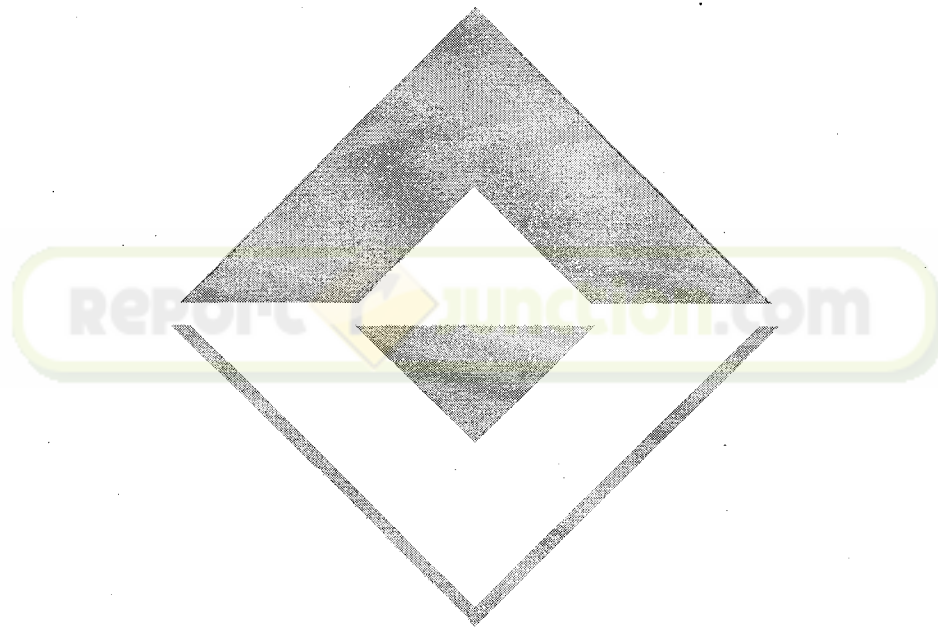




# AMCO INDIA LIMITED



**AN ISO 9001 : 2000 CERTIFIED COMPANY**



## **20TH ANNUAL REPORT 2007**



# AMCO INDIA LIMITED

## BOARD OF DIRECTORS

SH. SURENDER KUMAR GUPTA  
SH. RAJEEV GUPTA  
SH. SURESH CHAND GOYAL  
SH. ANIL BHARGAVA  
SH. SURINDER RAJ PAHWA  
SH. DEVINDER KUMAR GUPTA  
SH. DHARAM PAL AGGARWAL  
SH. SUBASH BANSAL  
SH. NEERAJ GUPTA  
SH. RAKESH GUPTA

Chairman & Managing Director  
Whole Time Director  
Whole Time Director  
Whole Time Director  
Whole Time Director  
Director  
Director  
Director  
Director  
Director

## COMPANY SECRETARY

MS. ARCHANA BHAGAT

## AUDITORS

V. V. KALE & COMPANY  
Chartered Accountants  
16A/20, W.E.A., Main Ajmal Khan Road,  
Karol Bagh, New Delhi - 110005

## REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3rd Floor, 99, Madan Gir,  
Behind Local Shopping Centre,  
Dada Harsukhdas Mandir, New Delhi - 110 062  
PH. : 011-29961281-82 Fax : 011-29961284

## BANKERS

UTI Bank Ltd.  
B-2 & 3, Sector-16, NOIDA  
(U.P.) - 201301

## E-MAIL ID : GENERAL

amcoindialtd@yahoo.co.in

## INVESTOR COMMUNICATIONS

investorcomm\_amco@rediffmail.com

## WEBSITE

www.amcoindialimited.com

## REGISTERED OFFICE

10795, Shop No. 7, GF, Jhandewalan Road,  
Nabi Karim, NEW DELHI - 110055  
Ph. : 011-32520244, 23638652, 23636320

## CORPORATE OFFICE

C-53 & 54, Sector - 57, NOIDA - 201 301 (U.P.)  
Ph. : 0120-2581075, 2581088, 2583729  
Fax : 0120-2581288

## WORKS

### Unit - I

C-53 & 54, Sector - 57, NOIDA - 201 301 (U.P.)  
Ph. : 0120-2581075, 2581088, 2583729  
Fax : 0120-2581288

### Unit - II

7th Milestone, Bhiwadi-Alwar Highway,  
Bhiwadi, Distt. Alwar, RAJASTHAN  
Ph. : 01493-244106, 07, 08  
Fax : 01493-243210  
e-mail : amco@datainfosys.net

### Unit - III

82, EPIP Ist, Baddi, Distt. Solan,  
HIMACHAL PRADESH  
Ph. : 01795-320555  
e-mail : amcobaddi@yahoo.co.in



# AMCO INDIA LIMITED

## NOTICE

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Members of the Company AMCO INDIA LTD. will be held on Wednesday, the 26<sup>th</sup> day of September, 2007 at Chandiwala Auditorium, IIIrd Floor, Chandiwala Residential Block, Chandiwala Estate, Maa Anand Mai Marg, Kalkaji, New Delhi-110019 at 11.00 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2007 and Profit and Loss Account for the year ended as on that date and Reports of Directors and Auditor's thereon.
2. To appoint a Director in place of Sh. DharamPal Aggarwal who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sh. Subash Bansal who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s V. V. Kale & Co., Chartered Accountants, New Delhi, as Auditors of the Company and to fix their remuneration.

"RESOLVED that pursuant to provisions of Section 224(2) of the Companies Act, 1956, M/S V. V. Kale & Co., Chartered Accountants, New Delhi be and are hereby appointed Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and they be remunerated by way of such fee as the Directors may determine."

By Order of the Board of Directors  
For AMCO INDIA LTD.

Sd/-

(SURENDER KUMAR GUPTA)

CMD

Place : New Delhi.

Date : 31.07.2007

### 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 OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.

2. Members/Proxies should bring the attendance slip duly filled in for attending the meeting .
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 19<sup>th</sup> Sept., 2007 to Wednesday, 26<sup>th</sup> Sept., 2007 (both days inclusive).
4. 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 Company Registrar the folios of such accounts to consolidate their holdings in one folio.
5. Members are requested to quote their Client ID & DP in all correspondence with the Company Registrar. Members are also requested to notify immediately any change in their address to their Depository Participants / Company Registrar.
6. Members are requested to bring the copy of Annual Report at the AGM.
7. Members are requested that any queries on accounts and operations of the Company, if any, may please be sent to the Company at least ten days in advance of the meeting so that the answers may be made available at the meeting.
8. Members are informed that in case of joint holders attending the meeting, only first named joint holders in the order of names will be entitled to vote.
9. Information as required under Clause 49 of the Listing Agreement about directors who are appointed or re-appointed are given in the Corporate Governance Section of the Annual Report.

#### 10. INVESTOR COMMUNICATIONS CENTRE :-

In order to facilitate quick and efficient service to the shareholders, the Company has set up an Investor Communications Centre at its corporate office, Noida. Shareholders may contact this centre at the undermentioned address for any assistance:

The Company Secretary

Investor Communication Centre

AMCO INDIA LIMITED - Corporate Office

C - 53 & 54, Sector -57, Noida, (U.P.) 201301

Tel. : 0120-2581075, 2581088 Fax : 0120-2581288

E-mail (General) : amcoindialtd@yahoo.co.in

E-mail (Investor Communications) : investorcomm\_amco@rediffmail.com



# AMCO INDIA LIMITED

## DIRECTORS' REPORT

### TO THE MEMBERS,

Your Directors are pleased to present the 20<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2007.

### FINANCIAL RESULTS :

<b>PARTICULARS</b>	<i>(Rupees in lacs)</i>	
	<b>2006-07</b>	<b>2005-06</b>
Gross Sales	<b>10462.90</b>	10253.54
Gross Profit after interest but before depreciation and taxation	<b>331.58</b>	324.25
Depreciation	<b>131.98</b>	109.41
<b>Net Profit Before Taxation</b>	<b>199.60</b>	214.84
Provision for Taxation	<b>48.92</b>	71.67
Provision for Deferred Tax	<b>36.45</b>	7.02
<b>Net Profit for the year</b>	<b>114.23</b>	136.15
Balance brought from last year	<b>1295.84</b>	1200.78
Net Profit available for Appropriation	<b>1410.07</b>	1336.93
Proposed Dividend	<b>N.A.</b>	41.10

### OPERATIONS :

During the year, the turnover of the company has improved from Rs. 9005.39 Lacs in the F.Y. 2005-06 to Rs. 9212.94 Lacs in F.Y. 2006-07, a growth of 23.05% over the previous year. However, the PBT (Profit before Tax) of the company has decreased from Rs. 214.84 Lacs in F.Y. 2005-06 to Rs. 199.61 Lacs in F.Y. 2006-07 and PAT (Profit after Tax) has also declined from Rs. 136.15 Lacs in F.Y. 2005-06 to Rs. 114.23 Lacs in F.Y. 2006-07.

### EXPANSION

The company has installed non-woven machinery for production of non-woven fabrics at its Bhiwadi Unit. The company is hopeful to fetch good revenue from this product.

### DIVIDEND

Due to the above said expansion made by the company, no dividend is declared by the company for the year ended on 31<sup>st</sup> March, 2007.

### DIRECTORS

During the year under report, Shri DharamPal Aggarwal and Shri Subash Bansal retire by rotation and being eligible offer themselves for re-appointment.

The particulars of the directors proposed to be appointed or re-appointed are given in the Corporate Governance Section of this Annual Report.

### CORPORATE GOVERNANCE

Your company has complied with the requirements and disclosures of the Corporate Governance as per Clause 49 of the Listing Agreement entered into with the Stock Exchanges. A report on Corporate Governance along with a certificate of compliance from the Auditors, forms part of this Annual Report.

### DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors state:

a) That in the preparation of annual accounts, the applicable accounting standards have been followed and that there are no material departures during the F.Y. 2006-07;

b) That the Directors have, in consultation with the Statutory Auditors, selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company during the F.Y. 2006-07; c) That the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities during the F.Y. 2006-07; and d) That the annual accounts have been prepared on a going concern basis during the F.Y. 2006-07.

### PARTICULARS OF EMPLOYEES

The information 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.

### PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Disclosure under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) 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 required to be disclosed in Form 'B' are not applicable.

### AUDITORS

M/s V. V. Kale & Co., Chartered Accountants, New Delhi, the retiring auditors were appointed by the Board of Directors to fill the casual vacancy arisen due to death of the Auditor Sh. D. C. Jain (Prop.) of M/s D. C. Jain And Associates, Chartered Accountants, New Delhi, which shall hold office till the conclusion of the following Annual General Meeting of the company and 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.

### NOTES ON ACCOUNTS

The Notes on Accounts read with the Auditors Report are self explanatory and therefore do not require any further comments or explanations under section 217(3) of the Companies Act, 1956.

### ACKNOWLEDGEMENTS

Your Directors place on record their appreciation on 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 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/-

(SURENDER KUMAR GUPTA)

CMD

New Delhi  
31.07.2007



# 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 are as follows :-

### 1. CONSERVATION OF ENERGY

The total energy consumption and energy consumption per unit of production

	<u>2006-07</u>	<u>2005-06</u>
<b>A. POWER &amp; FUEL CONSUMPTION</b>		
<b>1. Electricity</b>		
(a) Purchased		
(i) Unit (Kwh)	5587802	6118917
(ii) Amount (Rs. in Lacs)	248.74	269.33
(iii) Rate (Rs. / Unit)	4.45	4.40
(b) Own Generated through DG Set		
(i) Unit (Kwh)	734263	696172
(ii) Rate (Rs. / Unit)	10.96	9.24
<b>2. L.D.O.</b>		
(i) Quantity (K. Ltr.)	697.99	690.41
(ii) Amount (Rs. in Lacs)	192.81	194.00
(iii) Rate (Rs. / Ltr.)	27.62	28.10
<b>3. Other/Internal Generation</b>	N.A.	N.A.
<b>B. CONSUMPTION PER UNIT OF PRODUCTION</b>		
PVC Films / Sheetings & Aluminium Foil		
(1) Electricity (Kwh / Kg.)	0.78	0.80
(2) L.D.O. (Ltr. / Kg.)	0.09	0.08

### II. TECHNOLOGY ABSORPTION

#### A. RESEARCH AND DEVELOPMENT

No Research and Development work have been carried out by the Company during the year under review 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 or organisation.

### III. FOREIGN EXCHANGE EARNING AND OUTGO

	<u>2006-07</u>	<u>2005-06</u>
Foreign Exchange Earning (Rs. in Lacs)	671.87	533.05
Foreign Exchange Outgo (Rs. in Lacs)	1432.73	1568.01

### DECLARATION ON ANNUAL COMPLIANCE REPORT FOR CODE OF CONDUCT

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, I Shri Surender Kumar Gupta, Chairman cum Managing Director of 'AMCO INDIA LIMITED' do hereby make a declaration that all the board members and senior management including general managers and territorial general managers have complied with the provisions of the Code of Conduct during the Financial Year 1st April 2006 to 31st March, 2007.

Place : New Delhi  
Date : 31st July, 2007

Sd/-  
(Surender Kumar Gupta)  
CMD



# AMCO INDIA LIMITED

## AUDITORS' CERTIFICATE Annexure to Directors' Report

To  
The Members of Amco India Limited

We have examined the compliance of conditions of corporate governance by Amco India Limited for the year ended on 31<sup>st</sup> March, 2007, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

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 the 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor grievances received during the period April 1<sup>st</sup>, 2006 to March 31<sup>st</sup>, 2007, no investor grievances are pending against the Company as per the records maintained by the Company.

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

For V. V. KALE & CO.  
Chartered Accountants

Place: New Delhi  
Date: 30.06.2007

Sd/-  
VIJAY V. KALE  
Partner

## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY

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 refers to a process which should safeguard and add value in long-term for the interest of its various partners such as 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 that meets to the needs of its partners.

### COMPLIANCE WITH CLAUSE 49 OF THE LISTING AGREEMENT

The shares of AMCO INDIA LTD. is listed in two Stock Exchanges in India. Clause 49 of the Listing Agreement entered into with the stock exchanges sets out the conditions of corporate governance that the listed companies are required to comply with. The Company is in compliance with the conditions and details of such compliance are furnished hereunder:-

#### 1. BOARD OF DIRECTORS

The Board of Directors 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 and experienced people in their respective corporate fields.

The Board met thirteen times during the year under report on the following dates:

1<sup>st</sup> April 2006, 19<sup>th</sup> April 2006, 31<sup>st</sup> May 2006, 15<sup>th</sup> June 2006, 20<sup>th</sup> June 2006, 30<sup>th</sup> June 2006, 31<sup>st</sup> July 2006, 31<sup>st</sup> October 2006, 14<sup>th</sup> November 2006, 8<sup>th</sup> January 2007, 10<sup>th</sup> January 2007, 31<sup>st</sup> January 2007 and 26<sup>th</sup> February 2007.

The following table gives details of composition, category of Directors, number of Board Meetings attended, last AGM attended and number of membership / chairmanship held in other boards / boards committees.





# AMCO INDIA LIMITED

Name of Directors	Category of Directors	Number of Board Meetings attended	Attendance at last AGM held on	No. of other directorship held	No. of Committee Memberships (other companies)	
			27 <sup>th</sup> Sept. 2006		Member	Chairman
Sh. Surender Kumar Gupta	Promoter Managing Director	13	Yes	2	-----	-----
Sh. Rajeev Gupta	Promoter Executive Director	12	Yes	3	-----	-----
Sh. S. C. Goyal	Non-Promoter Executive Director	13	Yes	2	-----	-----
Sh. Anil Bhargava	Non-Promoter Executive Director	10	Yes	-----	-----	-----
Sh. S. R. Pahwa	Non-Promoter Executive Director	12	Yes	1	-----	-----
Sh. D. K. Gupta	Independent Non-Executive Director	12	Yes	3	-----	-----
Sh. Subash Bansal	Independent Non-Executive Director	12	Yes	4	-----	-----
Sh. Dharam Pal Aggarwal	Independent Non-Executive Director	11	Yes	1	-----	-----
Sh. Neeraj Gupta	Independent Non-Executive Director	11	Yes	5	-----	-----
Sh. Rakesh Gupta	Independent Non-Executive Director	10	Yes	-----	-----	-----

## **Disclosure regarding Directors seeking appointment or re-appointment at the ensuing Annual General Meeting:-**

1. Sh. Dharam Pal Aggarwal S/o Sh. Puran Chand Aggarwal R/o 92, Sandesh Vihar, Pitampura, Delhi-85, Non-Exec. Director (Ind.) of the company, aged 53 years is a graduate in commerce holding industry experience of 21 years in manufacturing of stainless steel. He is also a director in Dadranagar Steels Pvt. Ltd. and is acting as a chairman of the Shareholders Committee of this company 'Amco India Limited'.
2. Sh. Subash Bansal S/o Sh. Om Prakash Bansal R/o B-419, New Friends Colony, New Delhi-65, Non-Exec. Director (Ind.) of the company, aged 53 years is a graduate in commerce holding total industry experience of 31 years in various fields of timber, real estate, information technology. He is also a director in companies, Jawala Parshad & Co. Pvt. Ltd., Paritosh Estates Pvt. Ltd., Ventura International Pvt. Ltd. and Paritosh Infotech Pvt. Ltd. He is acting as a member of Audit Committee of the company 'Amco India Limited'.

## **Code of Conduct**

The Board of Directors has adopted a Code of Conduct for the Board Members and Senior Management including General Managers and territorial General Managers of the Company and they have affirmed compliance with the code as on 31<sup>st</sup> March, 2007. The Annual Report of the company contains a declaration to this effect signed by the Chairman & Managing Director of the Company.

The above said Code of Conduct is posted on the website of the Company ([www.amcoindialimited.com](http://www.amcoindialimited.com))

## **2. AUDIT COMMITTEE:-**

### **Composition of Audit Committee**

The Audit Committee comprises of the following members as on 31<sup>st</sup> March, 2007.

1. Sh. D. K. Gupta, Independent Non-Executive Director is Chairman who possess requisite accounting and financial knowledge.
2. Sh. Subash Bansal, Independent Non-Executive Director
3. Sh. S. C. Goyal, Executive Director.
4. Ms. Archana Bhagat, Company Secretary is the Compliance Officer to the Committee.

### **Meetings of the committee during the year**

The Audit committee met six times during the year under report on the following dates:- 25<sup>th</sup> April 2006, 29<sup>th</sup> June 2006, 29<sup>th</sup> July 2006, 30<sup>th</sup> Oct. 2006, 30<sup>th</sup> Nov. 2006 and 30<sup>th</sup> Jan. 2007.

### **Attendance of the members during the year**

Name	Number of meetings attended
Sh. D. K. Gupta	6
Sh. Subash Bansal	6
Sh. S. C. Goyal	6



## AMCO INDIA LIMITED

### Terms of Reference

The terms of reference of the Audit Committee include the matters specified in Clause 49 of the Listing Agreement and also as required under Section 292A of the Companies Act, 1956. The Committee acts as a link between the Auditors and the Board of Directors of the Company.

The Audit Committee specifically reviews:

- Quarterly, half-yearly and yearly Financial Statements
- Audit Reports
- Recommendation for appointment of Statutory Auditors

### **3. SHAREHOLDERS COMMITTEE:-**

In compliance with the requirements of the Corporate Governance under the Listing Agreement with the Stock Exchanges, the company has constituted a 'Transfer and Shareholders / Investors Grievance Committee' to look into issues relating to shareholders including Share Transfers. The transfers are regularly approved by the committee at its meetings held on middle and end of the month and the investors grievances, if any, are redressed.

During the year the company received two investors complaints which were related to non-receipt of share certificates and Annual Reports. The complaints were sorted out in a weeks time depending on the nature of the complaint. No investor complaints were pending as on 31<sup>st</sup> March 2007.

**A separate e-mail id has been created for better investor communications and redressal of grievances, which is investorcomm\_amco@rediffmail.com for prompt services by the company to the esteemed shareholders.**

### Composition of the committee is as under:-

The Committee comprises of the following members as on 31<sup>st</sup> March, 2007.

1. Sh. Dharam Pal Aggarwal, Independent Non-Executive Director is the Chairman of the Committee.
2. Sh. S. C. Goyal, Executive Director
3. Sh. S. R. Pahwa, Executive Director
4. Ms. Archana Bhagat, Company Secretary is the Compliance Officer to the Committee.

### **4. REMUNERATION COMMITTEE:-**

#### Composition of Remuneration Committee

The Committee comprises of the following members as on 31<sup>st</sup> March, 2007.

1. Sh. S. K. Gupta, CMD, is the Chairman of the Remuneration Committee.
2. Sh. Rajeev Gupta, Executive Director
3. Sh. D. K. Gupta, Independent Non-Executive Director
4. Sh. Neeraj Gupta, Independent Non-Executive Director
5. Sh. Rakesh Gupta, Independent Non-Executive Director
6. Ms. Archana Bhagat, Company Secretary is the Compliance Officer / Secretary to the Committee.

### Meetings of the committee during the year

The Remuneration Committee met once during the year under report on 24<sup>th</sup> July 2006.

### Attendance of the members during the year

<u>Name</u>	<u>Number of meetings attended</u>
Sh. Surender Kumar Gupta	1
Sh. Rajeev Gupta	1
Sh. D. K. Gupta	1
Sh. Neeraj Gupta	1
Sh. Rakesh Gupta	1

### Terms of Reference

The Committee was formed to review and approve, inter-alia, the pay package, annual increments, incentives, additional perquisites, etc. of Managing Director, Whole-time Directors and other Directors of the Company.

### Remuneration Policy

The Company's remuneration policy aims at attracting and retaining high talent by taking into account the talent market, national and international remuneration trends and the competitive requirements of each of its businesses. Remuneration largely consists of base remuneration, perquisites and performance incentives. The components of the total remuneration vary for different cadres and are governed by industry pattern, qualification and experience of the employee, responsibilities handled by him, individual performance, etc.

However, in case of payment of remuneration to Managing Director / Whole-time Directors of the Company, where in any financial year the company has no profits or have inadequate profits, they shall be paid as per Section II of Part II of Schedule XIII of the Companies Act, 1956.





# AMCO INDIA LIMITED

## Remuneration of Directors:

(In Rs.)

Remuneration paid to Managing / Whole-time Directors for the year ended March 31<sup>st</sup>, 2007.

Name	Salary	Commission	Perquisites	Total
Sh. Surender Kr. Gupta (CMD)	1,270,000.00	150,000.00	—	1,420,000.00
Sh. Rajeev Gupta (WTD)	780,000.00	700,000.00	—	1,480,000.00
Sh. S.C. Goyal (WTD)	696,000.00	—	16,294.00	712,294.00
Sh. S.R. Pahwa (WTD)	684,000.00	—	15,000.00	699,000.00
Sh. Anil Bhargava (WTD)	780,000.00	—	24,312.00	804,312.00
<b>TOTAL</b>	<b>4,210,000.00</b>	<b>850,000.00</b>	<b>55,606.00</b>	<b>5,115,606.00</b>

- The company at present does not have a scheme for grant of stock options either to the Directors or Employees.
- The Company is not paying any remuneration to the Non-Executive Directors.

## 5. GENERAL BODY MEETINGS

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

Financial Year	Date	Time	Location
2003-2004	13.09.2004	11.00 a.m.	Chandiwalla Auditorium, 3 <sup>rd</sup> Floor, Chandiwalla Residential Block, Chandiwalla Estate, Maa Anand Mai Marg, Kalkaji, New Delhi-19.
2004-2005	20.09.2005	11.00 a.m.	Chandiwalla Auditorium, 3 <sup>rd</sup> Floor, Chandiwalla Residential Block, Chandiwalla Estate, Maa Anand Mai Marg, Kalkaji, New Delhi-19.
2005-2006	27.09.2006	11.00 a.m.	Chandiwalla Auditorium, 3 <sup>rd</sup> Floor, Chandiwalla Residential Block, Chandiwalla Estate, Maa Anand Mai Marg, Kalkaji, New Delhi-19.

No special resolution was passed in the year 2003-04 AGM. During the year 2004-05 & 2005-06 AGM's, one special resolution and five special resolutions were passed respectively. No special resolution was passed last year through postal ballot.

## 6. DISCLOSURE

- There were no materially significant related party transactions i.e., transactions of material nature of the company with its promoters, directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large. The related party transactions are duly disclosed in the Notes on Accounts to the Balance Sheet.
- There were no capital market related matters during the last three years concerning non-compliance of regulations of SEBI, Stock Exchanges and Statutory Authorities.

## 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 Exchanges after being approved by the Board. The results are normally published in the main editions of Jan Satta & Financial Express. The quarterly, half-yearly and annual results as per the requirements of the Listing Agreement are displayed on the website of the company [www.amcoindialimited.com](http://www.amcoindialimited.com) Information relating to shareholding pattern, compliance with corporate governance norms, etc. are also displayed on the website of the company. The company did not make any presentation to the institutional investors or the analysts.

## 8. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The management discussion and analysis report forms part of the Annual Report.

## 9. GENERAL SHAREHOLDERS INFORMATION

### I) 20<sup>th</sup> Annual General Meeting

Venue : Chandiwalla Auditorium, 3<sup>rd</sup> floor, Chandiwalla Residential Block,  
Chandiwalla Estate, Maa Anand Mai Marg, Kalkaji, New Delhi-19.  
Date : 26<sup>th</sup> September, 2007.  
Time : 11.00 A.M.

### II) FINANCIAL CALANDER:-April 2007 to March 2008

Audited Annual Results (2006-07)	- 30 <sup>th</sup> June, 2007
Publication of Audited Results	- By July, 2007
Mailing of Annual Report	- Mid August, 2007
First Quarter Results	- End July, 2007
Half Yearly Results (Limited Review)	- End October, 2007
Third Quarter Results	- End January, 2008
Audited Annual Results	- End June, 2008

III. Face value of the Equity Shares :- Rs.10/- per share

IV. Date of Book Closure :- 19<sup>th</sup> Sept., 2007 to 26<sup>th</sup> Sept. 2007 (both days inclusive)



# AMCO INDIA LIMITED

## **V. LISTING ON STOCK EXCHANGES**

<u>Sl. No.</u>	<u>Name of the Stock Exchange</u>	<u>Stock Code</u>
1.	Bombay Stock Exchange Limited (BSE)	530133
2.	Delhi Stock Exchange Association Ltd.	01299

\* The application for voluntary de-listing has been pending with The Calcutta Stock Exchange Association Limited since April 2003.

## **VI. MARKET HIGH AND LOWS FOR THE YEAR 2006-2007 ON BSE**

<b>YEAR-2006-2007</b>	<b>HIGH</b>	<b>LOW</b>
April, 2006	31.80	23.55
May, 2006	32.05	21.50
June, 2006	27.65	14.65
July, 2006	19.60	16.50
August, 2006	25.05	17.00
September, 2006	24.85	20.15
October, 2006	30.50	21.15
November, 2006	24.70	20.50
December, 2006	32.25	21.00
January, 2007	33.00	25.50
February, 2007	30.10	23.30
March, 2007	26.35	20.20

## **VII. REGISTRAR AND TRANSFER AGENT**

Beetal Financial & Computer Services (P) Ltd.  
Beetal House, 3<sup>rd</sup> Floor, 99, Madan Gir, Behind Local Shopping Centre,  
Dada Harsukhdas Mandir, New Delhi-110062.  
Ph.011-29961281,29961282 Fax No.29961284

## **VIII. SHARE TRANSFER SYSTEM**

Beetal Financial & Computer Services (P) Ltd. is the Registrar and Share Transfer Agent of the Company. Transfer of Shares are approved by the Share Transfer Committee called as 'Transfer and Shareholders / Investors Grievance Committee' which meets at middle & end of every month. Share Transfers are registered and returned within 30 days from the date of receipts, if the relevant documents are complete in all respects.

## **IX. DEMATERIALISATION OF SHARES AND LIQUIDITY**

As on March 31, 2007 a total of 3691060 Equity Shares of the Company which forms 89.81% of the Share Capital of the Company have been dematerialised.

## **X. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity**

NIL