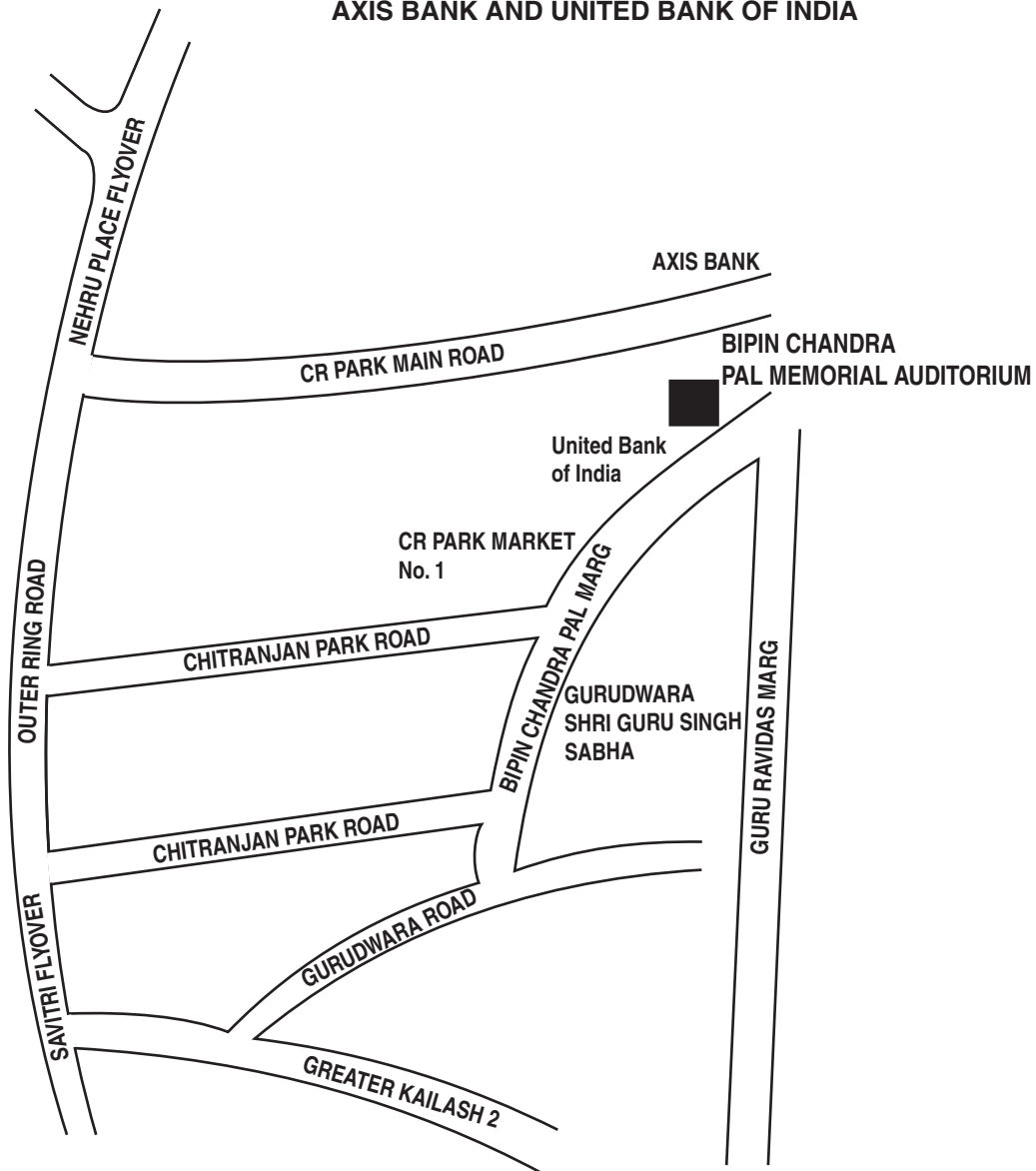




ROUTE MAP OF THE VENUE OF 31ST ANNUAL GENERAL MEETING

Address of Venue : Bipin Chandra Pal Memorial Auditorium
A-81, Chittranjan Park, New Delhi-110019

Nearest Land Mark :
AXIS BANK AND UNITED BANK OF INDIA





CORPORATE INFORMATION

BOARD OF DIRECTORS

SH. SURENDER KUMAR GUPTA
SH. RAJEEV GUPTA
SMT. VIDHU GUPTA
SH. DHARAM PAL AGGARWAL
SH. NASEEM AHMAD
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

STATUTORY AUDITORS
DHIRUBHAI SHAH & CO.,
Chartered Accountants
4th Floor, Aditya Building,
Near Sardar Patel Seva Samaj,
Mithakhali Six Roads, Ellisbridge,
Ahmedabad – 3080006

SECRETARIAL AUDITORS
MOHIT BAJAJ & ASSOCIATES
Company Secretaries
1929/1, First Floor, (LHS) Govindpuri Extn.
Kalkaji, New Delhi - 110019

INTERNAL AUDITORS
Mr. Adi Baman Shah Chhoi
Chartered Accountants
M-5, Prasad Nagar-II, Karol Bagh,
New Delhi-110005

REGISTRAR & SHARE TRANSFER AGENT
Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madan Gir,
Behind Local Shopping Centre,
Dada Harsukhdas Mandir, New Delhi - 110 062
PH. : 011-29961281-82 Fax : 011-29961284

BANKERS
AXIS Bank Ltd.
B-2 & 3, Sector-16, NOIDA
(U.P.) - 201301

E-MAIL ID : GENERAL
amco.india@ymail.com

INVESTOR COMMUNICATIONS
investorcommamco@gmail.com

WEBSITE
www.amcoindialimited.com

REGISTERED OFFICE

10795, Shop No. 7, GF, Jhandewalan Road,
Rexine Bazar, Nabi Karim, NEW DELHI - 55
Ph. : 011-23636320

CORPORATE OFFICE

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

WORKS

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

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

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AMCO INDIA LIMITED

NOTICE FOR THE ANNUAL GENERAL MEETING

Notice is hereby given that the 31ST Annual General Meeting of the Members of **AMCO INDIA LIMITED** (CIN : L74899DL1987PLC029035) will be held on Saturday, the 29th day of September, 2018 at 11.00 a.m. at **Bipin Chandra Pal Memorial Auditorium, A- 81, Chittaranjan Park, New Delhi-110019** 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 31st March 2018 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 31st March 2018 and the Profit and Loss Account ended on that date alongwith the Cash Flow statements, Note & Schedules appended thereto for the Financial Year ended 31st March 2018 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. Surender Kumar Gupta (DIN: 00026609), 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. Surender Kumar Gupta (DIN: 00026609) who retires by rotation, and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company”.

Place: Noida, U.P.

Date: 10.08.2018

For AMCO INDIA LIMITED

SD/-

SURENDER KUMAR GUPTA

Chairman & Managing Director

DIN : 00026609

C-53/54, Sector-57, Noida

U.P. - 201307



NOTES:

1. A 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/HERSELF. SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

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. Members may also note that the notice of 31st Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the Financial Year 2017-18 will also be available on the website of the Company at www.amcoindialimited.com for their reference and download. The physical copies of the aforesaid documents will also be available at the Registered office of the Company on all working days during the normal business hours (10.00 am - 6.00 pm) 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 - 6.00 pm) upto the date of the 31st Annual General Meeting.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. The Boards' Report, Auditors' Report and Audited Balance Sheet as at 31st March 2018 and the Profit and Loss Account alongwith the Cash Flow Statement for the financial year ended on that date are enclosed.
11. The details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and under Secretarial Standards on General Meeting of the Directors seeking appointment/re-appointment in the 31st Annual General Meeting scheduled on Saturday, 29th September, 2018 are provided in Annexure A of this Notice and forms integral part of the notice.
12. The Register of Members and Share Transfer Books of the Company will be closed from Sunday, 23rd September, 2018 to Saturday, 29th September, 2018 (both days inclusive) in connection with the 31st Annual General Meeting.



13. 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.
14. 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.
15. 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.
16. 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.
17. Members are requested to note that no GIFTS, GIFTS COUPONS, OR CASH IN LIEU OF GIFTS shall be distributed at the meeting.
18. The Electronic copy of the Annual Report for the financial year 2017-2018 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 2017-2018 is being sent in the permitted mode.
19. 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.
20. 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 31st Annual General Meeting of the Company by electronic means and the business may be transacted through e-Voting.
21. The facility of casting the votes will be provided by Central Depository Services (India) Ltd. (CDSL) to the members who are the members as on Saturday, 22nd September, 2018 being the "Record Date" fixed for the purpose, to exercise their right to vote at the 31st AGM by electronic means through the remote e-voting platform.
22. The facility for voting through ballot paper shall be made available at the venue of 31st 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.
23. 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.
24. 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.
25. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 31st Annual General Meeting i.e. 29th September, 2018.
26. 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 Saturday, 22nd September, 2018.
27. The Company has appointed M/s. Mohit Bajaj & Associates, Company Secretaries as the Scrutinizer to scrutinize the ballot voting and remote e-voting process in fair and transparent manner.



28. The scrutinizer 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 scrutinizer'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.
29. The results shall be declared on or after the AGM of the Company and shall be displayed at the Notice Board of the Company at the Registered office and at the Corporate office of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website at www.amcoindialimited.com and on the website of CDSL and on the website of the Stock Exchange within 48 hours of passing of the resolutions at the AGM of the Company.
30. The procedure and instructions for remote e-voting as given in the Notice of the 31st Annual General Meeting are produced hereunder for easy reference:
- (i) The remote e-voting period begins on Wednesday, 26th September, 2018 at 9.30 A.M. (IST) and ends on Friday, 28th September, 2018 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 Saturday, 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled/blocked by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders / Members.
 - (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	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">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.
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">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 (iv).



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 AMCO INDIA LIMITED.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 www.evotingindia.com 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.
 - After receiving the login details by custodian a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to 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.
- (xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
31. The Notice of the 31st AGM is also placed on the website of the Company at www.amcoindialimited.com and on the website of the CDSL at www.evotingindia.com
32. All documents referred to in the accompanying Notice shall be open for inspection without any fee at the Registered Office of the Company during normal business hours (10:00 am to 06:00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.



33. 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, 3rd Floor, 99, Madan Gir, Behind Local Shopping Centre,
Dada Harsukhdas Mandir, New Delhi- 110062.
Ph. No.: 011-29961281-82.
 - ii. Mr. Rakesh Dalvi
Designation : Manager
M/s. Central Depository Services (India) Limited
Address: A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg
Lower Parel (E), Mumbai - 400013.
Email id: helpdesk.evoting@cdslindia.com
Phone number: 1800225533
34. **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 Fax:- 0120-4601548
E-mail (General) :- amco.india@ymail.com
(Investor Communications):- investorcommamco@gmail.com

ANNEXURE A:

Name of the Director	Mr. Surender Kumar Gupta
Date of Birth & Age	15.01.1944 (75 years)
Date of Appointment	27.08.1987
Experience	More than 32 years of experience in manufacturing of PVC & Aluminum foils
Expertise in Specific Functional Areas	Manufacturing of Aluminum Foils & PVC Sheetings
Qualification	Graduate
Board Membership of Companies as on 31st March, 2018	Amco India Limited Suvij Foils Pvt. Ltd. AMC Coated Fabrics Pvt. Ltd. Infurnica India Private Limited
Chairman/member of the Committee of Directors of the Companies in which he/she is a Director as on March 31, 2018 a. Audit Committee b. Stakeholders Relationship Committee c. Nomination & Remuneration Committee d. Other Committees	Amco India Ltd. -Stakeholders Relationship Committee - Internal Complaint Committee Others - NIL
Numbers of Shares held of Amco India Ltd.	617908
Remuneration last drawn	2,00,000/- PM
Relationship with other directors	Relative (father) of Mr. Rajeev Gupta. Relative (father in law) of Mrs. Vidhu Gupta



BOARD'S REPORT

TO THE MEMBERS,

The Directors have pleasure in presenting the 31st Annual Report on the performance of the Company for the Financial Year ended 31st March, 2018.

1. STATEMENT OF COMPANY'S AFFAIRS:

i. Financial Summary:

The performance of the Company for the financial year ended 31st March, 2018 is summarized below:

	(Rupees in Lacs)	
Particulars	2017-2018	2016-2017
Net Income	6981.83	5977.49
Profit before Exceptional Items & Tax	120.10	148.85
Exceptional Item	0.00	0.00
Net Profit before Taxation	120.10	148.85
Tax Expenses		
Tax adjustments for earlier year	0.00	(3.33)
Current Tax	60.68	5.28
Deferred Tax	(43.49)	(15.62)
MAT Credit Entitlement	0.00	(5.28)
Net Profit after Tax	102.91	167.82

ii. Performance Review:

During the Financial Year 2017-18 the financial results of the Company were satisfactory. The Company has earned the profit of Rs. 102.91 lacs during the year under review in the comparison to the profit of Rs. 167.82 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, 2018.

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:

The appointment of Mr. Naseem Ahmad as the Independent Director w.e.f 15th February, 2017 for the period of 5 years was ratified by the members in the 30th Annual General Meeting held on 26th September, 2017.

During the year under review Mr. Surender Kumar Gupta was re-appointed as the Managing Director (Whole Time Key Managerial Personal) of the Company for the period of 5 years w.e.f 1st July, 2017. The re-appointment was approved by the members in the 30th Annual General Meeting of the Company.

The members in the 30th Annual General Meeting approved the re-appointment of Mr. Rajeev Gupta as the Whole Time Director of the Company w.e.f 1st July, 2017 for a period of 5 years..

The re-appointment of Mrs. Vidhu Gupta, Whole Time Director of the Company w.e.f 1st August, 2017 for the period of five years was approved by the members at the 30th Annual General Meeting. The members also approved the increase in remuneration of Mrs. Vidhu Gupta w.e.f. 1st May, 2017 in the Annual General Meeting held on 26th September, 2017.

The Company has availed financial assistance from Axis Bank Limited and also other Banks which is in the nature of Multiple Banking Arrangements and the Company is required to provide the bank the option to exercise the Strategic Debt Restructuring ("SDR") scheme in future if the Company makes default in the re-payment of the principal as well as interest amount. The said proposal of SDR was approved by the members of the Company in the 30th annual general meeting.

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 2017-18 has witnessed the satisfactory results. With 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 for better and improved results. Due to stiff competition and other, internal as well as external forces your Company faced the issues during the year under review.

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 (8) times during the Financial Year 2017-18, 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:

During the year under review the re-appointment of Mr. Surender Kumar Gupta as the Managing Director, Mr. Rajeev Gupta & Mrs. Vidhu Gupta as the Whole Time Directors of the Company was approved by the members in the Annual General Meeting held on 26th September, 2017.

The appointment of Mr. Naseem Ahmad as Independent Director was ratified by members in the 30th Annual General Meeting.

Except this, 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 all the Independent Directors under Section 149(7) of the Companies Act, 2013, declaring that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

iv. Training of Independent Directors:

The Company has adopted a Training Policy for training of Independent Directors which inter-alia includes the various familiarization 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.



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 6th March, 2018 and the Independent Director's reviewed the performance of:

- 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,
- The Board of Directors of the Company as a whole,
- The Independent Directors also reviewed the performance of Chairman of the Company, and
- 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.

vi. **Key Managerial Personnel (KMPs):**

Mr. Surender Kumar Gupta (Managing Director), Mr. Rajeev Gupta (Whole Time Director) and Mrs. Vidhu Gupta (Whole Time Director) were re-appointed as the Whole Time Key Managerial Personnel's of the Company during the year review. Except this, there was no change in the Key Managerial Personnels of the Company during the year under review.

vii. **Performance Evaluation Criteria:**

The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement), Regulations, 2015 mandated that the Board shall monitor or review Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its performance and that of Committees and of the Directors. The Schedule IV of the Companies Act, 2013 states that the performance evaluation of the Independent Directors shall also be done by the entire Board of Directors, excluding the Director being evaluated.

The evaluation of all the directors and the Board as the whole was conducted based on the criteria and framework adopted by the Board. The Board works with the Nomination & Remuneration committee to lay down the evaluation criteria for the performance of executive/non-executive/independent directors through a peer evaluation excluding the Director being evaluated through the Board efficiency survey.

The Board's functioning was evaluated on various aspects, including *inter alia* degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning, information flow, relationship with the stakeholders, Company's performance & Company strategies.

The Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director & CEO.

The areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was carried out on the basis of the three key roles of the Independent Directors - governance, control & guidance. Some performance indicators bases upon which the independent directors were evaluated are:

- Ability to contribute to corporate governance practices of the Company;
- Active participation in long term strategic planning;
- Commitment to the fulfillment of directors' obligations & fiduciary responsibility;
- Participation in Board and committee meetings.

The performance evaluation of the Chairman and the Executive Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole.

viii. **Policy for Appointment of Directors & Remuneration:**

The policy of the Company for the appointment of Directors in place of one resigning or retiring or for some new introduction to the Board of Directors of the Company and determining the remuneration can be viewed at the website of the Company at www.amcoindialimited.com. The policy relating to the appointment and remuneration of directors comes under the functional area of Nomination & Remuneration Committee of the Company. The policy is concerned with the identification, ascertainment of the integrity, qualification, expertise and experience, having regard to the skills of the candidate that is to be brought to the Board/Company.

ix. **Directors' Responsibility Statement:**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a 'going concern' basis; and
- the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

3. BOARD COMMITTEES & RELATED INFORMATION:

a. **AUDIT COMMITTEE:**

Audit Committee Composition:

The Audit Committee is composed of following as Chairman & members :

- Mr. Dharam Pal Aggarwal, Chairman & member.
- Mr. Rajeev Gupta a member.
- Mr. Naseem Ahmad, member.

Recommendations of Audit Committee not accepted by the Board:

All the recommendations made by the Audit committee during the year under review were accepted by the Board.

Vigil Mechanism (Whistle Blower Policy):

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. 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 financial year 2017-18. The policy is placed on the website of the Company at www.amcoindialimited.com.