



AMCO INDIA LIMITED

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16TH ANNUAL REPORT 2003



AMCO INDIA LIMITED

BOARD OF DIRECTORS

| | |
|------------------|--------------------------------|
| S. K. GUPTA | Chairman cum Managing Director |
| RAJEEV GUPTA | Whole Time Director |
| S. R. PAHWA | Whole Time Director |
| S. C. GOYAL | Director |
| ANIL BHARGAVA | Whole Time Director |
| S. K. MITTAL | Nominee Director - PICUP |
| D.K. GUPTA | Additional Director |
| SUBHASH BANSAL | Additional Director |
| DHARAMPAL BANSAL | Additional Director |

COMPANY SECRETARY

V. K. GUPTA

BANKERS

Punjab National Bank
Lawrence Road,
DELHI - 110035

AUDITORS

D. C. Jain & Associates
Chartered Accountants
A-14/3, Jamna Bhawan, IIInd Floor,
Asaf Ali Road, New Delhi - 110002

REGISTERED OFFICE

10685/2, Nabi Kareem
Jhandewalan Road
NEW DELHI - 110055
Ph. : 23638652, 23636320

WORKS**Unit - I**

C-53-54, Sector - 57
NOIDA - 201 301 (U.P.)

Unit - II

7th Milestone
Bhiwadi-Alwar Highway
Bhiwadi, Distt. Alwar
RAJASTHAN

SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd.
321-S, Chirag Delhi, New Delhi-110017
PH. : 29251990, 29252390 Fax : 29252146



AMCO INDIA LIMITED

Regd. Office : 10685/2, Nabi Kareem, Jhandewalan Road, New Delhi - 110055

NOTICE

Notice is hereby given that the 16th Annual General Meeting of the Members of the Company M/s. AMCO INDIA LTD. will be held on Monday the 25th day of August, 2003 at Chandiwalla Auditorium, IIIrd Floor, Chandiwalla Residential Block, Chandiwalla Estate, Maa Anandmai Marg, Kalkaji, New Delhi-19 at 11.00 A.M. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2003 and Profit and Loss Account for the year ended as on that date and Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. D. K. Gupta who retires by rotation eligible offer himself for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of the this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

"RESOLVED THAT pursuant to provisions of Section 224A of the Companies Act, 1956 and any other provision if any, applicable to the Company, M/s D. C. Jain & Associates, Chartered Accountants be and is hereby re-appointed as Auditors of the company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modification, the following resolution as Special resolution :

"RESOLVED THAT pursuant to the provisions of Section 19, 269, 309 and Schedule XIII and other applicable provisions, if any of the Companies Act, 1956 and subject to all such other approvals as may be necessary, the Company be and is hereby appoint Mr. S. C. Goyal as Whole-Time Director of the Company for a period of five years with effect from 25th August, 2003 on the terms and conditions as set out in explanatory statement annexed hereto with liberty and powers to Board of Directors to alter and vary the said terms and conditions of appointment in such a manner as Mr. S. C. Goyal within the limits specified in Schedule-XIII of the said Act as existing or as amended, modified or re-enacted from time to time or any guidelines issued by the Central Government from time to time."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of the tenure of his service as such Whole-Time-Director, the aforesaid salary and perquisites be paid to him subject to the provisions of Schedule-XIII of the said Act."

"RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. To consider and if thought fit, to pass with or without modification, the following resolution as Special resolution :

"RESOLVED THAT subject to the provisions of companies Act, 1956 and listing Agents with stock Exchange, Company be and is hereby authorize to get de-listed its script from Mumbai, Madras and Calcutta Stock Exchange.

**By Order of the Board of Directors
For Amco India Limited**

**Place : New Delhi
Date : 28th June , 2003**

**Sd/-
(SURENDER KUMAR GUPTA)
Chairman cum-Managing Director**



AMCO INDIA LIMITED

Regd. Office : 10685/2, Nabi Kareem, Jhandewalan Road, New Delhi - 110055

NOTES :

1. A Member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself at the meeting and such proxy need not to be a member of the Company.
2. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting.
3. All documents referred to in the accompanying Notice are open for inspection at the Registered office of the Company during office hours on all working days, except Sundays and holidays between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from August 18, 2003 to August 25, 2003 (both days inclusive).
5. Members who are holding shares in identical order of names in more than one folios or joint accounts in same order are required to intimate the company at its registered office the folios of such accounts to enable the Company to consolidate their holding in one folio.
6. Members are requested to notify immediately any change in their address, quoting folio No. at its registered office.
7. Members are requested to :
 - a) bring their copy of Annual accounts at the meeting as no extra copies would be distributed at the meeting; and
 - b) send their quarries, if any, to reach the Company's registered office at New Delhi at least 10 days before the date of the meeting so that information can be made available at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**ITEM No. 4**

Mr. S. C. Goyal was working with the Company as Director since long back. He was appointed as Whole Time Director of the Company in the month of April, 2003 by the Board of Directors. The Board of Directors is feeling that due to his expertise in the field Industry and long association with the Company, Board of Directors wants to appoint him as Whole-Time-Director for a period of 5 years.

The Draft of the Agreement to be entered into between the Company and Mr. S. C. Goyal in respect of the appointment on the following terms and conditions, set out below :

- a) Salary : Rs. 33,000 - 4,000 - 45,000
- b) Perquisites : Comprising reimbursement of Medical Expenses incurred, LTA for self and family, club fee, Company's car with driver and Rent free accomodation.

The draft of the Agreement to be entered into by the Company with Mr. S. C. Goyal is available for inspection of Members of the Company, in view of the vast experience of Mr. S. C. Goyal in the industry it would be advisable to continue to avail of the services of Mr. S. C. Goyal. The Board of Directors therefore recommend the Resolution for approval.

Mr. S. C. Goyal being the Directors of the Company is interested in the resolution to extend of the remuneration payable to him no other Director is concerned or interested in the resolution.

ITEM No. 5

The Shares of the Company are listed in Mumbai, Madras, Delhi and Calcutta Stock Exchange since the volume of the script of the Company is negligible in Mumbai, Madras and Calcutta Stock Exchange and the cost of maintaining the records and other expenses are too high, company wants to get De-listed the script from these Stock Exchanges.

None other Director is concerned or interested in the resolution except upto their holding.



AMCO INDIA LIMITED

DIRECTORS' REPORT

To the Members,

Your directors are pleased to present the 16th Annual Report of the Company together with the audited accounts for the year ended as on 31st March, 2003.

FINANCIAL RESULTS & PERFORMANCE OF THE COMPANY :

| | (Rupees in lacs) | |
|--|------------------|---------------|
| | 2002-03 | 2001-02 |
| Sales | 7138.08 | 6949.82 |
| Other Income | 4.53 | 22.48 |
| Total Income | 7142.61 | 6972.30 |
| Total Expenditure | 6737.58 | 6574.07 |
| Interest | 146.72 | 122.14 |
| Gross Profit after interest but Before depreciation and taxation | 258.31 | 276.09 |
| Depreciation | 100.90 | 88.27 |
| Net Profit Before Taxation | 157.41 | 187.82 |
| Provision for Taxation | 38.21 | 22.00 |
| Provision for Deferred Tax | (0.86) | 5.33 |
| Net Profit for the year | 120.06 | 160.49 |
| Balance brought from last year | 745.13 | 584.64 |
| Net Profit available for Appropriation | 865.19 | 745.13 |

RESULTS OF OPERATIONS :

Your directors are pleased to inform that growth of your Company continue day by day even the recession in the Global Market. The turnover of your company has improved from Rs. 6949.82 Lacs in the year 2001-02 to Rs. 7138.08 lacs in the year 2002-03, a net increase of 2.71% over the previous year. However the profits marginally decreased from Rs. 187.82 Lacs to Rs. 157.41 lacs during the year due to increase in the cost of Raw Material consumed. The cost of Raw Material consumed has been increased by about 1.50% but the selling Price could not be increased in the same proportion due to continue recession in the industry.

DIVIDEND :

In view of expansion of the Company your directors do not recommend any dividend for year under review.

DIRECTORS :

In compliance with the provisions of the Companies Act, 1956 and Articles of Associations of the Company Shri D. K. Gupta, Director of the Company retire by rotation at the ensuing Annual General Meeting. Board recommend his appointment as Director of the Company. Shri S. C. Goyal, who was working with Company as Director since long back. He was appointed as Whole Time Director of the Company. The Board of Directors is feeling that due to his expertise in the field of Industry and long association with the Company. Board recommend his candidature as Whole Time Director of the Company.

AUDITORS REPORT :

The notes on accounts referred to in the Auditors Report are self explanatory & therefore do not require any further comments under section 217(3) of the Companies Act, 1956.

AUDITORS :

The auditors, M/s D.C. Jain & Associates, Chartered Accountants retire at the conclusion of this Annual General Meeting & being eligible, offer themselves for re-appointment. They have furnished a certificate that their re-appointment, if made, will be in accordance with the provisions of sub-section (1B) of Section 224 of the Companies Act, 1956. Members are requested to appoint the Auditors and authorise the Board to fix their remuneration.

PUBLIC DEPOSITS :

The Company had not accepted any Deposits from the Public and therefore not required to furnish information in respect of Acceptance of Deposit Rules, 1975.

PARTICULARS OF EMPLOYEES :

The Informations as required u/s 217(2A) of the Companies Act 1956 read with the Companies (Particulars of employees) Rules 1975, as amended, the names and other particulars of employees are not applicable.

Disclosure under Section 217(1) (e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Directors Report Rules, 1988) relating to foregoing matters is given by way of Annexure to this report.

The information in respect of Research & Development as well as Technology absorption, adoption and innovation required to be disclosed in Form "B" are not applicable.

RESPONSIBILITY STATEMENT :

In terms of Section 217(2AA) of the Companies Act, 1956, your Directors state that :

- In the preparation of annual accounts under review the applicable accounting standards had been followed.
- Appropriate accounting policies were selected & applied consistently and reasonable and prudent judgements and estimates were made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review and of the profit or loss of the Company for the year.
- Proper and sufficient care was taken for the maintenance of adequate accounting standard in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing & detecting fraud and other irregularities.
- The annual accounts are prepared on a going concern basis.

ACKNOWLEDGMENTS :

Your Directors place on record their appreciation of the co-operation and assistance extended by the various Government Authorities, Company's Bankers etc. The Directors convey their sincere thanks for the continued support given to the company by the esteemed shareholders and all our valued customers. The Directors also acknowledge the dedication and hard work put in by the employees at all levels.

For and on behalf of the board of Directors

sd/-

New Delhi
28th June, 2003

(SURENDER KUMAR GUPTA)
Chairman-cum-Managing Director



AMCO INDIA LIMITED

ANNEXURE TO THE DIRECTORS' REPORT

Information under Section 217 (1) (E) of the Companies Act, 1956, read with the companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

1. CONSERVATION OF ENERGY

The total energy consumption and energy consumption per unit of production

| A. POWER & FUEL CONSUMPTION | 2002-03 | 2001-02 |
|-------------------------------------|---------|---------|
| 1. Electricity | | |
| (a). Purchased | | |
| (i) Unit | 5726156 | 5792836 |
| (ii) Total Amount Rs. in Lacs | 257.50 | 265.95 |
| (iii) Rate/Unit Rs. | 4.50 | 4.59 |
| (b) Own Generation | | |
| Through Diesel Generator | | |
| (i) Unit (KW) | 598908 | 554760 |
| (ii) Cost/Unit Rs. | 5.93 | 5.44 |
| 2. L.D.O. | | |
| (i) Quantity K. Ltr. | 476.56 | 442.71 |
| (ii) Total cost Rs. in Lacs | 61.43 | 56.24 |
| (iii) Average Rate Rs./Ltr. | 12.90 | 12.70 |
| 3. Other/Internal Generation | N.A. | N.A. |

B. CONSUMPTION OF ELECTRICITY PER UNIT OF PRODUCTION

| | | |
|--------------------------------------|------|------|
| (1) Electricity (KW/M.T.) | | |
| PVC Film / Sheeting / Metalised Film | 0.90 | 0.83 |
| & Aluminium Foil | | |
| (2) L.D.O. | | |
| PVC Film / Sheeting / Metalised Film | 0.07 | 0.06 |
| & Aluminium Foil | | |

II. TECHNOLOGY ABSORPTION

A. RESEARCH AND DEVELOPMENT

No Research and Development work has been carried out by the Company and therefore there is no expenditure on this head, nor any other benefit derived from it.

B. TECHNOLOGY ABSORPTION

The Company has neither entered into any technical collaboration with any foreign country nor imported any technology from any foreign country, organisation.

III. FOREIGN EXCHANGE EARNING AND OUT GO

| | 2002-03 | 2001-02 |
|--|---------|---------|
| Foreign Exchange earning (Rs. in Lacs) | 55.79 | 0.00 |
| Foreign Exchange outgo (Rs. in Lacs) | 200.94 | 131.18 |



AMCO INDIA LIMITED

Annexure to Director's Report

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENTS

To,
The Members of
M/s Amco India Limited,

1. We have reviewed the implementation of Corporate Governance procedures by Amco India Limited. During the year ended on 31st March, 2003 with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.
2. 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.

We further state that compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
3. On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreements with the Stock Exchange has been complied with in all material respect by the Company.



For D. C. JAIN & ASSOCIATES
Chartered Accountants

Place : New Delhi
Date : 28th June, 2003

sd/
(D. C. JAIN)
Proprietor



Regd. Office : 10685/2, Nabi Kareem, Jhandewalan Road, New Delhi - 110055

CORPORATE GOVERNANCE REPORT

Corporate Governance refers to a Professional System by which organization are directed and controlled. It is aimed at compliance of local statutes, which adds a value system.

Corporate Governance also refer to process which should safeguard and add value in the long-term for the Interest of its various partners such a shareholders, creditors, customers and its employees.

The culmination of good corporate Governance policy is :-

- ⇒ Transparency and professionalism in all activities of the Company.
- ⇒ Implementation of procedures and policies prescribed by the Company to ensure high ethical standard in all its business activities.
- ⇒ Responsive management which meets to the needs of its partners.

A BEGINNNNG AT AMCO INDIA LTD.

The Company has first initiated the process of Corporate Governance in compliance with clause 49 of the listing agreement with stock exchange. This being the first year after listing of the shares of company, incorporate corporate Governance a sincere attempt has been made to commence implementation of corporate Governance code and in this regard, submit a report on the matters mentioned in the said clauses and practices followed by the Company.

1. BOARD OF DIRECTORS

The Board of Director of the Company consists of Executive Directors and Non-Executive Directors. Non-Executive Directors constitute 50% of the Board. The Non-Executive Directors are accomplished professional in their respective corporate fields.

The Company is not paying any remuneration to the Non-Executive Directors except sitting fee. The Company is still seeking independent Directors who would be able to make a fruitful contribution to the Company's affairs.

The Board met 4 times during the year under review on the following Dated :
June 29th, 2002, July 30th, 2002, October 31st, 2002, January 31st, 2003.

The following table given details of designation, category of Director and number of Board Meeting attend, last AGM attached and number of Directorship held in other companies.

| Name of Directors | Category of Directors | Number of Board Meeting attended | Attendance at last AGM held on 26.08.02 | Nos. of other Directorship held |
|--------------------------|-------------------------|----------------------------------|---|---------------------------------|
| Mr. Surender Kumar Gupta | Executive Director | 4 | Yes | ----- |
| Mr. Rajeev Gupta | Executive Director | 4 | Yes | 1 |
| Mr. S. R. Pahwa | Executive Director | 4 | Yes | 1 |
| Mr. Anil Bhargava | Executive Director | 3 | Yes | ----- |
| Mr. S. C. Goyal | Non-Executive Director | 4 | Yes | 1 |
| Mr. D. K. Gupta | Non-Executive Director | ----- | Yes | 1 |
| Mr. Subash Bansal | Non-Executive Director. | ----- | Yes | ----- |
| Mr. Dharam Pal Bansal | Non-Executive Director | ----- | No | ----- |



Regd. Office : 10685/2, Nabi Kareem, Jhandewalan Road, New Delhi - 110055

2. AUDIT COMMITTEE

The Audit Committee consists of three Directors Mr. D. K. Gupta Non-Executive Director, Mr. Subhash Bansal Non-Executive Director and Mr. S. C. Goyal Non-Executive Director having Finance and Accounting knowledge, Mr. S. C. Goyal who has been a Director of the entire year under review has been appointed as chairman of the committee for the smooth functioning of the committee and to address shareholder queries of any at the ensuing Annual General Meeting Mr. V. K. Gupta Company secretary shall officiate as the secretary to the committee. The constitution of the committee meets the requirement under section 292A of the companies Act, 1956 as inserted by the companies (Amendment) Act, 2000.

3. SHAREHOLDERS COMMITTEE :-

In compliance with the requirement of corporate Governance under the listing agreement with the Stock Exchange, the Company has constituted a Transfer and Shareholder/Investor Grievance Committee to look into issue relating to shareholders, including Share Transfer.

The Composition of the committee is as under :-

| | |
|---|----------|
| Mr. S. C. Goyal (Non-Executive Director) | Chairman |
| Mr. S. R. Pahwa (Executive Director) | Member |
| Mr. Anil Bhargava (Executive Director) | Member |

Mr. V. K. Gupta Secretary is the Compliance Officer of the Company.

4. REMUNERATION COMMITTEE :-

Remuneration committee members are :

| | |
|------------------|--------------------|
| Mr. S. K. Gupta | Chairman |
| Mr. Rajeev Gupta | Executive Director |
| Mr. D. K. Gupta | Non Executive |

REMUNERATION TO DIRECTORS :

Remuneration paid/payable to Directors for the year ending March 31, 2003.

| Directors | Sitting Fee | Salaries | Commission | Perquisites | Total |
|--------------------------|-----------------|-------------------|------------------|-----------------|-------------------|
| Mr. Surender Kumar Gupta | 4000.00 | 695000.00 | 2590854.00 | 11943.00 | 1001797.00 |
| Mr. Rajeev Gupta | 4000.00 | 424000.00 | 193903.00 | ----- | 621903.00 |
| Mr. S. R. Pahwa | 4000.00 | 464000.00 | ----- | 15000.00 | 483000.00 |
| Mr. Anil Bhargava | 3000.00 | 424000.00 | ----- | 11219.00 | 438219.00 |
| Total | 15000.00 | 2007000.00 | 484757.00 | 38162.00 | 2544919.00 |

5. GENERAL BODY MEETING

The last three General Meeting of the Company were held as under :-

| FINANCIAL YEAR | DATE | TIME | LOCATION |
|----------------|------------|-----------|--|
| 1999-2000 | 25-09-2000 | 3.30 P.M. | Kapoor Banquet, Mayur Vihar, Phase-I Pocket - III, Delhi - 110091 |
| 2000-2001 | 20-08-2001 | 3.30 P.M. | Kapoor Banquet, Mayur Vihar, Phase-I Pocket - III, Delhi - 110091 |
| 2001-2002 | 26-08-2002 | 3.30 P.M. | Kapoor Banquet, Mayur Vihar, Phase-I Pocket - III, Delhi - 110091 |



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6. DISCLOSURE

- ⇒ There are no material transaction with its promoters, the Directors or the Management their subsidiaries or relative etc. which required separate disclosure.
- ⇒ The Company has not made any non-compliance and has not been imposed any penalty/ strictures by the Stock Exchange or SEBI or any other statutory Authority.

7. MEANS OF COMMUNICATION

The Company has been disclosing corporate financial performance i.e. quarterly, half yearly and Annual Audited financial results well with in Stipulated period to the Stock Exchange after being approved by the Board. The results are normally published in the main editions of Jan Satta, Financial Expenses, Management discussion and Analysis Report Forms part of this Annual Report.

8. GENERAL SHAREHOLDERS INFORMATION

I 16th Annual General Meeting

Venue : Chandiwala Auditorium, IIIrd Floor, Chandiwala Residential Block, Chandiwala Estate
Maa Anandmai Marg, Kalkaji, New Delhi - 110019

Time : 11.00 A.M.

Date : 25th August, 2003

II FINANCIAL CALENDER :- April to March

| | |
|--------------------------------------|---------------------|
| Audited Annual Results (2002-03) | : 28th June, 2003 |
| Publication of Audited Report | : By July, 2003 |
| Mailing of Annual Report | : End July, 2003 |
| First Quarter Results | : End July, 2003 |
| Half Yearly Results (Limited Review) | : End October, 2003 |
| Third Quarter Results | : End January, 2004 |
| Audited Annual Results | : End June, 2004 |

III Face Value of the Equity Shares : Rs. 10/- per shares

IV Date of Book Closure : 18th August to 25th August, 2003

V Dividend payment date : N. A.

VI LISTING ON STOCK EXCHANGE

| | |
|--|---|
| 1. Delhi Stock Exchange Associate Ltd. DSE House, 3/1, Asaf Ali Road New Delhi - 110 002 | 2. The Stock Exchange Mumbai Phirozee Jeejeebhoy Towers, Dalal Street, Mumbai - 400 023 |
| 3. Madras Stock Exchange Ltd. 11, Second Line Beach Chennai - 600 001 | 4. Calcutta Stock Exchange Ltd. 7, Lyons Range Calcutta |