

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



8th February, 2025

То,	To,
BSE Limited	National Stock Exchange of India Limited
Corporate Relationship Department,	Listing Department,
1 st Floor, New Trading Ring, Rotunda Building, P. J.	"Exchange Plaza", C/1, Block G,
Towers, Dalal Street, Fort,	Bandra Kurla Complex, Bandra (E),
Mumbai – 400 001	Mumbai – 400 051
Stock Code (BSE) - 500039	Trading Symbol (NSE) - BANCOINDIA

Dear Sir/Madam,

Sub: Outcome of the Board Meeting

With reference to the captioned subject, we would like to inform that the Board of Directors of Banco Products (India) Limited at its meeting held on 8th February, 2025 has:

- Approved the Standalone and Consolidated Un-audited Financial Results of the Company together with Limited Review Report of the Auditors with unmodified opinion for the quarter and nine months period ended 31st December, 2024 (Copy attached herewith as Annexure I)
- Declared an Interim Dividend of Rs.11/- (550%) per Equity Share of Rs. 2 each for the Financial Year 2024-25. Accordingly, the Board has fixed Friday, 14th February, 2025 as a record date for determining entitlement of members for the purpose of payment of interim dividend. The payment of dividend will be completed on or after 25th February, 2025.
- 3. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved the appointment of Mr. Pranav Patel (DIN: 00259728) as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. 8th February, 2025, subject to approval of the members, by ways of a special resolution proposed to be passed through Postal Ballot. Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are attached as Annexure II. Further, we hereby declare that Mr. Pranav Patel is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
- 4. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved the appointment of Mr. Anand Majmudar (DIN: 03019026) as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. 8th February, 2025, subject to approval of the members by ways of a special resolution proposed to be passed through Postal Ballot. Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are attached as Annexure III. Further, we hereby declare that Mr. Anand Majmudar is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
- 5. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved the re-appointment of Mrs. Ameeta V. Manohar (DIN: 00903232) as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 25th April, 2025, subject to approval of the members by ways of a special resolution proposed to be passed through Postal Ballot. Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are attached as Annexure IV. Further, we hereby declare that Mrs. Ameeta V. Manohar is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.



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- 6. Approved the Postal Ballot Notice (only through remote e-voting process).
- 7. Approved to acquire the specified business i.e. business of Coating and Planting of components and parts of automobile gaskets, radiator parts and its components, of Padra Coating Works LLP, on a 'slump sale basis' (within the meaning of Income Tax Act, 1961) as a 'going concern basis' ("Transaction") for an aggregate lump-sum purchase consideration of Rs. 25,25,000/- (Rupees Twenty-Five Lakhs Twenty-Five Thousand only). The Transaction is subject to certain customary conditions and execution of Definitive Agreements in this regard. Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as Annexure V.
- 8. Noted that the second and final term of Mr. Devesh A. Pathak (DIN: 00017515) and Mr. Udayan P. Patel (DIN: 00598313) as Independent Directors of Company will be completed with effect from 13th February, 2025. The Board of Directors of the Company place on record their sincere appreciation for the contributions made by them during their association with the Company. The details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as Annexure VI.

In view of the above, the statutory committees of the Company are also reconstituted w.e.f. 13th February, 2025.

We would further like to add that the Company is complaint of composition of the Board of Directors pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The meeting of the Board of Directors commenced at 3:30 p.m. and concluded at 5:30 p.m.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully, For Banco Products (India) Limited

Preeti Yadav Company Secretary

Encl: A/a



BAL, NEAR BHAILI RAILWAY STATION, PADRA ROAD, DISTRICT- VADODARA - 391410 , PHONE :(0265) 2680220/1/2/3, FAX - 2680433 STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2024

BANCO PRODUCTS (INDIA) LTD.

Phone : (0265) 2680220/21/22/23, Fax : +91-265-2680433 / 2338430

E-mail : mail@bancoindia.com, Website : www.bancoindia.com

Post Box No. 2562, Vadodara - 390 005. Gujarat, India.

ISO/TS 16949 2009 Cert. No. 2000295/7509

Annexure

Anticipation Num Anticipation <th></th> <th></th> <th>CONSOLIDATED</th> <th>IDATED</th> <th></th> <th>N</th> <th></th> <th></th> <th></th> <th>4 10 K</th> <th>STAND</th> <th>STANDALONE</th> <th></th> <th></th>			CONSOLIDATED	IDATED		N				4 10 K	STAND	STANDALONE		
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Post Box No. 2562, Vadodara - 390 005. Gujarat, India. Phone : (0265) 2680220/21/22/23, Fax : +91-265-2680433 / 2338430 E-mail : mail@bancoindia.com, Website : www.bancoindia.com



Notes:-

1. The above Unaudited results (Standalone and Consolidated) have been prepared in accordance with Indian Accounting Standards ('IND AS) notified under section 133 of the companies Act 2013, read together with relevant rules issued there under and other accounting principles generally accepted in India.

2. The above financial results (Standalone and Consolidated) were reviewed and recommended by the Audit Committee on 08.02.2025 and subsequently approved by the Board of Directors at its meeting held on 08.02.2025.

3. The Company is primarily engaged in Automobile Ancillary business and therefore there is only one reportable segment.

4. During the quarter, 7,15,18,650 equity shares of Face Value of Rs. 2/- were allotted to the eligible holders of equity shares on the record date (i.e. 30.12.2024) as bonus equity shares by Capitalizing Securities Premium Rs.1200.31 Lakhs and General Reserve Rs. 230.06 Lakhs.

In accordance with the 'Ind AS 33 - Earning per share', the figures of Earning Per Share for the quarter ended 30.09.2024 and year ended 31.03. 2024 and quarter/nine months ended 31.12.2023 have been restated to give effect to the allotment of the bonus shares.

5.The consolidated profit before tax of Rs. 3,894/- Lakhs for the quarter ended on 31.12.2024 includes inter-alia translation loss of Rs. 3,483/- Lakhs on account of foreign exchange fluctuations on inventories of overseas subsidiaries as against translation gain of Rs. 2,700 Lakhs previous quarter ended on 30.09.2024. (Translations loss or gain arises on converting the Inventory of overseas subsidiaries in INR at closing Exchange rate of each period)

6. The figures for the corresponding previous period have been regrouped/reclassified wherever necessary, to make them comparable with the figures of current period.

7. The above results of the Company are available on the Company's website www.bancoindia.com and also on www.bseindia.com and www.nseindia.com.

Place - Vadodara Date :- 08.02.2025



roducts (India) Limited ul K Patel Chairman

PARIKH SHAH CHOTALIA & ASSOCIATES

Chartered Accountants

Limited Review Report on Unaudited Quarterly Standalone Financial Results of Banco Products (India) Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To, Board of Directors Banco Products (India) Limited

- We have reviewed the accompanying statement of unaudited standalone financial results of Banco Products (India) Limited ("Company") for the quarter and nine months ended as at 31st December, 2024 (hereinafter referred to as the "the statement" and initialed for the purpose of identification), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, as amended ("Listing Regulations").
- 2. This Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations"). Our responsibility is to issue a report on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of company personal and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

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<u>Offices</u> Vadodara, Ahmedabad, Rajkot Phone: +91 265 4000595 +91 96243 17988 E-mail: contact@psca.in Website : www.psca.in 4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations including the manner in which it is to be disclosed or that it contains any material misstatement.

For Parikh Shah Chotalia & Associates Chartered Accountants FRN: 118493W



CA Sharadkumar G Kothari (Partner) M. No. 168227 Date: 08/02/2025 Place: Vadodara UDIN: 25168227 BMJLC 01488

PARIKH SHAH CHOTALIA & ASSOCIATES

Chartered Accountants

Limited Review Report on Unaudited Quarterly Consolidated Financial Results of Banco Products (India) Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To, Board of Directors Banco Products (India) Limited

- 1. We have reviewed the accompanying statement of unaudited consolidated financial results of Banco Products (India) Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group') for the quarter and nine months ended 31st December, 2024 (hereinafter referred to as "the statement" and initialed for the purpose of identification), being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, as amended ("Listing Regulations").
- 2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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> <u>Offices</u> Vadodara, Ahmedabad, Rajkot

Phone: +91 265 4000595 +91 96243 17988 E-mail: contact@psca.in Website : www.psca.in We also performed procedures in accordance with the circular issued by SEBI under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The statement includes the results of the following entities.

Direct Subsidiaries:

Banco Gaskets (India) Limited Banco New Energy Cooling Systems Limited Nederlandse Radiateuren Fabriek B.V.

Indirect Subsidiaries:

NRF Thermal Engineering BV NRF France SARL NRF Deutschland GMBH NRF Espana S.A. NRF Poland Sp.z.o.o. NRF Italia Srl NRF Switzerland AG NRF Thermal Engineering Poland Sp.z.o.o NRF IND B.V. NRF AM B.V NRF DACH BNL B.V.

Indirect JV:

EV Academy Sp.Z.o.o

- 5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review report of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ("Ind AS") and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 6. 1 subsidiary whose unaudited interim standalone financial results/information reflect total assets of Rs. 16,556.54 Lakhs as at 31st December 2024, total revenues of Rs. 5,762.75 Lakhs and Rs. 16,732.28 Lakhs for the quarter and nine months ended 31st December 2024, respectively, total net profit after tax of Rs. 1178.22



Lakhs and Rs. 3,214.16 Lakhs for the quarter and nine months ended 31st December 2024 respectively, total comprehensive income of Rs. NIL for the quarter and nine months ended 31st December 2024, as considered in the Statement which have been reviewed by us.

7. We did not review the interim financial information of other 2 subsidiary companies (and the indirect subsidiaries) included in unaudited consolidated financial statements, whose financial statements/ consolidated financial information reflect total assets of Rs. 1,25,436.03 Lakhs as at 31st December 2024, total revenues of Rs. 1,52,921.12 Lakhs, total net profit after tax of Rs. 14,442.07 Lakhs and other comprehensive income / (expense) of Rs. NIL for Nine Month ended 31st December, 2024, as considered in the Consolidated Financial Statements. This interim financial information has been reviewed by other auditors whose report has been furnished to us by the management and our conclusion on the statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the other auditor and the procedure performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matter.

For Parikh Shah Chotalia & Associates Chartered Accountants FRN: 118493W



CA Sharadkumar G Kothari (Partner) M. No. 168227 Date: 08/02/2025 Place: Vadodara UDIN: 25168227 BMJLCP7282



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Annexure-II

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –

Name	Mr. Pranav Patel
Reason for change	Appointment
Date of appointment & term of appointment	8 th February, 2025 Term of Appointment: 5 consecutive years w.e.f 8 th February, 2025 subject to approval of the Shareholders of the Company.
Brief profile (in case of appointment)	Mr. Pranav Patel, aged 60 years, holds a degree in Bachelor of Science in Mechanical Engineering from the Massachusetts Institute of Technology (MIT), United States of America (USA). He has over 35 years of experience in management of businesses engaged in manufacturing packaging materials and machinery. His career also includes tenure as Director of many Companies engaged in manufacturing and trading activities.
Disclosure of relationships between Directors	Mr. Pranav Patel is not related to any of the Directors or Key Managerial Personnel of the Company.
Information as required pursuant to BSE Limited Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/24, dated June 20, 2018	Mr. Pranav Patel is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



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Annexure-III

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –

Name	Mr. Anand Majmudar
Reason for change	Appointment
Date of appointment & term of appointment	8 th February, 2025 Term of Appointment: 5 consecutive years w.e.f 8 th February, 2025 subject to approval of the Shareholders of the Company.
Brief profile (in case of appointment)	 Mr. Anand Majmudar, aged 59 years, is an Advocate in Law Practice since 1989. He started his practice as a Solo Lawyer and is currently managing a full-service law firm named Anand Majmudar & Associates. He is focused on disputes and litigations concerning Trade, Commerce and Industry and is also actively involved in Non – Litigation areas, asset acquisition deals & transactions for corporate clients, IP Law practice and Arbitration. He has been appearing in local courts with extensive experience in handling foreign litigation
	and contract negotiations. He is a visiting the faculty at the Baroda School of Legal Studies, MS University since over Two decades.
Disclosure of relationships between Directors	Mr. Anand Majmudar is not related to any of the Directors or Key Managerial Personnel of the Company.
Information as required pursuant to BSE Limited Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/24, dated June 20, 2018	Mr. Anand Majmudar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



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Annexure-IV

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –

Name	Mrs. Ameeta V. Manohar
Reason for change	Re-Appointment
Date of re- appointment & term of appointment	25 th April, 2025
	Term of Appointment: 5 consecutive years w.e. 25 th April, 2025 subject to approval of the Shareholders of the Company.
Brief profile (in case of appointment)	Mrs. Ameeta V. Manohar, aged 59 years, is a commerce Graduate from the University of Bombay and fellow member of the Institute of Chartered Accountants of India with more than 30 years of professional experience and has passed the Information System Audit (I.S.A.) examination conducted by the Institute of Chartered Accountants of India. After short stint in a Company, she started her own Practice from October 1990 as a proprietor and later in July 1998, she had joined Vikas A. Manohar & Co., Chartered Accountants, as partner handling various professional assignments such as Statutory Bank Branch Audits, Statutory Audits of ECGC Ltd and the Divisional Offices of the New India Assurance Co Ltd., Statutory Audits and Tax Audits varying from Engineering, Educational, Chemicals, Medical, Service sectors, Internal Audits of branches of ECGC Ltd, Concurrent Audits, Revenue Audits, Systems Audits of various branches of Nationalized banks, Conducted Stock Inspections on behalf of various banks for large borrower accounts.
Disclosure of relationships between Directors	Mrs. Ameeta V. Manohar is not related to any of the Directors or Key Managerial Personnel of the Company.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated June 20, 2018	Mrs. Ameeta V. Manohar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



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Annexure-V

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –

Sr.	Particulars	Details
No.		
a)	Name of the target entity, details in brief such as size, turnover etc	Not applicable as no entity is being acquired.
		1. Name of the selling entity:
		Padra Coating Works LLP, a Limited Liability Partnership registered under the Limited Liability Partnership Act, 2008.
		2. Business of Seller:
		Padra Coating Works LLP is engaged in the business of Coating and Planting of components and parts of automobile gaskets, radiator parts and its components and doing job work according to customers' requirements.
		3. Turnover of the LLP as on 31 st March, 2024 was Rs. 1.75 Crores.
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature	The transaction does not fall within the purview of related party transaction(s). Further, the promoter/ promoter group/ group
	of interest and details thereof and whether the same is done at "arm's length"	companies have no interest in the entity being acquired.
c)	Industry to which the entity being acquired belongs	Auto / Automative Components / auto ancillaries
d)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This transaction is a strategic move driven by the critical nature of our operations and sensitive requirements of our supplies to Original Equipment Manufacturers (OEMs).
		The said transaction will enable the Company to gain direct control and oversight over the quality of powder-coated parts, ensuring seamless delivery and adherence to the highest standards.
	GOVERNMENT RECOGNISED	EXPORT HOUSE



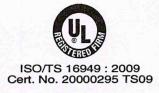
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e)	Brief details of any governmental or regulatory approvals required for the acquisition	The proposed transaction is subject to requisite approvals as may be required.
f)	Indicative time period for completion of the acquisition	It is expected that the transaction will be completed on or before 30 th June, 2025, subject to certain customary conditions and execution of Definitive Agreements in this regard, as decided mutually.
g)	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash
h) ·	Cost of acquisition and/or the price at which the shares are acquired	The consideration to be paid for the transaction is Rs. 25,25,000/-, subject to financial adjustments at the closing date.
i)	Percentage of shareholding / control acquired and / or number of shares acquired	The Company is acquiring the Business Undertaking of Padra Coating Works LLP. No acquisition of shareholding/control is contemplated through this arrangement. The transaction does not involve any acquisition of shares / control on any entity.
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	There is no acquisition of an entity envisaged. However, the following additional information is provided: Padra Coating Works LLP is a Limited Liability Partnership registered under the Limited Liability Partnership Act, 2008.
		Padra Coating Works LLP is engaged in the business of Coating and Planting of components and parts of automobile gaskets, radiator parts and its components and doing job work according to customers' requirements.
		The details of turnover not applicable as there is no acquisition of entity. However, as additional information, the details of the turnover of last three Financial Years is as under:
		Financial Year 2023-24: Rs. 1.75 Crores Financial Year 2022-23: Rs. 1.58 Crores Financial Year 2021-22: Rs. 1.02 Crores
	GOVERNMENT RECOGNISED	Presence in countries: India EXPORT HOUSE



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Annexure-VI

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –

Sr. No	Name of the Director	Mr. Devesh A. Pathak (DIN: 00017515)	Mr. Udayan P. Patel (DIN: 00598313)
1.	Reasons for change viz. appointment, re- appointment, resignation, removal, death or otherwise - Retirement	Completion of Tenure as an Independent Director.	Completion of Tenure as an Independent Director.
2.	Date of appointment/re- appointment/cessation (as applicable) & term of appointment/re- appointment	13 th February, 2025	13 th February, 2025
3.	Brief profile (in case of appointment)	Not Applicable	Not Applicable
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable	Not Applicable