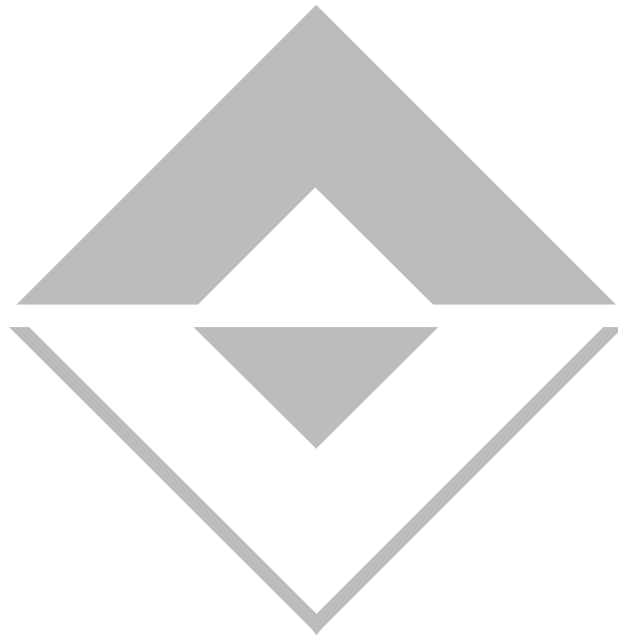




**AMCO INDIA LIMITED**



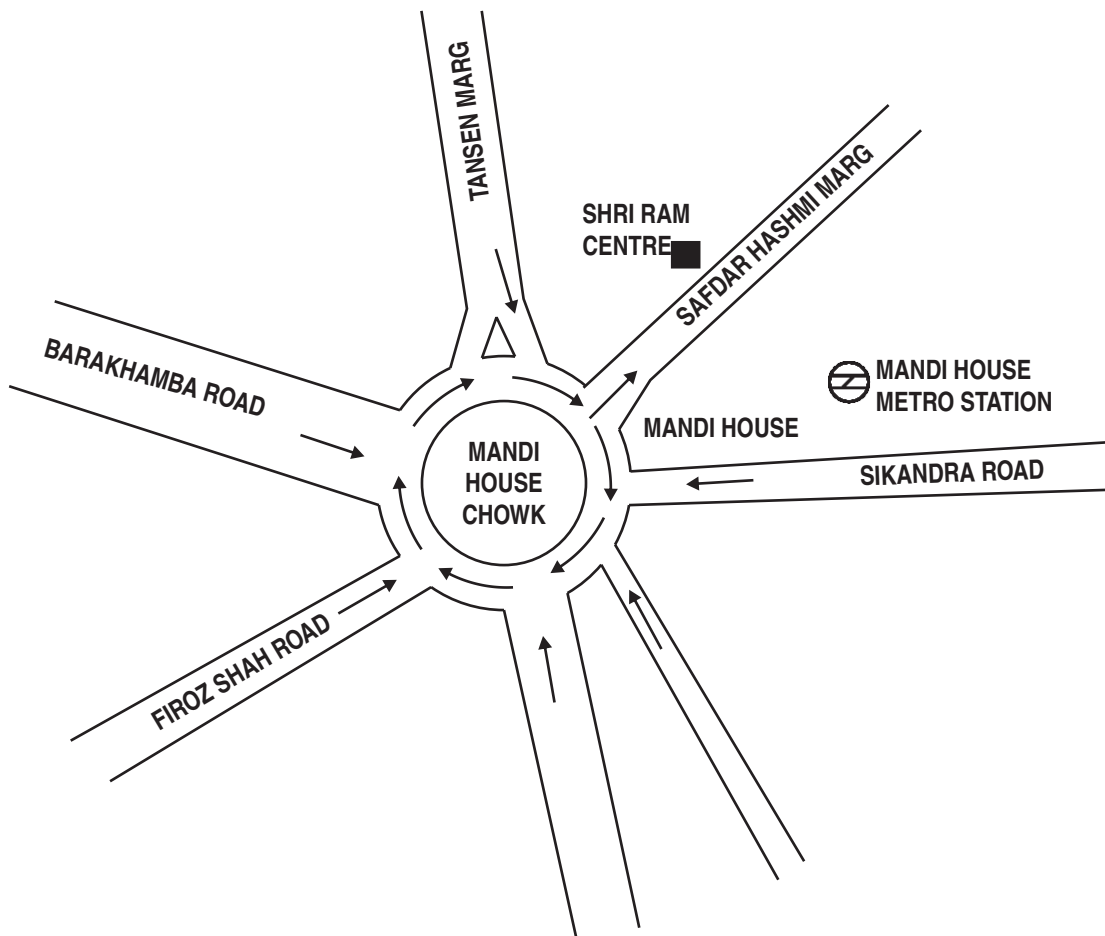
**29<sup>TH</sup> ANNUAL REPORT 2016**



ROUTE MAP OF THE VENUE OF 29TH ANNUAL GENERAL MEETING

Address of Venue : Shri Ram Centre (Auditorium),  
4, Safdar Hashmi Marg,  
Mandi House Chowk, New Delhi-110001

Nearest Land Mark  
MANDI HOUSE METRO STATION





CORPORATE INFORMATION

BOARD OF DIRECTORS

SH. SURENDER KUMAR GUPTA  
SH. RAJEEV GUPTA  
SMT. VIDHU GUPTA  
SH. DHARAM PAL AGGARWAL  
SH. KANWAL KUMAR  
SH. ANKIT AGGARWAL

Chairman & Managing Director  
Whole Time Director & CFO  
Whole Time Director  
Independent Director  
Independent Director  
Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

MS. PRIYANKA BENIWAL

REGISTERED OFFICE

10795, Shop No. 7, GF, Jhandewalan Road,  
Rexine Bazar, Nabi Karim, NEW DELHI - 55  
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

MOHIT BAJAJ & ASSOCIATES  
Company Secretaries  
72/1, Ground Floor, Govindpuri, Kalkaji,  
New Delhi - 110019

WORKS

Unit - I

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

INTERNAL AUDITORS

RAJESH ANURADHA & ASSOCIATES  
Chartered Accountants  
D-174, Gamma-I,  
Greater 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@ymail.com

INVESTOR COMMUNICATIONS

investorcommamco@gmail.com

WEBSITE

www.amcoindialimited.com

INDEX	
Map	1
Notice of AGM	3
Board's Report & Annexures	9
MDA Report-Annexure I	14
Auditor's Certification on Compliance-Annexure II	17
Secretarial Auditor Report-Annexure III	18
Particulars of Remuneraton: Annexure IV	21
Form No. MGT 9: Annexure V	23
Form No. AOC 2 (Extract of Annual Return): Annexure VI	31
Corporate Governance Report	33
Declaration on Annual Compliance of Code of Conduct	44
CFO & CEO Certification	45
Independent Auditor's Report	46
Annexure to Independent Auditor's Report	48
Balance Sheet	51
Profit & Loss Account	52
Cash Flow Statement	53
Notes to Balance Sheet	54
Notes to Accounts	60



## NOTICE FOR THE ANNUAL GENERAL MEETING

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of **AMCO INDIA LIMITED** (CIN : L74899DL1987PLC029035) will be held on Tuesday, the 27<sup>th</sup> day of September, 2016 at 11.00 a.m. at **Shri Ram Centre (Auditorium)**, 4, Safdar Hashmi Marg, Mandi House Chowk, New Delhi-110001 to transact the following business(s):

### ORDINARY BUSINESS

#### **1. Adoption of Financial Statements of the Company:**

To receive, consider and adopt the Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March 2016 and the Profit and Loss Account for the financial year ended on that date alongwith the Cash Flow statements, Note & Schedules appended thereto together with the Boards' Report and the Auditors' Report thereon and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 134 of the Companies Act 2013, the Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March 2016 and the Profit and Loss Account ended on that date alongwith the Cash Flow statements, Note & Schedules appended thereto for the Financial Year ended 31<sup>st</sup> March 2016 together with the Boards' Report and Auditors' Report thereon be and are hereby received, considered and adopted.”

#### **2. Re-appointment of Retiring Director:**

To consider and appoint a director in place of Mr. Rajeev Gupta (DIN : 00025410), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Mr. Rajeev Gupta (DIN: 00025410) who retires by rotation, and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company”.

#### **3. Ratification of the Statutory Auditor of the Company:**

To consider and if, thought fit to pass with or without modification(s) the following resolution for the ratification and fixation of the remuneration of the Statutory Auditor of the Company M/s V.V. Kale & Company, Chartered Accountants as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 139 and 142 and other applicable provisions of the Companies Act, 2013, if any, and the Companies “(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s V. V. Kale & Co., Chartered Accountants (Firm Regn. No. 000897N), 16A/20 W.E.A., Main Ajmal Khan Road, Karol Bagh, New Delhi- 110005 as the Statutory Auditors of the Company be & is hereby ratified and confirmed at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

Place: Noida, U.P.  
Date: 05.08.2016

By Order of the Board of Directors  
For AMCO INDIA LIMITED  
SD/-  
SURENDER KUMAR GUPTA  
Chairman & Managing Director  
DIN : 00026609  
C-53/54, Sector-57, Noida  
U.P. - 201307



## NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The relevant documents referred to in the accompanying Notice are being uploaded on the Company's website for perusal of the shareholders and shall also be available in physical at the Registered office of the Company on all working days during the business hours (10.00 am -6.00pm) and the copies shall also be made available at the Corporate office of the Company on all working days during the business hours (10.00 am -6.00pm) upto the date of Annual General Meeting.
5. The route map of the venue of the Annual General Meeting of the Company along with the prominent landmark for easy location is annexed to the Annual Report.
6. Members are requested to:-
  - i. bring their copy of Annual Report to the meeting. The Copies of the Annual Report will not be distributed at the Annual General Meeting.
  - ii. bring their copy of Attendance Slip, duly completed and signed, to the meeting.
7. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
8. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
10. The proxy form is also attached herewith which is required to be duly filled, stamped, signed and shall be deposited within the prescribed time period.
11. The Boards' Report, Auditors' Report and Audited Balance Sheet as at 31<sup>st</sup> March 2016 and the Profit and Loss Account alongwith the Cash Flow Statement for the financial year ended on that date are enclosed.
12. In terms of Section 152 of the Companies Act, 2013, Mr. Rajeev Gupta (DIN: 00025410), retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The relevant details as required under SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 entered into with the Stock Exchanges for person seeking re-appointment as Director under Item No. 2 are given in the Annual Report.



13. Pursuant to SEBI (LODR) Regulations 2015 and Sectretarial Standards on General Meeting the details of Directors seeking appointment/reappointment in the 29th Annual General Meeting scheduled on Tuesday, 27th September, 2016 is provided below:

Name of Director	Mr. Rajeev Gupta (DIN : 00025410)
Brief Reseume	Father's Name : Shri Surender Kumar Gupta Date of Birth : 20.08.1968
Experience	He has approximately 26 years of rich experience in the field of PVC Sheetings and is continuously working & related with the said field after 1990. He has been over the years engaged in the introduction of new technology & better means of production so as to enhance the performance of the PVC division of the Company.
Expertise in Specific Functional Areas	In the area of manufacturing of PVC Sheetings.
Qualification	Graduate
Board Memership of other Companies on 31st March, 2016	NIL
Chairman/member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2016 a. Audit committee b. Stakeholders Relationship Committee c. Other Committees	NIL
Number of Shares held of Amco India Limited	6,58,750
Relationship with other Directors	Mr. Rajeev Gupta is son of Mr. S. K. Gupta who is Chairman & Managing Director of the Company. He is also husband of Mrs. Vidhu Gupta, the Whole Time Director of the Company.

14. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 21<sup>st</sup> September, 2016 to Tuesday, 27<sup>th</sup> September, 2016 (both days inclusive) in connection with the ensuing Annual General Meeting.
15. 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 electronic 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 the Company.
16. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Electronic/Demat form, the nomination form may be filed with the respective Depository Participant.
17. Members holding physical shares in multiple folios in identical name are requested to send their share certificates to Company's Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited for consolidation.
18. In case of any query, Members are requested to send the same to the Company Secretary atleast 10 days before the date of the meeting so that information can be made available at the meeting.
19. Members are requested to note that no **GIFTS, GIFTS COUPONS, OR CASH IN LIEU OF GIFTS** shall be distributed at the meeting.
20. The entire Annual Report is also available at the Company's Website [www.amcoindialimited.com](http://www.amcoindialimited.com)
21. As per Circular no. 18/2011 and Section 101(1) read with Rule 18 of the Companies (Management & Administration) Rules, 2014 on Green initiative, the Electronic Copy of the Annual Report for the financial year 2015-2016 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants(s)/RTA unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copy of the Annual Report for the financial year 2015-2016 is being sent in the permitted mode.



22. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically hereafter.
23. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility through M/s. Central Depository Services (India) Ltd. (CDSL) to exercise their right to vote on resolutions proposed to be considered at the 29<sup>th</sup> Annual General Meeting of the Company by electronic means and the business may be transacted through e-Voting.
24. The facility of casting the votes will be provided by CDSL to the members who are the members as on Tuesday, 20<sup>th</sup> September, 2016 being the "Record Date" fixed for the purpose, to exercise their right to vote at the 29<sup>th</sup> AGM by electronic means through the remote e-voting platform provided by Central Depository Services (India) Ltd. (CDSL).
25. The facility for voting through ballot paper or e-voting shall be made available at the venue of 29<sup>th</sup> AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
26. The members are requested to note that:
  - i. if a member has exercised his voting right through remote e-voting he shall not be entitled to cast vote at the meeting.
  - ii. once the vote on a resolution is cast by the member through remote e-voting, the member shall not be allowed to change it subsequently or cast the vote again.
  - iii. a member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
27. A person who is not the member of the Company as on record/cut-off date shall treat this notice for the purpose of information only.
28. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 29<sup>th</sup> Annual General Meeting i.e. 27<sup>th</sup> September, 2016.
29. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, 20<sup>th</sup> September, 2016.
30. The Company has appointed Mr. Mohit Bajaj, Practising Company Secretaries (C.P. No. 15321) as the Scrutinizer to scrutinize the voting and remote e-voting process in fair and transparent manner.
31. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than two (2) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, and submit it to the Chairman of the Company, who shall countersign the same.
32. The results shall be declared on or after the AGM of the Company & shall be displayed at the Notice Board of the Company at the Registered office & at the Corporate office of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.amcoindialimited.com](http://www.amcoindialimited.com) & on the website of CDSL & on the site of the Stock Exchange within 48 hours of passing of the resolutions at the AGM of the Company.
32. **The procedure and instructions for remote e-voting as agiven in the Notice of the 29th Annual General Meeting are produced hereunder for easy reference:**
  - (i) The remote e-voting period begins on Friday, 23<sup>rd</sup> September, 2016 at 9.30 A.M. (IST) and ends on Monday, 26<sup>th</sup> September, 2016 at 5.00 P.M. (IST). 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 Tuesday, 20<sup>th</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled/blocked by CDSL for voting thereafter.



- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on “Shareholders”.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat share holders as well as physical shareholders) <ul style="list-style-type: none"><li>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. Sequence number is printed on the envelopes along with the address.</li><li>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.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the **AMCO INDIA LIMITED**.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.





- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non - Individual Shareholders and Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
34. The Notice of the 29<sup>th</sup> AGM is also placed on the website of the Company at [www.amcoindialimited.com](http://www.amcoindialimited.com) and on the website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com)
35. For any further details in this regard including the grievances connected with the voting by electronic means, you may contact:
- i. M/s. Beetal Financial & Computer Services Private Limited, (RTA of the Company)  
Beetal House, 3<sup>rd</sup> Floor, 99, Madan Gir, Behind Local Shopping Centre,  
Dada Harsukhdas Mandir, New Delhi- 110062.  
Ph. No.: 011-29961281-82.
  - ii. Mr. Rakesh Dalvi  
M/s. Central Depository Services (India) Limited  
Designation: Deputy Manager  
Address: 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.  
Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
Phone number: 18002005533
36. **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 including the one connected with the voting by electronic means:-
- 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](mailto:amco.india@ymail.com)  
(Investor Communications):- [investorcommamco@gmail.com](mailto:investorcommamco@gmail.com)

Place : Noida, U.P.  
Date: 05.08.2016

By Order of the Board of Directors  
For AMCO INDIA LIMITED  
SD/-  
**SURENDER KUMAR GUPTA**  
Chairman & Managing Director  
DIN : 00026609  
C-53/54, Sector-57, Noida  
U.P. - 201307



BOARD'S REPORT

TO THE MEMBERS,

The Directors have pleasure in presenting the 29th Annual Report on the performance of the Company for the Financial Year ended 31st March, 2016.

1. STATEMENT OF COMPANY'S AFFAIRS:

i. Financial Summary:

The performance of the Company for the financial year ended 31<sup>st</sup> March, 2016 is summarized below:

	(Rupees in Lacs)	
Particulars	2015-2016	2014-2015
Gross Income	4682.37	5814.86
Profit before Exceptional Items & Tax	110.85	(112.29)
Exceptional Item	0.00	0.00
Net Profit before Taxation	110.85	(112.29)
<b>Tax Expenses</b>		
Tax adjustments for earlier year	0.00	6.00
Provision for Taxation	0.00	0.00
Deferred Tax	9.58	15.34
<b>Net Profit after Tax</b>	<b>113.90</b>	<b>(90.94)</b>

ii. Performance Review:

During the Financial Year 2015-16 the financial results of the Company were positive and better as compared to the previous financial year. The Company has earned the profit of Rs. 113.9 lacs during the year under review in the comparison to the loss of Rs. 90.94 lacs during the previous Financial Year.

iii. Transfer to Reserves:

The Company has not transferred any amount to the General Reserves during the year under review and no amount is presently proposed to be carried to the reserves.

iv. Dividend:

The Board has not recommended any dividend on the equity shares of the Company for the financial year ended 31st March, 2016.

v. Revision of Financial Statements or Board's report:

The Board of Directors of the Company has not revised the Financial Statements and Board's report of the financial year under review.

vi. Material changes during the financial year and commitments subsequent to the Balance sheet:

During the year under review the Company changed the Object Clause of the Memorandum of Association of the Company by inserting an extra clause in the Main object Clause and removing the other object clause as per the requirement of the Companies Act, 2013.

Further, the Company appointed the Independent Directors in their Board meeting held on 25.03.2015 in the previous financial year and their appointment was approved by the shareholders through postal ballot dated 1<sup>st</sup> May, 2015 for the period of 5 years.

Ms. Aayushi Gupta, (KMP) resigned from the position of the Company Secretary & Compliance officer of the Company w.e.f 8<sup>th</sup> July, 2015.

Ms. Priyanka Beniwal was appointed as the Company Secretary & Compliance Officer of the Company in the capacity of Whole Time KMP under Section 203 of the Companies Act, 2013 w.e.f 1<sup>st</sup> August, 2015.

There was a fire accident in the plant of the Company situated at Noida on 22<sup>nd</sup> day of March, 2016. Fortunately, there has been no loss or injury to human life. The fire was controlled within the time causing the least effect on plant & machinery. The operations at the plant were resumed within no time.

vii. Key changes in the Nature of business:

There were no key changes in the nature of the business during the year under review.

viii. Operations and Future Outlook during the year :

The Financial year 2015-16 has witnessed the better results as compared to the performance of the Company during the previous few years. With the abundance of supplies with no increase in actual demand of the product due to the entry of new market players the Company is continuously trying and changing its market strategy and the improvements were seen during the year.

The Company is in the process of bringing in better technology & expanding its areas of operation and hopeful of much better results in the near future.

2. DIRECTORS:

i. Meetings of the Board:

The Board met seven (7) times during the Financial Year 2015-16, in respect of those meetings proper notices were given and the proceedings were properly recorded. The intervening gap between any two meetings was within the period prescribed under Companies Act, 2013, Secretarial Standards and Listing Agreement/SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on Corporate Governance. For further details regarding number of meetings of the Board and its committees, please refer Corporate Governance Report, annexed to the Annual Report.

ii. Changes in Board of Directors:

There was no change in the Board of Directors of the Company during the year under review.

iii. Declaration by Independent Directors:

The Company has received necessary declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and under the norms on Corporate Governance.

iv. Training of Independent Directors:

The Company has adopted a Training Policy for training of Independent Directors which inter-alia includes the various familiarisation programmes in respect of their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. Further, the same is also taken care during the various strategy meets of the Company and different presentations in the Board/Committee meetings on the statutory Laws. The details of such familiarization programmes/Training Policy have also been posted on the website of the Company at [www.amcoindialimited.com](http://www.amcoindialimited.com).

v. Separate Meeting of Independent Directors:

The Independent Directors were fully kept informed of the Company's activities in all its spheres. During the year under review, a separate meeting of Independent Directors was held on 11<sup>th</sup> March, 2016 and the Independent Director's reviewed the performance of:

i. The Executive Directors of the Company - viz. Mr. Surender Kumar Gupta, Chairman & Managing Director

Mr. Rajeev Gupta, Whole – Time Director & Chief Financial Officer and Mrs. Vidhu Gupta, Whole Time Director & Woman Director

ii. The Board of Directors of the Company as a whole.

iii. The Independent Directors also reviewed the performance of Chairman of the Company, and

iv. They also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that are necessary for the Board to effectively and reasonably perform their duties.