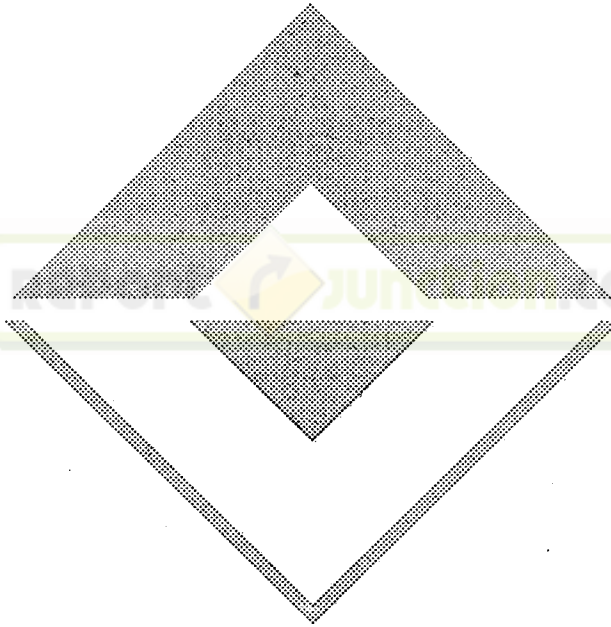




AMCO INDIA LIMITED



AN ISO 9001 : 2000 CERTIFIED COMPANY



22ND ANNUAL REPORT 2009



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

CANARA BANK

Nehru Place Branch, DDA Building
Nehru Place, New Delhi-110019

E-MAIL ID : GENERAL

amco.india@yahoo.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. : 011-23636320

CORPORATE OFFICE

C-53 & 54, Sector - 57, NOIDA - 201 301 (U.P.)
Ph. : 0120-4601500, 2583729-30
Fax : 0120-4601548

WORKS

Unit - I

C-53 & 54, Sector - 57, NOIDA - 201 301 (U.P.)
Ph. : 0120-4601500, 2583729-30
Fax : 0120-4601548

Unit - II

7th Milestone, Bhiwadi-Alwar Highway,
Bhiwadi, Distt. Alwar, RAJASTHAN
Fax : 01493-243327
e-mail : spdamco@yahoo.co.in

Unit - III

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



AMCO INDIA LIMITED

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Members of the Company AMCO INDIA LTD. will be held on Friday, the 25th day of September, 2009 at Chandiwalla Auditorium, IIIrd 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, 2009 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. Dharam Pal Aggarwal who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sh. Subhash 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.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification, the following resolutions as ORDINARY RESOLUTIONS:

5. **"RESOLVED FURTHER** that pursuant to section 293 (1) (a) and other applicable provisions, if any of the Companies Act, 1956 consent of the members of the company be and is hereby accorded to Board of Director of the company (herein referred afterward as "Board") to create such Charges, Mortgages, and Hypothecations in addition to the existing charges, Mortgages, and Hypothecations created by the company on such moveable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks/Financial Institution, and other lenders, for availing working capital and other loans in such form as Board deem fit."

To consider and if thought fit, to pass with or without modification, the following resolutions as SPECIAL RESOLUTIONS:

6. **"RESOLVED** that in partial modification of Resolution No. 13 passed at the Annual General Meeting of the Company held on 27th September, 2006 and in accordance with the provisions of sections 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves of the tenure of Mr. Surender Kumar Gupta as Managing Director of the company be and is hereby extended for a further period of 3 years starting from 01.08.2009 on the Terms and Conditions and on the remuneration as set out in the Explanatory Statement (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to fix his salary within the respective scale, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 01.08.2009".
7. **"RESOLVED** that in accordance with the provisions of sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as may be necessary, the Company hereby accords its approval to the re-appointment of Shri Rajeev Gupta as Whole-time Director of the Company for a period of three years with effect from 01.08.2009 on the terms and conditions as set out in the explanatory statement.

RESOLVED FURTHER that the terms of the said appointment as set out in the Explanatory Statement submitted to this meeting is hereby specifically sanctioned with liberty to the Board to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Shri Rajeev Gupta subject to the same being in conformity with the provisions of Schedule XIII of the Companies Act, 1956 for the time being in force and that the Board be and is hereby authorized to take such steps as would be expedient or desirable to give effect to this resolution including obtaining of the approval of the Central Government, if so required."



AMCO INDIA LIMITED

8. **"RESOLVED** that in accordance with the provisions of sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as may be necessary, the Company hereby accords its approval to the re-appointment of Shri S.C. Goyal as Whole-time Director of the Company for a period of three years with effect from 01.08.2009 on the terms and conditions as set out in the explanatory statement.

RESOLVED FURTHER that the terms of the said appointment as set out in the Explanatory Statement submitted to this meeting is hereby specifically sanctioned with liberty to the Board to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Shri S.C. Goyal subject to the same being in conformity with the provisions of Schedule XIII of the Companies Act, 1956 for the time being in force and that the Board be and is hereby authorized to take such steps as would be expedient or desirable to give effect to this resolution including obtaining of the approval of the Central Government, if so required."

9. **"RESOLVED** that in accordance with the provisions of sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as may be necessary, the Company hereby accords its approval to the re-appointment of Shri Anil Bhargava, as Whole-time Director of the Company for a period of three years with effect from 01.08.2009 on the terms and conditions as set out in the explanatory statement.

RESOLVED FURTHER that the terms of the said appointment as set out in the Explanatory Statement submitted to this meeting is hereby specifically sanctioned with liberty to the Board to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Shri Anil Bhargava subject to the same being in conformity with the provisions of Schedule XIII of the Companies Act, 1956 for the time being in force and that the Board be and is hereby authorized to take such steps as would be expedient or desirable to give effect to this resolution including obtaining of the approval of the Central Government, if so required."

10. **"RESOLVED** that in accordance with the provisions of sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as may be necessary, the Company hereby accords its approval to the re-appointment of Shri Surinder Raj Pahwa as Whole-time Director of the Company for a period of three years with effect from 01.08.2009 on the terms and conditions as set out in the explanatory statement.

RESOLVED FURTHER that the terms of the said appointment as set out in the Explanatory Statement submitted to this meeting is hereby specifically sanctioned with liberty to the Board to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Shri Surinder Raj Pahwa subject to the same being in conformity with the provisions of Schedule XIII of the Companies Act, 1956 for the time being in force and that the Board be and is hereby authorized to take such steps as would be expedient or desirable to give effect to this resolution including obtaining of the approval of the Central Government, if so required."

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

SD/-
(SURENDER KUMAR GUPTA)
CMD

Place: New Delhi.
Date: 31.07.2009



AMCO INDIA LIMITED

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 Friday, 18th Sept, 2009 to Friday, 25th Sept., 2009 (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 five 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 reappointed 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 Center at its Corporate Office, Noida. Shareholders may contact this center at the under-mentioned address for any assistance:-

The Company Secretary

Investor Communications Center

Amco India Limited Corporate Office

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

Tel:- 0120-4601500, 2583729-30 Fax:- 0120-4601548

E-mail (General) :- amco.india@yahoo.in

(Investor Communications) :- investorcomm_amco@rediffmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 5 :-

Under Section 293(1) (a) & (d) of the Companies Act, 1956, the Board of Directors cannot except with the consent of the company in general meeting, create charge or mortgage the property for borrowing moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for specific purpose.

At the Annual General Meeting of the company held on 27th day of September, 2006, the shareholders had authorised the Board of Directors to borrow money upto rupees 100 crores at any time in excess of the aggregate of the paid-up capital of the Company and its free reserves as per Sec 293 (1) (d). Further Authority to the Board is required for creation of charge and Mortgage on the moveable and immovable property of the company under Sec 293 (1) (a), in continuation of the authority earlier given for borrowing under sec 293 (1) (d).

Accordingly, the sanction of the shareholders, of the Act is being requested to enable the Directors for creating charge, or mortgage or otherwise to dealt with the Company's property



AMCO INDIA LIMITED

ITEM NO. 6, 7, 8, 9 & 10:-

The Company had appointed Shri Surender Kumar Gupta on 01.09.2006 as Managing Director for a period of three years. Board has to re-appoint him as Managing Director for a further period of three year starting from 01.08.2009. However his current tenure will expire on 30.08.2009, but it has been advised to amend his present contract and re-appoint him further for a further period of 3 years starting from 01.08.2009. Their re-appointment and remuneration as set out below is subject to the approval of the shareholders for which purpose, the resolution, as set out in the Notice is proposed.

Other Four Whole Time Directors namely, Mr. Rajeev Gupta, Mr. S.C. Goyal, Mr. Anil Bhargava, & Mr. Surinder Raj Pahwa have also been appointed further for a period of three years in the AGM held on 27/09/2006 for a period of three years which expires on 31.07.2009. Therefore Board of Directors in their meeting, held on 31.07.2009, also appointed all the four Whole Time Directors for a further period of three years starting from 01.08.2009. Their re-appointment and remuneration as set out below is subject to the approval of the shareholders for which purpose, the resolution, as set out in the Notice is proposed.

Salary (per month)

Shri Surender Kumar Gupta	:- Rs. 2,00,000/- (For three years)
Shri Rajeev Gupta	:- Rs. 1,50,000/- (For three years)
Shri S.C. Goyal, Shri Anil Bhargava, Shri Surinder Raj Pahwa	:-Rs. 90,000/- (Grade Rs. 90,000-10,000-1,10,000)

HRA :- 25% of Salary

Commission:-

At the rate of 0.60% and 0.40% to Shri Surender Kumar Gupta and Shri Rajeev Gupta, respectively, on the turnover exceeding Rs. 50 Crores subject to a maximum as may be laid down by the Board of Directors from time to time.

Perquisites:-

- (i) Gratuity as per the laws applicable from time to time.
- (ii) Leave with full pay as per Company Rules and encashment of unavailed leave allowed at the end of tenure.
- (iii) Free furnished residential accommodation with gas, electricity, water and furnishings or unfurnished decomposition with gas, electricity and furnishings or house rent allowance in lieu thereof together with house maintenance allowances.
- (iv) Reimbursement of medical expense including hospitalization, nursing home & surgical charges for himself & family.
- (v) Reimbursement of actual traveling expenses for proceeding on leave to any place in India and / or abroad and return there from in respect of himself and family.
- (vi) Reimbursement of servant's salary subject to a max. of two servants on a salary of upto Rs. 3,000/- per servant per month.
- (vii) Reimbursement of membership fees for clubs.
- (viii) Group Personal accident insurance policy in accordance with the policies of the company.
- (ix) Free use of Company's car for Company's work as well as for personal purposes along with driver.
- (x) Telephone at residence at Company's cost:

The above shall be subject to overall ceiling of remuneration stipulated in section 198 and 309 of the Companies Act, 1956.

Provided that in the event of absence or inadequacy of profits in any financial year, the aforesaid remuneration be paid to them subject to the overall ceilings laid down in Section II of Part II of Schedule XIII of the Companies Act, 1956.

The term of re-appointment of Shri Surender Kumar Gupta, Shri S. C. Goyal, Shri Rajeev Gupta, Shri Anil Bhargava and Shri Surinder Raj Pahwa has been revised for a period of three years which shall take effect from 01.08.2009, respectively.

The draft agreement between the Company and Shri Surender Kumar Gupta, Shri Rajeev Gupta, Shri Anil Bhargava, Shri Surinder Raj Pahwa, and Shri S. C. Goyal is available for inspection by the members at Corporate Office of the Company situated at C-53, 54 Sector-57, Noida, Uttar Pradesh between 11.00 a.m. to 1.00 p.m. on any working day except holidays.

The above may also be treated as an abstract u/s 302 of the Companies Act, 1956.

The Agreement may be terminated by either party by giving to the other three months prior notice in writing.

Respective Director is deemed to be interested in the resolution related to him.

The directors recommend the resolution for approval by the members.



AMCO INDIA LIMITED

DIRECTOR'S REPORT

TO THE MEMBERS,

Your Directors are pleased to present the 22nd Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2009.

FINANCIAL RESULTS:

	(Rupees in Lacs)	
Particulars	2008-2009	2007-2008
Gross Sales	10253.36	10236.48
Gross Profit after interest but before depreciation & taxation	266.09	210.12
Depreciation	156.58	151.05
Net Profit before taxation	109.51	59.07
Provision for Taxation	21.65	12.21
Provision for Deferred Tax	4.36	16.45
Net Profit for the year	83.50	30.42
Balance brought from last year	1440.50	1410.07
Net Profit available for appropriation	1524.00	1440.49

OPERATIONS:

During the year, the turnover of the company has increased from Rs 9031.37 Lacs in F.Y.2007-08, to 9230.35 in the Current Financial year 2008-09. In conjunction the PBT (Profit before Tax) of the company has also increased from Rs.59.07 Lacs in previous F.Y. to Rs. 109.51 in the current F.Y. and PAT (Profit after Tax) has also increased from Rs.30.42 Lacs in F.Y.2007-08 to 83.50 Lacs in F.Y.2008-09, showing an increase of 63.57% over the previous year.

HEALTH, SAFETY AND ENVIRONMENT

Health, Safety and Environment are always the prime areas of concern for the company. Compliance with relevant regulation and effective management of these issues is an integral part of the company's operating philosophy. All the plants have a well-equipped first aid room for catering the emergency needs of the company.

INVESTMENT AND INVESTMENT IN FIXED ASSETS

During the year 2008-09, Company has made investment in Fixed Assets. It has installed a new Boiler at its PVC Division, Noida replacing the old boiler for manufacturing of PVC Sheets. It is intended by your board, that this new boiler will be more cost effective as its main fuel is quite cheap as compare to old boiler. In addition to that company has planned to import the machinery for manufacturing of Non Woven Fabrics to increase the capacity of present activity. Company has already placed the order from China. Value of Machinery will be approx. 4 Crore for which Axis Bank has sanctioned the Term Loan of Rs. 2 Crore. Balance Funds to be invested from internal accruals of the company & unsecured Loan of Directors and their relatives.

DIVIDEND

Because of the investment as mentioned above, by the company in Fixed Assets, Board do not recommend dividend for the year ended on 31st March, 2009.

DIRECTORS

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

Re-appointment was due for Mr. Surender Kumar Gupta (CMD) w.e.f. 01.09.2009 & for Mr. Rajeev Gupta (WTD), Mr. S.C.Goyal (WTD), Mr. Anil Bhargava (WTD), and Mr. Surinder Raj Pahwa (WTD) w.e.f. 01.08.2009 All the directors were re-appointed in the Board Meeting held on 31.07.2009 for a period of 3 years starting from 1.08.2009. All the necessary information related to remuneration etc has been provided in the explanatory statement with the Notice.

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:

- 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.2008-09;
- 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.2008-09;
- 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.2008-09; and
- That the annual accounts have been prepared on a going concern basis during the F.Y.2008-09.

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 & FOREIGN EXCHANGE EARNINGS & 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 reappointment. 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.

PUBLIC DEPOSITS

The Company has not invited/accepted any deposits from the public with in the meaning of Section 58A of the Companies Act, 1956 and rules made there under.

INDUSTRIAL RELATIONS

Relation with the employees remained cordial throughout the year. Your Board places on record appreciation for the efforts and enthusiasm shown by employees at all levels.

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

PLACE: NEW DELHI

DATE : 31.07.2009



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	2008-09	2007-08
1 Electricity		
(a) Purchased		
(i) Unit (Kwh)	6487361	6598046
(ii) Amount (Rs. in Lacs)	300.60	290.52
(iii) Rate (Rs. / Unit)	4.62	4.40
(b) Own Generated through D G Set		
(i) Unit (Kwh)	1166055	1340415
(ii) Rate (Rs. / Unit)	10.59	9.33
2 LDO		
(i) Quantity (K. Ltr.)	457.33	579.42
(ii) Amount (Rs. in Lacs)	167.87	167.15
(iii) Rate (Rs. / Ltr.)	36.71	28.84
3 Other / Internal Generation	N.A.	N.A.
B CONSUMPTION PER UNIT OF PRODUCTION		
PVC Films / Sheetings & Aluminium Foil		
1 Electricity (Kwh / Kg)	0.91	0.84
2 L.D.O (Ltr. / Kg)	0.05	0.06

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 neither 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

	2008-09	2007-08
Foreign Exchange Earning (Rs. in lacs)	46.87	316.64
Foreign Exchange Outgo (Rs. in Lacs)	999.42	456.60

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 provision of the code of conduct during the Financial Year 1st April 2008 to 31st March 2009.

Place: - New Delhi
Date: - 31st July 2009

SD/-
(Surender Kumar Gupta)
CMD



AMCO INDIA LIMITED

AUDITORS' CERTIFICATE

ANNEXURE TO DIRECTOR'S 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, 2009, 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, 2008 to March 31st, 2009, 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: 30.06.2009

SD/-
VIJAY V. KALE
Partner

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY

The Company believe that good Corporate Governance practices enables the management to direct and control the affairs of the company in an efficient manner and to achieve the company's goal to maximizing values of its stake holders. The company will continue to focus its resources, strength, and strategies, to achieve its vision of becoming a globally, upto standard manufacturing company, while upholding the core values of transparency and integrity, which are fundamental to company.

COMPLIANCE WITH CLAUSE 49 OF THE LISTING AGREEMENT

The shares of AMCO INDIA LTD. are 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 Six times during the year under report on the following dates:
30.06.2008, 31.07.2008, 31.10.2008, 19.01.2009, 31.01.2009, & 31.03.2009

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)	
			25 th Sept. 2008		Member	Chairman
Sh. Surender Kumar Gupta	Promoter Managing Director	6	Yes	3	.....	.....
Sh. Rajeev Gupta	Promoter Executive Director	6	Yes	3	.....	.....
Sh. S. C. Goyal	Non-Promoter Executive Director	6	Yes	2	.....	.....
Sh. Anil Bhargava	Non-Promoter Executive Director	6	Yes	.....	.....	.....
Sh. S. R. Pahwa	Non-Promoter Executive Director	6	Yes	1	.....	.....
Sh. D. K. Gupta	Independent Non-Executive Director	6	Yes	3	.....	.....
Sh. Subash Bansal	Independent Non-Executive Director	6	Yes	5	.....	.....
Sh. Dharam Pal Aggarwal	Independent Non-Executive Director	6	Yes	1	.....	.....
Sh. Neeraj Gupta	Independent Non-Executive Director	6	Yes	6	.....	.....
Sh. Rakesh Gupta	Independent Non-Executive Director	6	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'.
3. Sh. Surender Kumar Gupta S/o Late Shri Ram Prasad aged 65 years is a Promoter cum Director of the company since incorporation. He is a graduate from Delhi University, Delhi and since 1987 he has been into the Business of PVC Films and Sheetings. He is also at the Board of 3 other non listed Private Limited Companies.
4. Sh. S.C. Goyal S/o Shri Ram Dayal Goyal aged 56 years is a fellow member of the Institute of Chartered Accountants of India. In addition to that he also posses a Law Degree from Agra University. He is associated with the company since 1994 and delivering his expert knowledge in the matter related with Finance and Accounts. He is also serving the Audit Committee and Shareholder's committee. He is also serving as a director in two other company.
5. Shri Rajeev Gupta aged 41 years holds experience of fifteen years in the areas of PVC Films & Sheetings and Aluminum Foils. He is also serving company's remuneration committee. Apart from this company he is also serving as a director in 3 other non listed companies.
6. Shri Anil Bhargava aged 57 years is B.E. (Mech) holding experience of twenty seven years in the field of PVC Films & Sheetings and Aluminum Foils. Presently is not serving in the boards of any company.
7. Shri Surinder Raj Pahwa aged 70 years is B.E. (Elect & Mech) holds experience of forty five years in the field of Plastic industries especially in the areas of PVC Films & Sheetings & Foam Lamination and presently is serving in the boards of Poly laminations Pvt. Ltd. He is a member of 'Transfer and Shareholders / Investors Grievance Committee' of the 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, 2009. 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)