

**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.  
Ph:- 011-25761916,25716777

**REGISTRAR & SHARE TRANSFER AGENT**

Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3<sup>rd</sup> Floor, 99, Madan Gir,  
Behind Local Shopping Centre,  
Dada Harshukdas Mandir, New Delhi –110062  
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, N.Delhi-110019

**E-MAIL ID:-****GENERAL:-**

amco.india@ymail.com

**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, (U.P) – 201307  
Ph.:- 0120-4601500,2583729-30

Fax:- 0120-4601548

**WORKS****UNIT – I**

C-53 & 54, Sector-57, NOIDA, (U.P) – 201307  
Ph.:- 0120-4601500, 2583729-30  
Fax:- 0120-4601548

**UNIT – II**

7<sup>th</sup> Milestone, Bhiwadi-Alwar Highway,  
Bhiwadi, Distt. Alwar, RAJASTHAN  
Fax:- 01493-298030,298327  
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

## **NOTICE**

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the Members of the Company AMCO INDIA LTD. will be held on Saturday, 24<sup>th</sup> day of September, 2011 at Hindi Bhawan, 11 Vishnu Digamber Marg, Rauz Avenue, New Delhi-110002 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, 2011 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. Subhash Bansal 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.

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

Place: New Delhi.  
Date: 30.07.2011

Sd/-  
(SURENDER KUMAR GUPTA)  
CMD

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### **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 Saturday, 17<sup>th</sup> Sep, 2011 to Saturday, 24<sup>th</sup> Sept, 2011 (both days inclusive).
4. Members who are holding shares in identical order of names in more than one folio 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 having any questions on accounts are requested to send them atleast five days before the meeting to enable the company to collect the relevant information.
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. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of attorney authorizing their representative to attend and vote at Annual General Meeting.
11. Shareholders who hold shares in Physical form are requested to intimate change in address to our Registrar and Transfer Agent and the shareholders holding shares in demat form are requested to intimate any change in address to their DP and not to the RTA.

12. 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@ymail.com

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

## DIRECTOR'S REPORT

To  
THE MEMBERS,

Your Directors are pleased to present the 24<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March 2011.

### FINANCIAL RESULTS:

(Rupees in Lacs)

Particulars	2010-2011	2009-2010
<b>Gross Sales</b>	13084.96	11606.59
Gross Profit after interest but before depreciation and taxation and Exceptional Items	300.03	646.41
Depreciation	194.66	172.74
Profit before Exceptional Items & Tax	105.37	473.67
Exceptional Item	37.16	(6.31)
Net Profit before Taxation	142.53	467.36
<b>Tax Expenses</b>		
Income Tax (Incl. FBT)	4.72	1.85
Provision for Taxation	39.07	100.00
Deferred Tax	21.24	58.09
<b>Net Profit After Tax</b>	77.50	307.42

### OPERATIONS:

Due to Competition in Market, Company could not increase price of finished goods in continuation of Increase in Raw Material therefore it has resulted in slowing down the profit of the Company.

During the year, the turnover of the company has increased from Rs 10760.59 in F.Y. 2009-2010 to Rs. 11929.28 in the Current Financial year 2010-11. But the profit before tax of the company has slowed down from Rs. 467.36 in F.Y. 2009-10 to 142.54 in the current F.Y. and Profit after Tax has also decreased from Rs.307.42 Lacs in previous year to Rs. 77.50 in current financial year showing a decrease of 74.79 % in profits.

### 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 EXPANSION IN FIXED ASSETS**

No New Investment has been made by the Company during the last year.

## **DIVIDEND**

Because of slowing down of profit by 74% as compared to last year, Board do not recommend dividend for the year ended on 31<sup>st</sup> March, 2011.

## ***DIRECTORS***

In accordance with the provisions of the Companies Act, 1956 and the Company's Article of Association, Sh. Subhash Bansal and Shri Rakesh Gupta retire by rotation and are eligible for re-appointment.

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

## ***CORPORATE GOVERNANCE***

As required by the clause 49 of the Listing Agreement with Stock Exchange, a Corporate Governance Report, a Management Discussion and Analysis Report, and the Certificate of the Auditors of the Company regarding compliance of conditions of Corporate Governance are made a part of the Annual Report

The Company has framed a Code of Conduct for all its Board Members and senior Management Personnel of the Company who have affirmed compliance thereto. The said code of conduct has been posted on the Company's website. The Declaration to this effect signed by the CEO is made part of the Annual Report.

## **DIRECTORS RESPONSIBILITY STATEMENT/ DISCLOSURE OF ACCOUNTING TREATMENT**

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. 2010-11;
- 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. 2010-11;
- 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. 2010-11; and
- d) That the annual accounts have been prepared on a going concern basis during the F.Y. 2010-11.

## **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 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/-

PLACE: NEW DELHI  
DATE : 30.07.2011

(SURENDER KUMAR GUPTA)  
CMD

## 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.

	2010-2011	2009-2010
<b>(A) POWER &amp; FUEL CONSUMPTION</b>		
<b><u>1. ELECTRICITY</u></b>		
<b>(a) Purchased</b>		
Unit (Kwh)	7,668,378	8,260,622
Amount (Rs. In Lacs)	393.55	393.38
Unit Rate (Rs./Unit)	5.13	4.76
<b>(b) Generated</b>		
Unit (Kwh)	500,917	842,188
Unit Rate (Rs./Unit)	11.80	10.60
<b><u>2. BREQUITS</u></b>		
Quantity (Kg.)	1,487,167	865082
Amount (Rs. In Lacs)	81.79	48.25
Rate (Rs./Kg.)	5.50	5.57
<b><u>3. LPG</u></b>		
Quantity (Kg.)	23,915	-
Amount (Rs. In Lacs)	10.87	-
Rate (Rs./Kg.)	45.45	-
4. Other/Internal Generation	N.A.	N.A.
<b>(B) CONSUMPTION PER UNIT OF PRODUCTION</b>		
1. Electricity (Kwh/Kg. of Prod.)	0.80	0.91
2. Brequits (Kg./kg. of Prod.)	0.15	0.09
<b>FOREIGN EXCHANGE EARNING AND OUTGO</b>		
Foreign Exchange Earning (Rs. In Lacks)	274.39	219.43
Foreign Exchange Outgo (Rs. In Lacks)	1021.61	1379.07

## **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**

	<b>2009-10</b>	<b>2009-10</b>
Foreign Exchange Earning (Rs. in lacs)	274.39	219.43
Foreign Exchange Outgo (Rs. in Lacs)	1021.61	1379.07



## **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 1<sup>st</sup> April 2010 to 31<sup>st</sup> March 2011.

Place: - New Delhi  
Date: - 30<sup>th</sup> July 2011

SD/-  
(Surender Kumar Gupta)  
CMD

### **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 31<sup>st</sup> March, 2011, 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>, 2010 to March 31<sup>st</sup>, 2011, 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: 31.05.2011

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 for 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 Nine times during the year under report on the following dates:

31.05.2010, 28.07.2010, 31.07.2010, 30.10.2010, 29.11.2010, 10.12.2010.17.01.2011, 20.01.2011 ,& 29.01.2011

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.