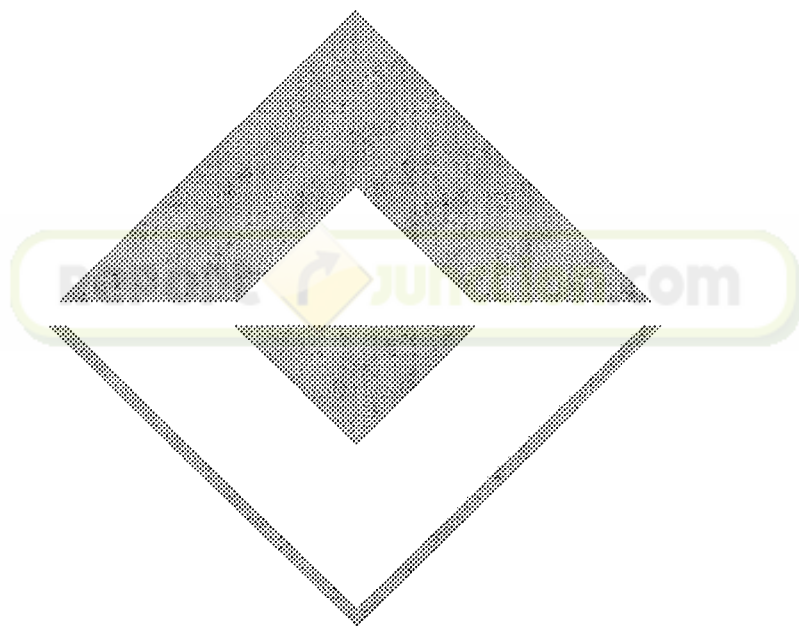




AMCO INDIA LIMITED



AN ISO 9001 : 2000 CERTIFIED COMPANY



21ST ANNUAL REPORT 2008



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. RENU SHARMA

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

AXIS 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 : 0120-2586537, 2581288

WORKS

Unit - I

C-53 & 54, Sector - 57, NOIDA - 201 301 (U.P.)
Ph. : 0120-2581075, 2581088, 2583729
Fax : 0120-2586537, 2581288

Unit - II

7th Milestone, Bhiwadi-Alwar Highway,
Bhiwadi, Distt. Alwar, RAJASTHAN
Ph. : 01493-244106, 07, 08
Fax : 01493-243210
e-mail : spdamco@yahoo.co.in

Unit - III

82, EPIP Ist, Baddi, Distt. Solan,
HIMACHAL PRADESH
Ph. : 01795-271216
Fax : 01795-645355
e-mail : amcobaddi@yahoo.co.in



AMCO INDIA LIMITED

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of the Company AMCO INDIA LTD. will be held on Thursday, the 25th day of September, 2008 at Chandiwalla Auditorium, 11th Floor, Chandiwalla Residential Block, Chandiwalla 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 31st March, 2008 & 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. Neeraj Gupta who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sh. Rakesh Gupta 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 : 31.07.2008

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 Thursday, 18th September, 2008 to Thursday, 25th September, 2008 (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 : 0120-2586537, 2581288

E-mail General : amcoindia@rediffmail.com

E-mail Investor Communications : investorcomm_amco@rediffmail.com



AMCO INDIA LIMITED

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors are pleased to present the 21st Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2008.

FINANCIAL RESULTS :

<i>(Rupees in lacs)</i>		
<u>PARTICULARS</u>	<u>2007-08</u>	<u>2006-07</u>
Gross Sales	10236.48	10462.90
Gross Profit after interest but before depreciation and taxation	210.12	331.58
Depreciation	151.05	131.98
Net Profit Before Taxation	59.07	199.60
Provision for Taxation	12.21	48.92
Provision for Deferred Tax	16.45	36.45
Net Profit for the year	30.42	114.23
Balance brought from last year	1410.07	1295.84
Net Profit available for Appropriation	1440.49	1410.07

OPERATIONS :

During the year, the turnover of the company has declined from Rs. 9212.94 Lacs in the F.Y. 2006-07 to Rs. 9031.37 Lacs in F.Y. 2007-08, showing a decrease of 1.97% over the previous year. In conjunction the PBT (Profit before Tax) of the Company has also decreased from Rs. 199.61 Lacs in F.Y. 2006-07 to Rs. 59.07 in the current F.Y. 2007-08 and PAT (Profit after Tax) has also declined from Rs. 114.23 Lacs in F.Y. 2006-07 to 30.42 Lacs in F.Y. 2007-08.

EXPANSION

The company is going to increase its production capacity by setting a new Non-Woven plant for which company has already place an order for its Bhiwadi Unit. The company is hopeful to fetch good revenue from this product and the yearly production capacity will increase upto 4800 ton.

DIVIDEND

Because of this installaton of new plant your directors do not recommend any dividend for the year ended on 31st March, 2008.

DIRECTORS

During the year under report, Shri Neeraj Gupta and Shri Rakesh Gupta 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. 2007-08;

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. 2007-08;

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. 2007-08; and

d) That the annual accounts have been prepared on a going concern basis during the F.Y. 2007-08.

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, Auditors of the company retire at the conclusion of this Annual General Meeting 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
31.07.2008



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

A. POWER & FUEL CONSUMPTION	2007-08	2006-07
1. Electricity		
(a) Purchased		
(i) Unit (Kwh)	6598046	5587802
(ii) Amount (Rs. in Lacs)	290.52	248.74
(iii) Rate (Rs. / Unit)	4.40	4.45
(b) Own Generated through DG Set		
(i) Unit (Kwh)	1340415	734263
(ii) Rate (Rs. / Unit)	9.33	10.96
2. L.D.O.		
(i) Quantity (K. Ltr.)	579.42	697.99
(ii) Amount (Rs. in Lacs)	167.15	192.81
(iii) Rate (Rs. / Ltr.)	28.84	27.62
3. Other/Internal Generation	N.A.	N.A.
B. CONSUMPTION PER UNIT OF PRODUCTION		
PVC Films / Sheetings & Aluminium Foil		
(1) Electricity (Kwh / Kg.)	0.84	0.78
(2) L. D. O. (Ltr. / Kg.)	0.06	0.09

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

	2007-08	2006-07
Foreign Exchange Earning (Rs. in Lacs)	316.64	671.87
Foreign Exchange Outgo (Rs. in Lacs)	456.60	1432.73

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 2007 to 31st March, 2008.

Place : New Delhi
Date : 31st July, 2008

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 31st March, 2008, 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 1st, 2007 to March 31st, 2008, 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: 30.06.2008

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 twelve times during the year under report on the following dates:

05.05.2007, 14.05.2007, 25.06.2007, 30.06.2007, 31.07.2007, 17.08.2007, 14.09.2007, 29.09.2007, 31.10.2007, 10.12.2007, 31.01.2008 and 31.03.2008.

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 26 th Sept. 2007	No. of other directorship held	No. of Committee Memberships (other companies)	
					Member	Chairman
Sh. Surender Kumar Gupta	Promoter Managing Director	12	Yes	3	-----	-----
Sh. Rajeev Gupta	Promoter Executive Director	12	Yes	3	-----	-----
Sh. S. C. Goyal	Non-Promoter Executive Director	12	Yes	2	-----	-----
Sh. Anil Bhargava	Non-Promoter Executive Director	12	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	5	-----	-----
Sh. Dharam Pal Aggarwal	Independent Non-Executive Director	12	Yes	1	-----	-----
Sh. Neeraj Gupta	Independent Non-Executive Director	12	Yes	6	-----	-----
Sh. Rakesh Gupta	Independent Non-Executive Director	12	Yes	-----	-----	-----

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

1. Sh. Neeraj Gupta S/o Sh. Bal Kishan Gupta, R/o. M-27, Main Market, Greater Kailash-II, New Delhi-65, Non-Exec. Director (Ind.) of the company, aged 42 years is a graduate & MBA (F) and holding industry experience of more than 18 years in manufacturing of stainless steel. He is also a director in JMB Infrastructure (P) Ltd. and is acting as a member of the Remuneration Committee of this company 'Amco India Limited'.
2. Sh. Rakesh Gupta S/o. Ram Kishan Gupta, R/o. 92, Kapil Vihar, Pitampura, Delhi-110085, Non-Exec. Director (Ind.) of the company, aged 44 years is a graduate in commerce holding total industry experience of 11 years in the fields of Foam Lamination, PVC Films & Sheetings and Eva Sheets. Presently not serving the Board of any company.

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 31st March, 2008. 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)

2. AUDIT COMMITTEE:-

Composition of Audit Committee

The Audit Committee comprises of the following members as on 31st March, 2008.

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. Renu Sharma, Company Secretary is the Compliance Officer to the Committee.

Meetings of the committee during the year

The Audit committee met four times during the year under report on the following dates:-
30.06.2007, 30.07.2007, 30.10.2007 and 30.11.2007.

Attendance of the members during the year

<u>Name</u>	<u>Number of meetings attended</u>
Sh. D. K. Gupta	4
Sh. Subash Bansal	4
Sh. S. C. Goyal	4



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 31st March 2008.

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 31st March, 2008.

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. Renu Sharma, 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 31st March, 2008.

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. Renu Sharma, 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 24th July 2007.

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 31st, 2008.

Name	Salary	Perquisites	Total
Sh. Surender Kr. Gupta (CMD)	14,00,000.00	—	14,00,000.00
Sh. Rajeev Gupta (WTD)	10,00,000.00	—	10,00,000.00
Sh. S.C.Goyal (WTD)	10,00,000.00	25,698.00	10,25,698.00
Sh. S.R.Pahwa (WTD)	8,00,000.00	15,000.00	8,15,000.00
Sh. Anil Bhargava (WTD)	10,00,000.00	17,922.00	10,17,922.00
TOTAL	52,00,000.00	58,620.00	52,58,620.00

- 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.
- This year Company has not paid any commission to any Director.

5. GENERAL BODY MEETINGS

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

Financial Year	Date	Time	Location
2004-2005	20.09.2005	11.00 a.m.	Chandiwalla Auditorium, 3 rd 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 rd Floor, Chandiwalla Residential Block, Chandiwalla Estate, Maa Anand Mai Marg, Kalkaji, New Delhi-19.
2006-2007	26.09.2007	11.00 a.m.	Chandiwalla Auditorium, 3 rd Floor, Chandiwalla Residential Block, Chandiwalla Estate, Maa Anand Mai Marg, Kalkaji, New Delhi-19.

During the year 2005-06 AGM's, five special resolutions were passed and at 2006-07 AGM no Special Resolution was passed. 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/unaudited 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 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) 21st Annual General Meeting

Venue : Chandiwalla Auditorium, 3rd floor, Chandiwalla Residential Block,
Chandiwalla Estate, Maa Anand Mai Marg, Kalkaji, New Delhi-19.

Date : 25th September, 2008.

Time : 11.00 A.M.

II) FINANCIAL CALANDER:-April 2008 to March 2009

Audited Annual Results (2007-08)	:- 30 th June, 2008
Publication of Audited Results	:- By July, 2008
Mailing of Annual Report	:- Mid August, 2008
First Quarter Results	:- End July, 2008
Half Yearly Results (Limited Review)	:- End October, 2008
Third Quarter Results	:- End January, 2009
Audited Annual Results (2008-09)	:- End June, 2009

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

IV. Date of Book Closure :- 18th Sept., 2008 to 25th Sept. 2008 (both days inclusive)



AMCO INDIA LIMITED

V. LISTING ON STOCK EXCHANGES

Sl No.	Name of the Stock Exchange	Stock Code
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 2007-2008 ON BSE

YEAR-2007-2008	HIGH	LOW
April, 2007	24.40	20.60
May, 2007	24.95	18.20
June, 2007	23.30	20.00
July, 2007	28.60	21.85
August, 2007	25.00	20.05
September, 2007	24.00	21.60
October, 2007	25.00	18.35
November, 2007	51.40	19.35
December, 2007	45.35	30.85
January, 2008	39.35	26.90
February, 2008	29.45	22.30
March, 2008	25.55	18.55

VII. REGISTRAR AND TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.
 Beetal House, 3rd 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, 2008 a total of 3762570 Equity Shares of the Company which forms 91.55% 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