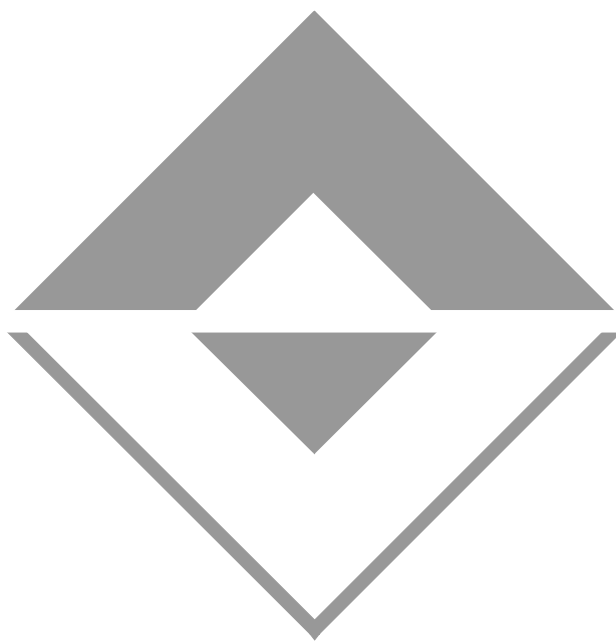




AMCO INDIA LIMITED



32ND ANNUAL REPORT 2019

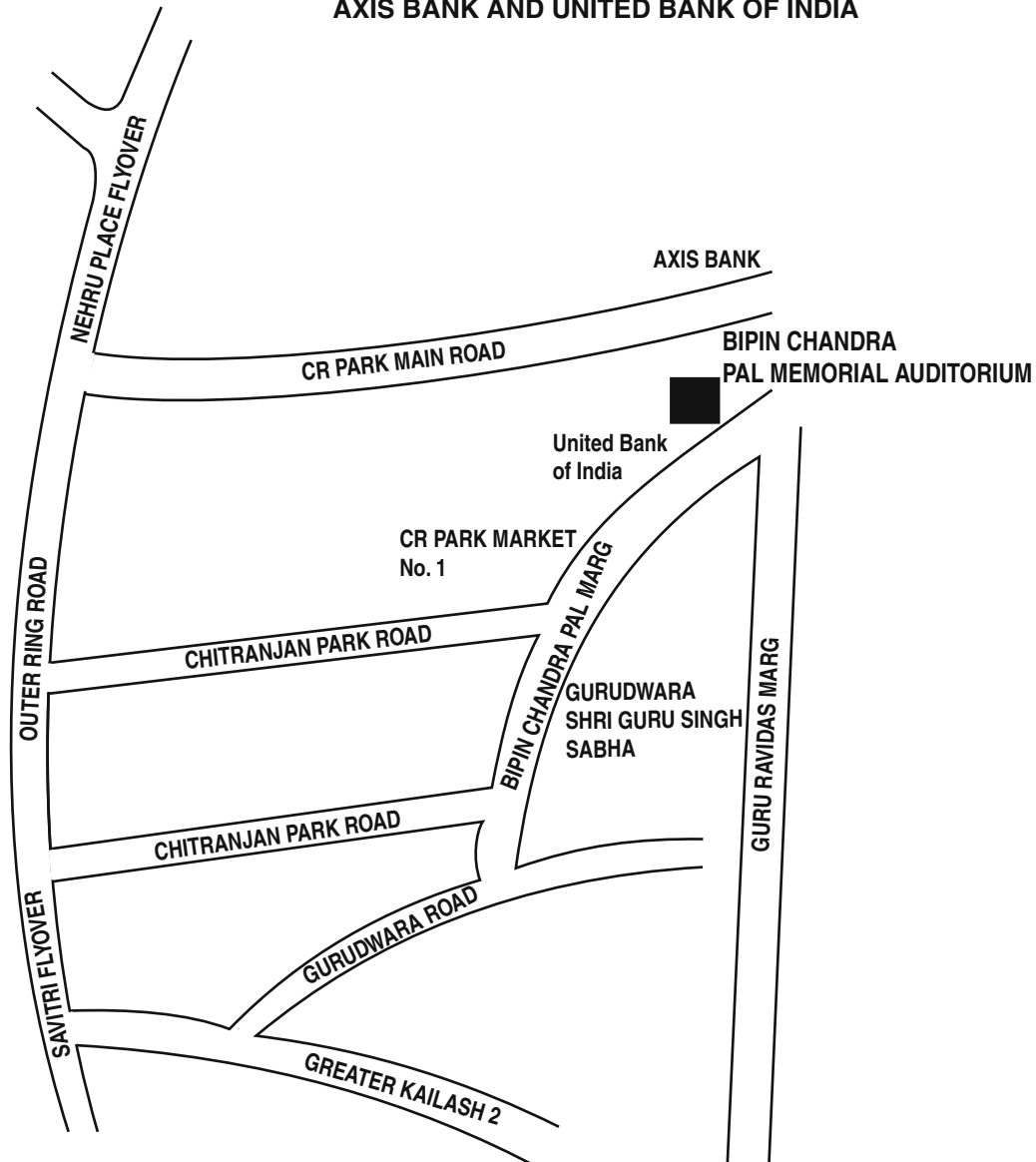


AMCO INDIA LIMITED

ROUTE MAP OF THE VENUE OF 32ND 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





AMCO INDIA LIMITED

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
Ms. RHEA GUPTA

Chairman & Managing Director
Whole Time Director
Whole Time Director
Independent Director
Independent Director
Independent Director
Chief Financial Officer

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

DHIRUBHAI SHAH & CO. LLP
Chartered Accountants
4th Floor, Aditya Building, Near Sardar Patel Seva Samaj,
Mithakhali Six Road, Ellisbridge, Ahmedabad-380006
PH. : 079-2640325126

CORPORATE OFFICE

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

SECRETARIAL AUDITORS

MOHIT BAJAJ & ASSOCIATES
Company Secretaries
1929/1, First Floor, (LHS) Govindpuri Extn.
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

V. V. KALE & COMPANY
Chartered Accountants
16A/20, W.E.A. Main Ajmal Khan Road, Karol Bagh,
New Delhi-110005

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.
Yes Bank Limited
HDFC Bank Limited

E-MAIL ID : GENERAL

amco.india@gmail.com

INVESTOR COMMUNICATIONS

investorcommamco@gmail.com

WEBSITE

www.amcoindialimited.com

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AMCO INDIA LIMITED

NOTICE FOR THE ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Members of **AMCO INDIA LIMITED** (CIN : L74899DL1987PLC029035) will be held on Saturday, the 28th day of September, 2019 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 2019 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 2019 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 2019 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".

SPECIAL BUSINESS

3. Re-appointment of Mr. Dharam Pal Aggarwal as an Independent Director:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") as amended from time to time, Mr. Dharam Pal Aggarwal (DIN: 00096684), who was appointed as an Independent Director w.e.f 25.03.2015 by postal ballot and who holds office up to date of the ensuing Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 28th September, 2019 to 27th September, 2024."



AMCO INDIA LIMITED

4. Re-appointment of Mr. Ankit Aggarwal as an Independent Director:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) as amended from time to time, Mr. Ankit Aggarwal (DIN: 07129392), who was appointed as an Independent Director w.e.f 25.03.2015 by postal ballot and who holds office up to date of the ensuing Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 28th September, 2019 to 27th September, 2024.”

Place: Noida, U.P.

Date: 13.08.2019

For AMCO INDIA LIMITED

SD/-

SURENDER KUMAR GUPTA

Chairman & Managing Director

DIN : 00026609

C-53/54, Sector-57, Noida

U.P. - 201301



NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice, is annexed hereto.
2. **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.

3. 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.
4. 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.
5. Members may also note that the notice of 32nd Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the Financial Year 2018-19 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 32nd Annual General Meeting.
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. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited for assistance in this regard.



12. The Board's Report, Auditors' Report and Audited Balance Sheet as at 31st March 2019 and the Profit and Loss Account alongwith the Cash Flow Statement for the financial year ended on that date are enclosed
13. The details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and under Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting are also annexed.
14. The Register of Members and Share Transfer Books of the Company will be closed from Sunday, 22nd September, 2019 to Saturday, 28th September, 2019 (both days inclusive) in connection with the 32nd 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 electronic copy of the Annual Report for the financial year 2018-19 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(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 2018-19 is being sent in the permitted mode.
21. 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.
22. At the 30th AGM held on 26th September, 2017 the members approved appointment of Dhirubhai Shah & Co., LLP, (then known as M/s. Dhirubhai Shah & Doshi) Chartered Accountants as Statutory Auditors of the Company to hold office for a period of five years subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 32nd AGM.
23. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 including amendments, if any 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 32nd 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 Central Depository Services (India) Ltd. (CDSL) to the members who are the members as on Saturday, 21st September, 2019 being the "Record Date" fixed for the purpose, to exercise their right to vote at the 32nd AGM by electronic means through the remote e-voting platform.
25. The facility for voting through ballot paper shall be made available at the venue of 32nd 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.



AMCO INDIA LIMITED

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26. The members are requested to note that:
- if a member has exercised his voting right through remote e-voting he shall not be entitled to cast vote at the meeting.
 - 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.
 - 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 32nd Annual General Meeting i.e. 28th September, 2019.
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 Saturday, 21st September, 2019.
30. 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.
31. 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.
32. 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.
33. **The procedure and instructions for remote e-voting as given in the Notice of the 32nd Annual General Meeting are produced hereunder for easy reference:**
- The remote e-voting period begins on Wednesday, 25th September, 2019 at 9.30 A.M. (IST) and ends on Friday, 27th September, 2019 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, 21st September, 2019 may cast their vote electronically. The e-voting module shall be disabled/blocked by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders / Members
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat share holders as well as physical shareholders)</p> <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)	<p>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.</p> <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.



AMCO INDIA LIMITED

- (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.
34. The Notice of the 32nd 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
35. 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.
36. 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
37. **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