

**33rd
ANNUAL REPORT
2019-20**



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

STATUTORY AUDITORS

DHIRUBHAI SHAH & CO. LLP
Chartered Accountants
401-408, Aditya Building, Near Sardar Patel Seva Samaj,
Mithakhali Six Road, Ellisbridge, Ahmedabad-380006
PH. :079-26403326, 260403325

SECRETARIAL AUDITORS

MOHIT BAJAJ & ASSOCIATES
Company Secretaries
1634-C/14, 2nd Floor, Main Road Govindpuri
Kalkaji, New Delhi – 110019

INTERNAL AUDITORS

V. V. KALE & COMPANY
Chartered Accountants
16A/20, W.E.A. Main Ajmal Khan Road, 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.
Yes Bank Limited
HDFC Bank Limited

E-MAIL ID : GENERAL

amco.india@gmail.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 - 201 301 (U.P.)
Ph. : 0120-4601500
Fax : 0120-4601548

WORKS

Unit - I
C-53 & 54, Sector - 57, NOIDA - 201 301 (U.P.)
Ph. : 0120-4601500
Fax : 0120-4601548

Unit - II

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

INDEX	
Notice of AGM	2
Board's Report & Annexures	11
MDA Report-Annexure I	21
Auditor's Certification on CG Compliance-Annexure II	24
Secretarial Audit Report - Annexure III	25
Particulars of Remuneration - Annexure IV	28
Form No. MGT 9 - Annexure V	30
Form No. AOC 2 (Extract of Annual Report) - Annexure VI	38
Corporate Governance Report	40
Declaration Regarding Compliance of Code of Conduct	52
CFO & CEO Certification	53
No Disqualification Certificate From CS in Practice	54
Independent Auditor's Report	55
Balance Sheet	61
Profit & Loss Account	63
Cash Flow Statement	65
Notes to Financial Statements	67

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of Amco India Limited (CIN: L74899D-L1987PLC029035) will be held on Wednesday, the 30th day of September, 2020 at 04.00 P.M. IST through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESSES:

1. Adoption of the Financial Statements of the Company for the Financial Year ended on 31st March, 2020:

To receive, consider and adopt the Financial Statements containing the Balance Sheet as at 31st March 2020 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 2020 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 2020 together with the Boards' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

2. Re-appointment of Mrs. Vidhu Gupta, Retiring Director:

To consider and appoint a director in place of Mrs. Vidhu Gupta (DIN: 00026934), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mrs. Vidhu Gupta (DIN: 00026934) who retires by rotation, and being eligible, offers herself for re-appointment be and is hereby re-appointed as Director of the Company".

SPECIAL BUSINESSES:

3. Approval for giving loans, guarantees or securities as per Section 185 of the Companies Act:

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

"RESOLVED THAT pursuant to applicable provisions of Section 185 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) read with the Companies Amendment Act, 2017 and other applicable rules, if any, the approval of members of the Company be and is hereby accorded to advance any loan including any loan represented by a book debt, or to give any guarantee or provide any security in connection with any loan taken by M/s. AMC Coated Fabrics Private Limited (hereinafter referred to as "ACFPL") in whom the directors of the Company are interested, upto a sum of INR 5,00,00,000/- (Rupees Five Crores Only) in one or more tranches, in accordance with the terms & conditions as may be mutually agreed between the Company and ACFPL, provided that such loans are utilized by the borrowing company for its principal business activities as stated in the main object clause of Memorandum of Association of the borrowing Company ."

"FURTHER RESOLVED THAT the Directors of the Company be and are hereby severally or jointly authorized to do all ancillary, incidental, consequential acts, deeds, matters and things as may be deemed necessary in this regard for and on behalf of the Company to give effect to the aforesaid resolution."

4. Approval to borrow funds as per Section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 50 crores:

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

"RESOLVED THAT in supersession of all the earlier resolution passed by the Company and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable provisions, if any, read with the provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to

borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of INR 50 crores (Rupees Fifty Crore Only)."

"RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally and/or jointly authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For Amco India Limited

Place: Noida, U.P
Date: 27.08.2020

sd/-
Surender Kumar Gupta
Chairman & Managing Director
DIN: 00026609
Address: 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 No. 3 & 4 of the Notice, is annexed hereto.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020. The 33rd Annual General Meeting of the Company will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. As this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the Proxy Form and Attendance Slip are not annexed hereto.
4. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, authorized representatives of the members such as the President of India or the Governor of a State or body corporate can attend this AGM through VC/OAVM and cast their votes through e-voting. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company at investorcommamco@gmail.com, a certified copy of the Board Resolution before the date of 33rd Annual General Meeting authorizing their representative to attend and vote on their behalf at the Meeting.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

5. In compliance with the MCA Circulars and SEBI Circular dated 5th May, 2020 & 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the website of the Company at www.amcoindialimited.com and also on the website of BSE Limited at www.bseindia.com and website of CDSL at www.evotingindia.com for the reference and download by members.
6. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company's RTA i.e Beetal Financial & Computer Services Private Limited at investor@beetalfinancial.com
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
7. As per Regulation 40 of SEBI (LODR) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 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.
8. 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.
9. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) in connection with the 33rd Annual General Meeting.
10. 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 Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited.
11. 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.
12. Members holding physical shares in multiple folios in identical name are requested to send their share certificates to Company's Registrar & Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited for consolidation.
 13. In case of any query, Members are requested to send the same to the Company Secretary atleast 7 days before the date of the meeting so that information can be made available at the meeting.
 14. At the 30th AGM held on 26th September, 2017 the members approved appointment of Dhirubhai Shah & Co., LLP, (formerly 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, as 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 33rd AGM.
 15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting & e-voting at meeting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of 33rd Annual General Meeting of the Company will be provided by CDSL.
 16. 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 Wednesday, 23rd September, 2020 being the "Record Date" fixed for the purpose, to exercise their right to vote at the 33rd AGM by electronic means through the remote e-voting platform.
 17. 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 through e-voting system at VC/OAVM Annual General 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 via VC/OAVM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again.
 18. 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.
 19. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 33rd Annual General Meeting i.e. 30th September, 2020.
 20. 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 Wednesday, 23rd September, 2020.
 21. The Company has appointed M/s. Mohit Bajaj & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process & voting at VC/OAVM AGM in fair and transparent manner.
 22. The Scrutinizer shall, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company at www.amcoindialimited.com and on the website of CDSL www.evotingindia.com. The result will simultaneously be communicated to the stock exchange.
 23. 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.

24. The procedure and instructions for remote e-voting & e-voting during 33rd Annual General Meeting are produced hereunder for easy reference:

INSTRUCTION FOR REMOTE E-VOTING AND E-VOTING DURING AGM

- (i) The Members can join the 33rd Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (ii) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (iii) The AGM will be been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on Sunday, 27th September, 2020 at 10:00 A.M. (IST) and ends on Tuesday, 29th September, 2020 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 Wednesday, 23rd September, 2020 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.
- (iv) Click on "Shareholders" module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (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 and voted on an earlier e-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 Shareholders 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 shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 **AMCO INDIA LIMITED** on which you choose to vote.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- (ii) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio

number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

- (vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorcommamco@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

25. 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.

26. 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.
 Email: investor@beetalfinancial.com

ii. M/s. Central Depository Services (India) Limited

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

27. 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 centre 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

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item No. 3 & 4 of the accompanying Notice:

Item No. 3:

The Company has received a request from AMC Coated Fabrics Private Limited ("ACFPL") to grant financial assistance ("Proposed Loan") related to expansion of its business.

The Ministry of Corporate Affairs vide their notification dated 7th May, 2018 has amended the extant guidelines of Section 185 of the Companies Act, 2013 by allowing that a Company may advance any loan including any loan represented by a book debt, or to give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the Company is interested by passing a Special resolution under Section 185(2)(a) of the Act.

The Audit Committee of the Company, at its meeting held on 31st July, 2020, was pleased to approve the Proposed Loan, subject to approval of the Board of Directors and fulfillment of other requirements, if any.

The Directors of the Company in accordance with the provisions of Section 185(2) proposes to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by M/s. AMC Coated Fabrics Private Limited, in which the directors of the Company are interested upto an aggregate sum of INR 5,00,00,000/- (Rupees Five Crores Only).

The loan proposed to be provided under this Section to M/s. AMC Coated Fabrics Private Limited in whom the Directors of the Company are interested shall be utilized by the recipients for the purpose of carrying out their principal business activities as stated in main object clause of its Memorandum of Association.

The Directors therefore, recommend the Special Resolution for approval of the members of Company.

None of the Directors except Mr. Surender Kumar Gupta, Mr. Rajeev Gupta & Mrs. Vidhu Gupta, or Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution set out in the accompanying Notice.

Item No. 4:

Keeping in view the business plans and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid up share capital, free reserves & securities premium of the Company. Hence it is proposed to seek approval from the members for the maximum borrowing limits of Rs. 50 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid up share capital, free reserves & securities premium of the Company at any one time except with the consent of the members of the Company in a general meeting.

Hence, the Special Resolution at Item No. 4 of the Notice is being proposed, under Section 180(1)(c) of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the members of Company.