



CORPORATE INFORMATION

BOARD OF DIRECTORS

SH. SURENDER KUMAR GUPTA
SH. RAJEEV GUPTA
SMT. VIDHU GUPTA
SH. DHARAM PAL AGGARWAL
SH. RAKESH GUPTA
SH. NEERAJ GUPTA

Managing Director
Director cum CFO
Whole Time Director
Director
Director
Director

COMPANY SECRETARY

MS. AAYUSHI GUPTA

REGISTERED OFFICE

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

STATUTORY 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

CORPORATE OFFICE

C-53 & 54, Sector - 57, NOIDA - 201 307 (U.P.)
Ph. : 0120-4601500, 2583729-30
Fax : 0120-4601548

SECRETARIAL AUDITORS

BINDAL ANUBHAV & ASSOCIATES
Company Secretaries
306, Raison Armor Homes, Ahinsa Khand-II,
Indirapuram, Ghaziabad-201014 (U.P.)

WORKS

Unit - I

C-53 & 54, Sector - 57, NOIDA - 201 307 (U.P.)
Ph. : 0120-4601500, 2583729-30
Fax : 0120-4601548

INTERNAL AUDITORS

ANIL MAHESHWARI & ASSOCIATES
Chartered Accountants
Habans Market, 2nd Floor, Chamber No. 212,
Atta, Sector-27, Nodia - 201301

Unit - II

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

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

amco.india@gmail.com

INVESTOR COMMUNICATIONS

investorcommamco@gmail.com

WEBSITE

www.amcoindialimited.com

INDEX	
Notice of AGM	2
E-Voting Instruction Kit	6
Director's Report	8
Annexure to Director's Report	9
Auditor's Certificate	10
Corporate Governance Report	11
Management Discussion & Analysis Report	17
CEO Certification	19
Auditor's Report	20
Annexure to Auditor's Report	21
Balance Sheet	23
Profit & Loss Account	24
Notes to Balance Sheet	25
Notes to Accounts	36
Cash Flow Statement	46



NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of the Company AMCO INDIA LIMITED will be held on Tuesday, the 24th day of September, 2014 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 of the Company as on 31st March, 2014 and Profit and Loss Account for the year ended on that date and the Auditor's Report thereon and the report of the Directors.
2. Appointment of Auditors.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time, M/s. V. V. Kale & Co., Chartered Accountants (Firm Regn. No. 000897N), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of Thirtieth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

3. To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 160, 188, 196, 197 read with Schedule V of Companies Act 2013, rules made thereunder and other applicable provisions, if any, consent of the members be and is hereby accorded for appointment of Mrs. Vidhu Gupta (DIN 00026934) as Whole – Time Director of the Company with effect from 01.08.2014 for the period of Three Years with the overall remuneration of Rs. 2,40,000/- per annum

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter, vary and modify the terms of said appointment in such manner as may be agreed to between the Board and Mrs. Vidhu Gupta, subject to conformity with the aforesaid resolution

RESOLVED FURTHER THAT Mr. Surender Kumar Gupta, Managing Director of the Company be and is hereby authorized to file necessary forms and documents with the Registrar of Companies and to do such other acts, deeds and things as he may deem expedient, desirable and necessary to give effect to the above resolution."

Place: New Delhi.
Date: 30.07.2014

Registered Office :
10795, Shop No. 7, GF, Jhandewalan Road,
Rexine Bazar, Nabi Karim, New Delhi-110055
CIN L74899DL1987PLC029035
Email : amco.india@ymail.com

By Order of the Board of Directors
For AMCO INDIA LIMITED
SD/-
(SURENDER KUMAR GUPTA)
Managing Director



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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

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. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 22nd September, 2014 to Wednesday, 24th September, 2014** (both days inclusive).
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.
4. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days and business hours of the Company, upto the date of the Annual General Meeting.
5. A Member eligible to vote will exercise his/her voting power by e-voting, at the e-voting platform of CDSL (www.evotingindia.com) for all the business provided in the notice to be transacted at the 27th AGM of the Company. Please refer Page 6 for e-voting instructions.
6. **The E-voting period shall commence on 18th September, 2014 (10.00 a.m.) and ends on 20th September, 2014 (06.00 p.m.)**
7. Members holding shares in Demat form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to our Registrar & Transfer Agent.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in Demat form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
Members holding shares in physical form can submit their PAN details to our Registrar & Transfer Agent.
9. In case of appointment/re-appointment of the Directors, a brief resume containing details of the concerned Directors is annexed to this notice for the information of members.
10. Members are requested to
 - a) send their queries, if any, to reach the Company's Corporate Office atleast five days before the meeting to enable the company to collect the relevant information.
 - b) Bring their copy of the Annual Report at the meeting.

11. 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) :- investorcommamco@gmail.com



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

Smt. Vidhu Gupta (DIN 00026934) has been appointed as Whole – Time Director of the Company for a period of three years w.e.f. 01/08/2014 consequent upon the compliance of provisions of Section 149, 160, 196, 197 of Companies Act, 2013 and other applicable provisions.

Smt. Vidhu Gupta was appointed as an Additional Director under Section 161 of the Companies Act, 2013 w.e.f. 30/07/2014. Company has received a consent from Mrs. Vidhu Gupta to act as a Director in Form DIR – 2 pursuant to Rule 2 of Companies (Appointment and Qualification of Directors) Rules, 2014. She is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013.

Brief resume of Smt. Vidhu Gupta alongwith her shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided below.

Accordingly the Board of Directors recommend the resolution set out in this item for your approval. None of the Directors, except Smt. Vidhu Gupta is concerned or interested in this resolution.

By Order of the Board of Directors
For AMCO INDIA LIMITED
SD/-
(SURENDER KUMAR GUPTA)
Managing Director

Place: New Delhi.
Date: 30.07.2014

ANNEXURE TO THE STATEMENT

(Refer Item No.3)

Statement required under Part II Section II Under Second Proviso to (B) of Schedule V of Companies Act, 2013 for Item No. 3 of the Notice of A.G.M.

I. General Information

1. Nature of Industry : Manufacturing
2. Date or Expected Date of Commencement of Commercial Production : Since 1991
3. In case of new Companies, Expected date of commencement Of activities as per project Approved by the financial Institutions appearing in the Prospectus : N.A.
4. Financial Performance based on Given indicator:

(Rs. In Lacs)

PARTICULARS	2013-2014	2012-2013	2011-2012
Revenue from Operations	6253.78	8148.08	15327.66
Profit after interest but before depreciation & taxation	(171.74)	229.17	381.75
Depreciation	105.72	191.12	197.98
Profit before exceptional Items & Tax	(277.46)	38.05	143.75
Exceptional Items	0.00	0.00	0.28
Net Profit before Taxation	(277.46)	38.05	144.04
Net Profit after Taxation	(333.17)	53.09	104.31
Equity Share Capital	411.00	411.00	411.00
Reserves & Surplus	2432.83	2355.00	2301.91



5. Foreign Investments or Collaborations, if any : NIL

II. Information about the appointee:

A) Mrs. Vidhu Gupta

- 1. Background Details, job profile and suitability:** Mrs. Vidhu Gupta has graduated with Bachelor of Arts (B.A) from Delhi University. She is a young woman with great calibre in exercising power in Corporate works. Due to her intimate knowledge that she had from her qualification, she has shown her willingness to join the promoter Company "Amco India Limited" with a view to hold a position among other Directors on the Board of the Company. She shall be looking after day to day affairs of the Company and formation of strategies for its fruitful implementation on Company's projects. She is also holding Directorship in other associate company of "AMCO INDIA LIMITED".
- 2. Past Remuneration:** N.A.
- 3. Recognition or Awards:** N.A.
- 4. Remuneration Proposed:**
Salary : Rs. 2,40,000/- per annum
- 5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**
Information on Comparative remuneration profile of a Company of similar size and nature of business is not available.
- 6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**
 - Shareholding in the Company is 173053 shares i.e. 4.21% of the total paid up share capital.
 - Mrs. Vidhu Gupta is spouse of Mr. Rajeev Gupta, Director cum CFO of the Company.

III. Other Information:

Reasons of Loss or Inadequate Profits

Not Applicable

Steps taken or proposed to be taken for improvement

Not Applicable

Expected Increase in Productivity and Profits in measurable items

Not Applicable

IV. Disclosures:

Details for remuneration for Mrs. Vidhu Gupta are as mentioned in Item No. 3 of the statement annexed to the Notice of A.G.M.



E-VOTING INSTRUCTION KIT

Pursuant to the provisions of Section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Members are requested to cast their votes electronically on all resolutions set forth in the Notice convening the 27th Annual General Meeting to be held on Wednesday, 24th September, 2014 at 11.00 a.m. The Company has availed the services of Central Depository Services (India) Limited (CDSL) for e-voting facility. Members are requested to follow the instructions detailed below to cast their vote electronically.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “AMCO INDIA LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<div>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat share holders as well as physical shareholders)</div> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters in CAPITAL letters eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	<div>Enter the the Date of Birth as recorded in your account or in the company records for the said demat account or folio in dd/mm/yyyy format.</div>
Dividend	<div>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</div> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field.



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Amco India Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 18th September, 2014 (10.00 a.m.) and ends on 20th September, 2014 (06.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) The Company has appointed Mr. Anubhav Bindal, Practising Company Secretary to scrutinize the e-voting process in a fair and transparent manner.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com



DIRECTOR'S REPORT

TO THE MEMBERS,
Your Directors are pleased to present the 27th Annual Report on the performance of the Company for the financial year ended 31st March 2014 along with the Audited Accounts of the Company.

FINANCIAL RESULTS:

Particulars	(Rupees in Lacs)	
	2013-2014	2012-2013
Gross Sales	6253.78	8148.08
Gross Profit after interest but before depreciation & taxation & Exceptional items	(171.74)	229.17
Depreciation	105.72	191.12
Profit before Exceptional Items & Tax	(277.46)	38.05
Exceptional Item	-----	-----
Net Profit before Taxation	(277.46)	38.05
Tax Expenses		
Provision for Taxation	43.11	(23.10)
Deferred Tax	12.60	8.06
Net Profit after Tax	(333.17)	53.09

BUSINESS PERFORMANCE:

The Financial Year 2013-14 pose less favourable position to the Company as due to recession in business, the Company suffered a loss with sales turnover of Rs. 6253.78 Lacs as compared to Rs. 8148.08 Lacs in previous year. In addition to it profit after tax of the company has also been tumbled from Rs. 53.09 Lacs in F.Y. 2012-13 to Rs. (333.17) Lacs in the Current F.Y. 2013-14.

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.

ALLIANCES FOR DIVERSIFICATION THROUGH JOINT VENTURE

As disclosed in last Annual Report that Amco India Limited has entered into a Memorandum of Understanding with M/s. Krish Infrastructures Private Limited for construction and development of Housing Projects in the Profit Sharing Ratio of 60:40 respectively between M/s. Krish Infrastructures Private Limited & Amco India Ltd., currently the flats are under construction stage and the Company will be able to fetch any profit not before than a year or so.

DIVIDEND

Due to operating losses, Board do not recommend dividend for the financial year ended 31st March, 2014.

MATERIAL CHANGES IN BOARD OF DIRECTORS

During the year under review, there are no changes in the Board of Directors of the Company. In matching requirements of Companies Act, 2013 certain changes have been made in Board composition and in meeting due compliance with the provisions of Section 203 read with Rule 8 of Chapter 13 (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Mr. Rajeev Gupta, Whole-time Director of the Company has been assigned an additional charge of Chief Financial Officer (CFO) of the Company vide the resolution passed with majority in Board Meeting held on 30th Day of July, 2014.

In compliance of Second Proviso to Section 149(1) and Sections 160, 196, 197of Companies Act, 2013 read with Rule 3 of (Appointment and Qualification of Directors) Rules, 2014 Mrs. Vidhu Gupta has been appointed as Woman Director (Whole-Time Director) on the Board of the Company. Her appointment is effective from 01-08-2014 subject to approval of shareholders in general meeting.

CORPORATE GOVERNANCE

Your Company is committed to benchmarking itself with global standards for providing good Corporate Governance. It has put in place an effective Corporate Governance System which ensures that the provisions of Clause 49 of the Listing Agreement with Stock Exchange are duly complied with. A Corporate Governance Report, a Management Discussion and Analysis Report, together with the Certificate of the Auditors of the Company regarding compliance of conditions of Corporate Governance had made a part of the Annual Report.

Company has a proper mix of Executive and Non-Executive Directors on Board in pursuant to meet the requirements of Listing Agreement. Company has also obtained declarations from Independent Directors under Section 149(7) regarding their eligibility to be independent on Board.

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 CMD is made part of the Annual Report.

VIGIL MECHANISM

In July, 2014 the Board adopted the Vigil Mechanism that adopts Global best practices. We have established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our code of conduct or ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism, and allows direct access to the Chairperson of the Audit Committee in exceptional cases, We further affirm that no employee has been denied access of the Audit Committee during fiscal year 2014.

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 read with requirements set out under Schedule VI to the Companies Act, 1956 have been followed & that there are no material departures from the same during the F.Y. 2013-14;

- 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. 2013-14;
- c) That Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities during the F.Y. 2013-14; and
- d) That the annual accounts have been prepared on a going concern basis during the F.Y. 2013-14.

PARTICULARS OF EMPLOYEES

As per the information required U/s 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, no disclosure is required to be made as no employee is receiving salary exceeding Rs. 5,00,000 p.m. or Rs. 60,00,000 yearly.

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.

STATUTORY AUDITORS

M/s V.V. Kale & Co. Chartered Accountants, Auditors of the company retire at the conclusion of forthcoming Annual General Meeting and, being eligible for re-appointment. Pursuant to provisions of Section 139 of the Companies Act, 2013 and the rules framed thereunder, it is proposed to appoint V. V. Kale & Co. as Statutory Auditors of the Company from the conclusion of forthcoming Annual General Meeting till the conclusion of Thirtieth Annual General Meeting to be held in the year 2017, subject to ratification of their appointment at every Annual General Meeting.

COST AUDITORS

In terms of Cost Audit Order No. 52/26/CAB-2010 dated 06th November 2012 issued by the Central Government through the Cost Audit Branch of the Ministry of Corporate Affairs and pursuant to the provisions of section 224(1B) read with section 233B of the Companies Act, 1956, M/s. Chandra Sharma & Co. (Registration No. 000358), Cost Accountants were appointed as the cost auditors of the Company for the year ending 31st March 2014.

Further the Compliance Report in respect of the financial year 2012-13 was filed by the Cost Accountant in the XBRL mode within the due date.

Although the appointment of M/s. Chandra Sharma & Co. as Cost Auditors of the Company for the Financial Year 2014-15 was made in Board Meeting held on 30.05.2014. As per Final (Cost Records and Audit) Rules, 2014 Cost Audit is not applicable on the Company.

INTERNAL AUDITORS

In compliance with Section 138 of Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, Mr. Anil Maheshwari, Chartered Accountants has been appointed as Internal Auditors of the Company in the Board Meeting held on 30.07.2014 to conduct Internal Audit for the Financial Year 2014-15.

SECRETARIAL AUDITORS

In compliance with Section 204 of Companies Act, 2013 M/s. Bindal Anubhav & Associates, Practising Company Secretaries has been appointed as Secretarial Auditors of the Company in the Board Meeting held on 30.07.0214 to conduct Secretarial Audit for the Financial Year 2014-15.

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

During the year under review, 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 continue to be peaceful and cordial throughout the year. Your Board believe that trained and motivated people determine the future augmentation of the Company. Your Board places on record appreciation for the efforts and enthusiasm shown by employees at all levels.

ACKNOWLEDGEMENTS

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. Your Directors would like to acknowledge and place on record their sincere 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 recognize and appreciate the dedication and hard work put in by the employees at all levels and their continued contribution to its progress.

For and on behalf of the Board of Directors
SD/-
(SURENDER KUMAR GUPTA)
Chairman

PLACE: NEW DELHI
DATE : 30.07.2014



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	2013-14	2012-13
1	Electricity		
(a)	Purchased		
	Unit (Kwh)	3346788.00	5143384.00
	Amount (Rs. in Lacs)	265.86	311.92
	Rate (Rs./Unit)	7.94	6.06
(b)	Generated		
	Unit (Kwh)	244754.20	625121.10
	Rate (Rs./Unit)	17.28	13.54
2	Briquets		
	Quantity (Kg.)	1157195.00	1589318.00
	Amount (Rs. in Lacs)	76.26	96.70
	Rate (Rs./Kg.)	6.59	6.08
3	LPG		
	Quantity (Kg.)	-----	-----
	Amount (Rs. in Lacs)	-----	-----
	Rate (Rs./Kg.)	-----	-----
4	Other / Internal Generation	N.A.	N.A.
B	CONSUMPTION PER UNIT OF PRODUCTION		
1	Electricity (Kwh/Kg. of Prod.)	0.58	0.93
2	Briquets (Kg/Kg. of Prod.)	0.21	0.21

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	2013-14	2012-13
	Foreign Exchange Earning (Rs. in lacs)	32.34	101.66
	Foreign Exchange Outgo (Rs. in Lacs)	212.02	429.46

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, 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 2013 to 31st March 2014.

Place:- New Delhi

Date:- 30.07.2014

SD/-
(Surender Kumar Gupta)
Managing Director



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, 2014, 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, 2013 to March 31st, 2014, 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: 30.05.2014

SD/-
VIJAY V. KALE
Partner

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY

The Company is fully committed to promoting and strengthening the principles of sound corporate governance norms through the adherence of highest standards of transparency, trust and integrity, performance orientation, responsibility and accountability, professionalism, social responsiveness, ethical business practices and commitment to the organization as a self discipline code for sustainable enrichment of value for stakeholders which include investors, directors, employees, suppliers, customers or the community in general. The Directors and employees have accepted a Code of Conduct that sets out the fundamental standards to be followed in all actions carried out on behalf of the Company.

COMPLIANCE WITH CLAUSE 49 OF THE LISTING AGREEMENT

The shares of AMCO INDIA LIMITED 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

Composition

The Board of Directors of the Company has a proper mix of Executive Directors and Non-Executive Directors. The Non-Executive Directors are accomplished professional and experienced people in their respective corporate fields.

The Present Board as on the date of this report includes Managing Director, Director cum CFO, Whole Time Director (Woman) and three Independent Non-Executive Directors.

The Board met Five times during the year under report on the following dates:
03.05.2013, 30.05.2013, 30.07.2013, 30.10.2013, 28.01.2014

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.