State Bank of India of ₹ 10 each	8.85	8.85
Nil (P.Y.1000) Opto Circuit India Ltd of ₹10 each	-	2.81
Nil (P.Y.8000) Ashok Leyland Ltd. of Re 1 each	-	5.98
Nil (P.Y.3400) Tulip Telecom Ltd. of Re. 2 each	-	5.96
150 (P.Y.150) Larsen & Turbo Ltd of ₹2 each	2.26	2.26
2500 (P.Y.2500 of ₹ 10 each) HDFC Bank Ltd of ₹ 2 each	11.70	5.40
625 (P.Y. 625) Tata Steel Ltd of ₹ 10 each	4.02	4.02
500 (P.Y. Nil) Hero Motorcorp Ltd of ₹ 10 each	9.61	-
430 (P.Y. Nil) Cadila Health Care of ₹10 each	4.07	-
1770 (P.Y. Nil) Sun Pharmaceutical Industries Ltd of Re.1 each	8.17	-
2050 (P.Y. Nil) Biocon Ltd of ₹10 each	7.09	-
5 (P.Y. 5) 10.5% Non convertible Debentures of Tata Housing Development Ltd of ₹10,00,000 each	52.12	52.12
Total	173.62	169.45

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
NOTE 13 - Non-Current Investments (Contd...)
(₹ in Lacs)

PARTICULARS	AS AT 31.3.2012	AS AT 31.3.2011
Investment in Other (Quoted) (Fully Paid up)		
200000 (P.Y.200000) Baroda Pioneer PSU Equity Fund of ₹ 10 each	20.00	20.00
Nil (P.Y.11405) Motilal Oswal Most Shares M50 Etf-Gr of ₹ 10 each	-	8.90
Nil (P.Y. 355000) DSP Blackrock FMP-12 M Series 17-Growth of ₹10 each	-	35.50
164089 (P.Y.164089) Motilal Oswal Most Shares Midcap-100 Etf(8) of ₹ 10 each	13.00	13.00
200.4780 (P.Y.Nil) Reliance Money Manager Fund-Retails Option-Daily Dividend Plan	2.01	-
Total	35.01	77.40
Total	208.63	246.85
Market Value of Quoted Investments		
Equity Investments	170.46	156.73
Debenture	50.00	50.00
Other	35.01	77.40

NOTE 14 - Loans and Advances
(₹ in Lacs)

PARTICULARS	NON CURRENT		CURRENT	
	AS AT 31.3.2012	AS AT 31.3.2011	AS AT 31.3.2012	AS AT 31.3.2011
(Unsecured considered good)				
Capital Advances	2,698.50	5,331.93	-	-
Security Deposit	38.23	-	81.27	78.73
Others loans and advances				
Advance tax (Net of provision for taxation)	-	-	549.80	156.11
Balance with Customs and Central Excise Authorities	-	-	204.49	349.63
Prepaid expenses	-	-	222.06	927.81
Interest receivable on Fixed Deposits	-	-	49.40	1.43
Advance to Vendors	-	-	518.69	394.64
LIC Group Gratuity Account	-	-	156.76	146.25
Fixed Deposits with more than 12 Month Maturity	3.50	-	-	-
Other Advances	-	-	738.41	412.28
Total	2,740.23	5,331.93	2,520.88	2,466.88

NOTE 15 - Inventories (At lower of Cost or Net Realisable Value)
(₹ in Lacs)

PARTICULARS	AS AT 31.3.2012	AS AT 31.3.2011
Raw Materials	9,757.54	9,937.75
Work-in-Progress	2,628.72	2,890.09
Finished Goods	7,400.44	7,246.02
Stores and Spares	1,590.93	402.43
Loose Tools	16.63	7.84
Packing Material	135.13	129.39
Total	21,529.39	20,613.52

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
NOTE 16 - Trade Receivables

(₹ in Lacs)

Particulars	AS AT 31.3.2012	AS AT 31.3.2011
(Unsecured, considered good)		
Trade Receivables overdue for more than six months	1,040.74	231.98
Others	16,757.62	16,855.21
Total	17,798.36	17,087.19

NOTE 17 - Cash and Bank Balance

(₹ in Lacs)

Particulars	AS AT 31.3.2012	AS AT 31.3.2011
Cash and Cash Equivalent		
Cash on hand	26.37	22.14
Balances with bank		
On Current Accounts	2,780.22	2,219.00
On EEFC Accounts	63.12	-
Deposits with maturity of less than 3 months	12.33	37.72
Total	2,882.04	2,278.86
Other Bank Balance		
Deposits with maturity for more than 12 months	4.46	526.81
Deposits with maturity between 3 to 12 months	556.74	5.75
Margin money with Banks	31.25	10.32
Unpaid dividend	113.79	94.26
Total	706.24	637.14
Total	3,588.28	2,916.00

NOTE 18 - Revenue from Operations

(₹ in Lacs)

Particulars	2011-12	2010-11
Sale of Product		
Finished Goods	104,916.70	89,564.17
Less : Excise Duty	(4,496.22)	(3,598.33)
Net Sales	100,420.49	85,965.84
Other Operating Revenue		
Scrap Sales	1,355.13	1,125.18
Profit on Sale of Assets	548.15	47.02
Export Incentives	110.83	81.00
Total	2,014.11	1,253.20
Revenue from Operations (Net)	102,434.60	87,219.04

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
NOTE 19 - Other Income
(₹ in Lacs)

Particulars	2011-12	2010-11
Interest Income on		
Bank deposits	77.89	9.50
Current Investments	5.00	5.67
Others	16.02	31.58
Dividend Income On		
Investment in Associates	21.70	6.20
Other Investments	6.40	21.55
Net Gain on sale of Current Investment	2.62	4.35
Other Non operating Income	321.01	170.33
Total	450.64	249.18

Other non-operating income includes insurance claim, Sales Tax Refund, Design Charges and Recovery of Tooling Cost

NOTE 20- Cost of Raw Material & Components Consumed
(₹ in Lacs)

Particulars	2011-12	2010-11
Inventory at the beginning of the year	10,074.98	8,389.37
Add : Purchases	54,954.39	48,548.00
Total	65,029.37	56,937.37
Less : Inventory at the end of the year	9,757.54	10,074.98
Total	55,271.83	46,862.39

NOTE 21 - (Increase)/Decrease in Inventories
(₹ in Lacs)

Particulars	2011-12	2010-11
Inventories at the end of the year		
Work-in-Progress	2,628.72	2,890.09
Finished Goods	7,400.43	7,246.02
Total	10,029.16	10,136.11
Inventories at the beginning of the year		
Work-in-Progress	2,890.09	1,510.89
Finished Goods	7,246.02	7,767.04
Total	10,136.11	9,277.93
Changes in Inventories of FG & WIP	106.95	(858.18)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Note 22 - Employee Benefit Expenses
(₹ in Lacs)

Particulars	2011-12	2010-11
Salaries,Wages and Bonus	11,524.56	10,316.85
Company's Contribution to Gratuity	81.16	35.57
Company's Contribution to Leave Encashment	50.49	37.78
Company's Contribution to Provident Fund	739.92	618.75
Provident Fund Administration Charges	8.00	5.61
Staff Welfare Expenses	36.63	46.68
Total	12,440.77	11,061.24

NOTE 23 - Other Expenses
(₹ in Lacs)

Particulars	2011-12	2010-11
Manufacturing Expenses		
Stores Tools & Dies Consumed	1,291.44	1,028.78
Power & Fuel	1,333.03	1,078.52
Labour Charges	5,995.96	4,899.82
Repairs To Plant & Machinery	1,589.73	1,556.43
Repairs To Electric Installation	161.91	133.35
Repairs To Building	63.36	33.82
Sundry Repairs	2.94	1.73
Factory General Expenses	420.62	397.38
Insurance Premium On Assets	52.75	48.28
Administrative Expenses		
Payment To Auditors (Refer Detail Below)	330.27	226.88
Rent Rates & Taxes	635.11	547.49
Postage & Courier	41.22	36.03
Telephone Expenses	187.45	170.64
Director Sitting Fees	1.78	1.85
Insurance	82.55	58.78
Travelling/Conv & Vehicle Exp	602.99	705.21
Miscellaneous Exp	406.37	325.21
Donation	14.10	14.32
Exchange Loss	251.16	25.39
Selling & Distribution Expenses		
Commission & Discount	3,297.68	3,279.84
Advt & Sales Promotion	420.35	544.67
Other Selling Expenses	669.67	346.24
Bad Debts W/off	-	47.37
Royalty To Foreign Colaborator	2.00	5.01
Transit Insurance (Outward)	55.31	63.86
Freight & Transport (Net)	3,997.08	3,484.50
Total	21,906.81	19,061.40

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

(₹ in Lacs)

Payment to Auditors	2011-12	2010-11
As Auditor :		
Statutory Audit fee	134.03	108.39
Other services (Certification)	5.48	6.88
Out of Pocket Expenses	190.76	111.61
Total	330.27	226.88

Note 24 - Depreciation & Amortisation

(₹ in Lacs)

Particulars	2011-12	2010-11
Depreciation on Tangible Assets	2,069.16	1,878.69
Amortisation on Intangible Assets	28.10	28.71
Total	2,097.26	1,907.40
Less : Charged to Revaluation Reserves	(1.16)	(1.16)
Total	2,096.10	1,906.24

Note 25 - Finance Cost

(₹ in Lacs)

Particulars	2011-12	2010-11
Fixed Period Loans	119.57	133.78
Interest on Working Capital	358.09	561.42
Interest on Packing Credit	78.08	64.48
Interest to Others	30.38	24.70
Bank Charges	263.43	127.77
Total	849.55	912.15

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

- 26) Estimated amount of contracts remaining to be executed on capital account not provided for ₹1212.52 (previous year ₹ 1,064.38 Lacs).
- 27) Contingent Liabilities:
- Counter guarantees given to the banks in respect of various guarantees issued by the banks to third parties ₹ 2481.13 Lacs (Previous Year ₹ 40.33 Lacs).
 - Letter of Credit opened and outstanding ₹ 754.68 Lacs (Previous Year ₹ 368.86 Lacs).
 - Other claims against the Company not acknowledged as debts amount unascertainable.
 - Claims from employees and former employees amount unascertainable.
 - Disputed Tax Liabilities:
 - Excise Duty and Service Tax ₹ 612.26 Lacs (Previous Year ₹ 203.73 Lacs).
 - Income Tax ₹ 75.37 Lacs (Previous Year ₹ 1.19 lacs).
 - Sales Tax ₹ 24.96 lacs(Previous Year - Nil)
- 28) In compliance with the Accounting Standard (AS-2) issued by the Institute of Chartered Accountants of India (ICAI), the Company has included excise duty on closing stock of finished goods amounting to ₹ 67.65 Lacs (Previous Year ₹ 50.06 Lacs) and the same has been claimed as expenditure. However this charge has no impact on the profit of the Company for the year under review.
- 29) Maximum balance due during the year from Banco Aluminium Ltd, a company under the same management, is ₹ 91.41 Lacs (Previous Year ₹ 7.26 Lacs).
- 30) Related Party Disclosures

Name	Relationship
Vimal K.Patel	Chairman & Whole Time Director
Mehul K.Patel	Vice Chairman & Managing Director
Shailesh A.Thakker	ED & CFO
Kiran Shetty	ED
Kersi P. Kapdia	ED (Up to 31.5.2010)

- ii) Related Parties where Control exists:

Name	Relationship
Banco Alluminium Ltd.	Under Common Control

- iii) Related parties with whom transaction have taken place during the year: (₹ in Lacs)

Name of Related Party and Nature of Relationship	Nature of Transactions	2011-12	2010-11
Banco Aluminium Limited (under common control)	Purchase of Goods	919.29	584.80
	Capital Assets sold	3.16	0.02
	Sales of Goods	24.13	24.98
	Services Received	6.02	0.08
	Closing Balance (Dr.)	5.82	(4.20)
Ms Hasumatiben K Patel (Relative of Director)	Interest paid on F.D.	1.00	1.00
Mr. Kush Patel (Relative of Director)	Salary & perquisites	3.01	1.38
Mrs. Prity V. Patel (Wife of Director)	Payment of Rent	16.00	—

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

iv) Remuneration to Key Management Personnel

Name	Remuneration including perquisites (₹ in lacs)	
	31 st March, 2012	31 st March, 2011
Vimal K. Patel	67.48	–
Mehul K. Patel	67.12	–
Shailesh A Thakker	51.72	39.17
Kiran Shetty	41.70	21.24
Kersi P. Kapadia (Part of year)	–	9.88

31) Earning per Share

	2011-12	2010-11
Profit available for Equity shareholders (₹ in Lacs)	7652.85	6562.53
Weighted average paid up Equity Shares – Nos. in Lacs	715.19	715.19
Earning Per Equity Share (basic and diluted) (₹)	10.70	9.18

32) The disclosure requirements as prescribed under the Accounting Standard 15 (Revised) “Employee Benefits” are given below:
Changes in present value of defined benefit obligation

(₹ in Lacs)

	2011-12		2010-11	
	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
Defined Benefit Obligation (Opening)	234.97	84.64	210.73	72.67
Current Service Cost	16.23	12.95	19.84	13.85
Interest Cost	19.38	6.98	17.39	5.35
Actuarial (Gain)/Loss	22.17	25.27	10.24	14.58
Benefits Paid	(26.26)	(30.42)	(23.23)	(21.81)
Liability Transferred to Banco Gaskets (India) Limited	(97.57)	(26.14)	-	-
Defined Benefit Obligation (Closing)	168.92	73.29	234.97	84.64

Reconciliation of fair value of plan assets

(₹ in Lacs)

	2011-12	2010-11
Fair Value of Plan Assets At beginning of the year	146.25	136.09
Expected Return on Plan Assets	13.40	12.50
Actuarial (Gain)/Loss	(0.23)	(0.61)
Employer Contribution	23.60	21.49
Benefits Paid	(26.26)	(23.23)
Fair value of plan assets at year end	156.76	146.25

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012
Expenses recognised in Statement of Profit and Loss under the head “Employee benefits expenses”
(₹ In Lacs)

	2011-12		2010-11	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current Service Cost	16.23	12.95	19.84	13.85
Interest Cost	19.38	6.98	17.39	5.35
Actuarial (Gain)/Loss	22.40	25.27	10.85	14.58
Expected return on plan assets	(13.41)	-	(12.51)	-
Total Expenses/ Gain recognised in Profit & Loss Account	44.61	45.21	35.57	33.78

Actuarial assumptions

	2011-12	2010-11
Mortality	LIC (1994-1996) published table of mortality rate	LIC (1994-1996) published table of mortality rate
Rate of Interest	8.50%	8.25%
Salary Growth	6.00%	6.00%
Withdrawal Rates	5% at younger ages reducing to 1 % at older age	5% at younger ages reducing to 1% at older age
Retirement Age	58 Years	58 Years
Expected return on plan assets at 31 st March	9.25%	9.25%
Base of LIC structure of interest rates on gratuity funds		

- 33) The Company has identified manufacturing of automobile components as its sole primary segment. Thus the disclosure requirements as set out in Accounting Standard 17 (AS-17) “Segment Reporting” are not applicable.
- 34) In the opinion of the management, there are no indications, internal or external which could have the effect of impairment of the assets of the Company to any material extent as at the Balance Sheet date, which requires recognition in terms of Accounting Standard 28 (AS-28) on “Impairment of Assets”.
- 35) The contribution to the Equity Capital of Lake Cements Limited is in the nature of investment and hence the same is not considered for consolidation purposes.
- 36) Previous years figures have been regrouped and reclassified wherever necessary to be in conformity with the figures of the current year which is as per Revised Schedule VI.

As per our report of even date

For Shah & Co.

 Chartered Accountants
 FRN : 109430W

(ASHISH SHAH)

Partner

Membership No. : 103750

 Mumbai : 28th May, 2012

Dinesh Kavthekar
 Company Secretary

For and on behalf of the Board,

Vimal K Patel	Chairman & Whole Time Director
Mehul K Patel	Vice Chairman & Managing Director
Ram Devidayal	Director
Mukesh D Patel	Director
Shailesh A Thakker	ED & CFO

 Bil - Vadodara: 28th May, 2012

Statement pursuant to exemption received under Section 212(8) of the Companies Act, 1956 relating to Subsidiary Companies

Sr. No.	Name of Subsidiary Company	Paid up Capital	Reserves	Total Assets	Total Liabilities	Investments (except in case of investments in the subsidiary)	Turnover/ income	Profit/ (Loss) before taxation	Provision for Taxation	Profit/ (Loss) after taxation	Proposed Dividend
1	Nederlandse Radiatoren Fabriek BV	76.70	22,443.25	23,861.98	4,200.66	-	17,434.12	338.62	84.66	253.97	-
1.1	Skopimex BV	10.73	242.64	-	-	-	-	(0.22)	(0.05)	(0.17)	-
1.2	NRF France Sarl	125.43	930.91	2,367.69	1,311.36	-	6,415.52	269.39	91.60	177.80	101.37
1.3	NRF BVBA	12.57	10.67	58.98	35.74	-	-	23.46	8.68	14.78	29.57
1.4	NRF United Kingdom Ltd	1,214.07	622.80	2,177.68	340.81	-	3,589.15	51.60	17.03	34.57	-
1.5	NRF Handelsges. mbH	24.56	(300.71)	738.60	1,014.75	-	1,971.19	63.63	1.20	62.43	-
1.6	NRF Deutschland gmbH	69.11	1,571.60	2,030.00	389.29	-	7,676.76	618.24	179.29	438.95	743.38
1.7	NRF Espana S.A.	2,274.27	518.72	3,561.34	768.36	-	5,950.68	1,415.31	424.60	990.72	-
1.8	NRF Poland Spoz	12.31	395.76	639.04	230.97	-	1,728.16	121.68	21.90	99.78	-
1.9	NRF Italia Srl	6.98	561.35	1,305.44	737.10	-	2,810.85	145.47	50.91	94.56	-
1.10	NRF Zwitterland AG	40.87	40.70	120.79	39.22	-	451.75	(58.67)	(14.67)	(44.01)	-
2	Kilimanjaro Biochem Ltd	1,432.27	210.18	6,444.47	4,802.03	-	2,353.93	335.39	125.21	210.18	-
3	Lake Mineral (Mauritius) Limited	63.54	(83.15)	11.19	2,544.72	-	-	(78.17)	-	(78.17)	-
4	Banco Gaskets (India) Limited	1,500.00	(58.47)	7,311.76	5,870.23	-	-	(58.47)	-	(58.47)	-

Note : Sr. No. 1.1 to 1.10 are subsidiaries of NRF

Exchange rate used for conversion of figures in Euro (1 to 1.10 of NRF Group) : 67.58 ₹ Per Euro

Exchange rate used for conversion of Figures in TShs (No. 2 Kilimanjaro Biochem Ltd.) : 0.0317 ₹ Per TShs

Exchange rate used for conversion of figures in USD (No. 3 Lake Mineral (Mauritius) Limited) : 50.83 ₹ Per USD



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To,
Link Intime India Pvt. Ltd.
 The Registrar and Transfer Agent
 (Unit : Banco Products (India) Limited)
 B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank,
 Near Radhakrishna Char Rasta, Akota, Vadodara 390 020.

**Electronic Clearing Service (Credit Clearing)
 Mandate Form**

(Shareholders' option to receive payments through Credit Clearing Mechanism)

Dividend Payment

- 1) Shareholder's Name :
- 2) Registered Folio No. :
- 3) Particulars of Bank Account :
- (A) Name of the Bank :
- (B) Name of the Branch :
 And Address :

(C) 9-Digit Code number of the bank and branch appearing on the MICR Cheque issued by the Bank.

(D) Type of the account (Saving, Current or Cash Credit) with MICR Code:

(E) Ledger and Ledger Folio Number :

(F) Bank Account Number (as appearing on the cheque book) :

(In lieu of the bank certificate to be obtained as under, please attach a blank cancelled cheque or photocopy of a cheque or front page of your saving bank pass book issued by your bank for verification of the above particulars)

4. Date of effect:

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete information, I would not hold Banco Products (India) Limited responsible.

Date:

Place:

Signature of the shareholder

Certified that the particulars furnished above are correct as per our records.

Bank's Stamp

Signature of the authorized Official of the Bank.

BANK CERTIFICATE NOT REQUIRED, IF ATTACHMENT GIVEN AS PER 3 "F" ABOVE.



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BANCO PRODUCTS (INDIA) LIMITED.

Regd Office: Bil,P.O.Bhaili. Dist. Baroda - 391 410.

PROXY

Regd.Folio No. / Client ID No.....

I/We.....

of.....being Member(s) of Banco Products (India) Limited hereby
appoint.....of.....or failing

him.....of..... my/our behalf at the 51st Annual General Meeting of
the Company to be held at the Registered Office of the Company at Bil, Near Bhaili Railway Station,
Padra Road, Dist Baroda. 391 410 on 04.08.2012 at 10.00 a.m and at adjournment, if any, thereof.

As witness my/our hand(s) this.....day of.....2012

Affix
Re. 1/-
Revenue
Stamp

Signed by the said.....

Note: The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.

BANCO PRODUCTS (INDIA) LIMITED.

Regd Office: Bil,P.O.Bhaili. Dist. Baroda - 391 410.

ATTENDANCE SLIP

I hereby record my presence at the 51st Annual General Meeting of Banco Products (India) Limited,
held at the Registered Office of the Company at Bil, Near Bhaili Railway Station, Padra Road, Dist
Baroda. 391 410 on 04.08.2012 at 10.00 a.m.

Full Name of Member Regd. Folio No. / Client I.D. No.
(In Block Letters)

D.P.I.D. No.

Full Name of Proxy

Member's/Proxy's Signature.



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If undelivered, please return to :
Secretarial Department
BANCO PRODUCTS (INDIA) LIMITED
Bil, Near Bhaili Railway Station,
Padra Road, Dist. Baroda - 391 410.
(Gujarat) India.