

Annual Report 2009-2010



AMD Industries Limited

(Formerly known as AMD Metplast Ltd.)



OUR VISION

To take on high growth track by establishing a strong and a supportive link in the total supply chain management of our associates.

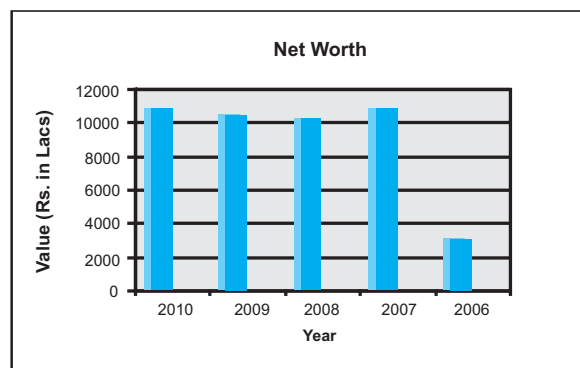
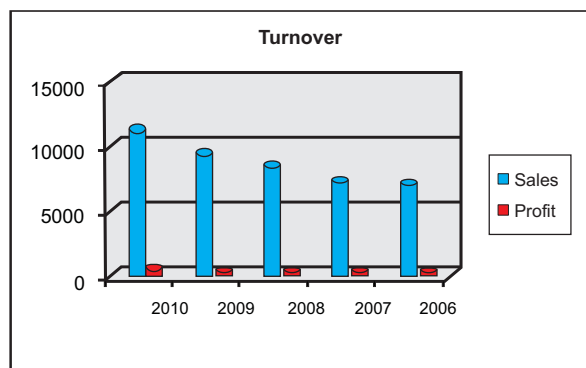
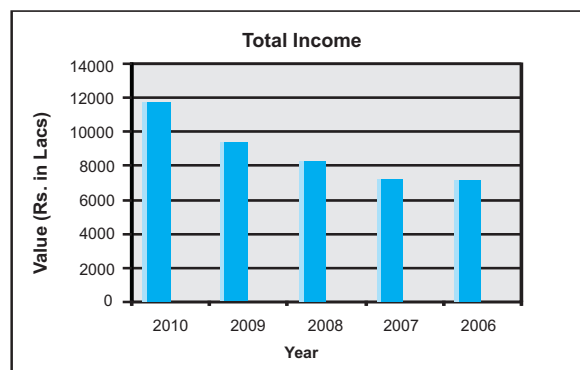
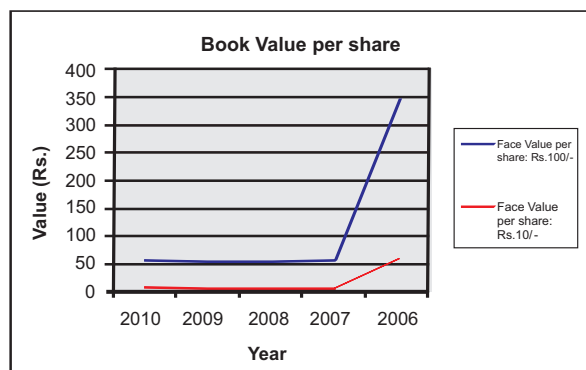
QUALITY POLICY

We at AMD are committed to control and improve quality, cost and delivery performance through continual improvement of the quality management. We shall increase our market share year after year through improving customer satisfaction.

FINANCIAL INDICATORS FOR PAST 5 YEARS

(RS. IN LACS)

PARTICULARS	YEAR ENDED 31ST MARCH				
	2010	2009	2008	2007	2006
TOTAL INCOME	11822.06	9345.02	8253.19	7186.45	7134.78
PBDIT	2451.63	1972.48	1324.57	1176.29	1259.50
PBT	1080.13	696.88	439.69	274.78	512.70
Provision for taxation					
Current	285.43	178.34	126.79	68.84	44.03
Deferred	161.45	179.18	(11.73)	(49.05)	63.28
PAT	654.39	339.35	324.63	254.99	405.39
Cash Profit ^A	1215.6	820.75	704.76	617.37	725.80
Fixed Assets					
Gross Block including Capital WIP	12044.35	8960.78	9101.17	6385.85	6093.79
Net Block	9206.32	6663.11	7105.42	4761.19	4813.46
Equity Share Capital	**1916.67	**1916.67	**1916.67	**1916.67	*900.00
Reverses & Surplus	8890.92	8460.77	8345.66	8940.15	2188.89
Networth	10807.58	10377.45	10262.33	10856.82	3088.89
EPS (Rs.) (Annualized)	3.41	1.77	1.69	2.63	53.59
Cash EPS (Rs.) (Annualized)	6.34	4.28	3.68	6.38	95.90
Book Value per share (Rs)	56.39	54.14	53.54	56.65	343.21
^A Net of Deferred Tax Liability	* Face Value : Rs. 100/- per share ** Face Value : Rs. 10/- per share				





CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. H.S. Gupta	Chairman
Mr. Ashok Gupta	Managing Director
Mr. Adit Gupta	Whole time Director
Mr. Mahipal Ahluwalia	Independent Director
Mr. Seshadri Ratnam	Independent Director
Mr. Prabhat Krishna	Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Tilak Sethi (Appointed w.e.f. 28th July, 2010)

REGISTERED OFFICE

18, Pusa Road, 1st Floor, Karol Bagh, New Delhi-110 005
Tel.: 91-11-46830202
Fax : 91-11-28753591 Email : amdgroup@amdindustries.com
Url : www.amdindustries.com

MANUFACTURING UNITS

- 1) C-10, Site 3, Meerut Road Ind. Area, Ghaziabad, Uttar Pradesh
- 2) C-4&C-5, Site 3, Meerut Road, Indl. Area, Ghaziabad, Uttar Pradesh
- 3) SP-32, RIICO Ind. Area, Neemrana, Rajasthan

SUBSIDIARY COMPANIES

- 1) AMD Estates & Developers Pvt. Ltd.
- 2) Prime Techno Build Pvt. Ltd.

BANKERS

- 1) State Bank of India
- 2) Punjab National Bank
- 3) Union Bank of India
- 4) Kotak Mahindra Bank

STATUTORY AUDITORS

Suresh & Associates,
Chartered Accountants,
3A, Bigjos Tower, Netaji Subhash Place,
Pitam Pura, Delhi - 110 034

INTERNAL AUDITORS

B.L. Khandelwal & Co.
Chartered Accountants
1, Doctor's Lane, Gole Market
New Delhi-110 001

LEGAL COUNSELS

Mr. Dinesh Kumar Gupta, Advocate
C-58, Vivek Vihar, Phase - I
New Delhi - 110095

SECRETARIAL AUDITORS

M/s AGG & Associates
Company Secretaries
21/16, 2nd Floor, West Patel Nagar
New Delhi - 110008

REGISTRAR & SHARE TRANSFER AGENTS

Bighshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka, Mumbai-400 072
Tel. : +91-22-28470652 Fax: +91-22-28525207

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Notice Attached in Loose Leaf Form

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 27th Annual Report together with audited accounts for the financial year ended 31st March 2010.

Financial Results

The financial performance of the Company for the financial year ended 31st March, 2010 is summarized below:

(Rs. In Lacs)

Particulars	Financial Year 2009-10	Financial Year 2008-09
Turnover & Other Income	11822.06	9345.02
Profit before Interest, Depreciation & Taxation	2451.63	1972.47
Interest & Financial Charges	821.91	796.86
Profit before Depreciation & Taxation	1629.72	1175.61
Depreciation	549.59	478.73
Profit before Tax	1080.13	696.88
Less: Provision for Tax		
Current Tax	285.43	179.35
Deferred Tax	161.44	179.19
Excess provision of Income Tax of earlier years	(21.13)	(1.01)
Net Profit for the year / Amount available for Appropriation	654.39	339.35
Appropriations:		
General Reserve	25.00	50.00
Dividend on Equity Shares	191.67	191.67
Tax on Dividend	32.57	32.57
Balance Carried to Balance Sheet	405.15	65.11
TOTAL	654.39	339.35

OPERATIONS REVIEW

Packaging Business :

During the year under review your Company registered a total turnover and other income of Rs.11822.06 Lacs as compared to previous year's turnover and other income of Rs. 9345.02 Lacs an increase of 26.51%. The Company registered a Profit before Depreciation & Taxation of Rs. 2451.63 Lacs as compared to Rs 1972.47 Lacs recording a growth of 24.29% whereas Net Profit at Rs. 654.39 Lacs as compared to Rs. 339.35 Lacs the previous year, which shows increase of 92.84%. The top line growth was possible due to the business growth in the beverage industry as a whole, however, cut throat competitions and financials costs contributed to a marginal growth in the profit margins. The growth in the beverage industry is expected to maintain this year with contributory benefits accruing to the packaging business of the Company like previous year.

Pursuant to the approval of the Board of Directors at its meeting held on 24th April, 2009, the Company has completed its expansion programme at its works at Neemrana, Rajasthan and the new PET Preform line of the Company has started its commercial production on 18th February, 2010 and the Closure Line has started its commercial production on 10th March, 2010.

Textile Business :

The market scenario for the textile industry in the country as a whole remained continuously discouraging, accordingly, the Company remained on the same policy of putting on hold the Textile project.

Real Estate Business :

The real estate market of the country has started picking up and to start with in the residential sector. Since your Company owns its interest in commercial land situated at Gurgaon, Haryana, the Company expects finalization of the negotiations with any builder for developing the said land in the last quarter of this year.

DIVIDEND

Your Directors are pleased to recommend a dividend of Re. 1/- per equity share of face value of Rs. 10/- each for the financial year 2009-10. The dividend, if approved at the ensuing Annual General Meeting will be paid to those shareholders whose name shall appear on the register of members of the Company as on the date of Book Closure.

FIXED DEPOSITS

During the financial year 2009-10, your Company has not accepted any deposits from the public within the meaning of provisions of Section 58A of the Companies Act, 1956.

MANAGEMENT DISCUSSION AND ANALYSIS

Your Company has put in efforts to strengthen its place in terms of Country's share for providing packaging range to the soft drinks and other beverages industry by expanding its capacities at Neemrana, Rajasthan by installing a PET Preform Line and a Closure Line.

Your Company continued catering to the packaging needs of Beverages Industry of the country by way of supplying packaging for carbonated soft drinks (CSD), mineral waters, beer and other alcoholic beverages, juices, sauces, ready-to-drink milk products etc. Major chunk of Company's supply remained to Cold Drinks Industry which is growing at about 30-35% per annum and alcoholic beverages industry mainly beer which is growing at a rate of about 15-20% per annum. The Company's vision with regard to new market segments such as fruit juices, milk products, edible oil and other cosmetics items which is slowly moving to packaging items remained the same and your Company is capable of manufacturing of those packaging. Your Company therefore, expects development of new market segments in the years to come.

Due to adverse market scenario of Textile Industry in India, the project undertaken by the Company for setting up of integrated Textile Unit at Distt. Haridwar, Uttarakhand has continued to be kept on hold for the time being.

The real estate market started picking up in the country, therefore, your company expects inking any collaboration agreement with a builder of having track record for the development of commercial land of the Company situated at Gurgaon, Haryana.

INDUSTRY SECTORS

PACKAGING

The packaging industry supplying packing solutions to beverages industry are mainly divided into two formats viz., PET Bottles and Glass Bottles.

PET Bottles are also divided into two segments such as Plastic Closures and PET Preforms. Plastic Closures are mainly used in plastic bottles like CSD PET Bottles, mineral water and juices. The requirements of closures with respect to design and quality depend upon the need of the end-user. PET Bottles required by the Beverages Industry are being manufactured & supplied by the Packaging Industry in Preforms shapes and being blown up at the time of filling beverages. Various other end-users have started using plastic bottles as packaging medium. The usage of PET Bottles shows an increasing trend in products like edible oil, personal care products, pharmaceuticals and confectioneries. The usage of PET Bottles in Alcoholic Beverages Industry is also on the rise.

Glass bottles used as a packaging item requires crown caps for closure. Your Company manufactures Crown Caps which are mainly used as metallic closures for various edible items packed in glass bottles e.g. Carbonated Soft Drinks, Beer, Juices, Sauces, Ready-to-drink Milk products etc.

REAL ESTATE

The Real Estate market is mainly divided into two zones one is the residential and the other is commercial. Your company possesses interest in Commercial land.

OUTLOOK

PACKAGING

The Overall Beverage Packaging Industry is growing at over 30% per annum. The continued trend of shifting customer base from glass bottles to PET Bottles is being seen in a positive note. Extended summers are turning out to be bonuses for the Company for meeting the increased costs of operations. The Company being manufacturing all the three products as a packaging solutions to the Beverage Industry viz., PET Preforms, CSD Closures & Crown Caps, enjoys a respectable market share.

Segment Wise/ Product Wise Review

CROWN CAPS

The crown market has been continuously recording negative growth due to lesser usage of glass bottles as a packaging item. In order to utilize the excess capacity in the crown segment of the company, your Company is making vigorous efforts to explore the export market. This has recorded in the export sales increase from Rs. 5.22 Crores to Rs. 11 Crores. Efforts are being continued to increase the share of exports further.

However, AMD remained one of the dominant players in the crown caps market during the year under review.

PLASTIC CLOSURES

The plastic closure market has continued getting its momentum due to increased usage of PET Bottles. The organized market is still dominated by the CSD but it is expected that other usage will also form significant share of the over all market.

With the expansion of putting up of one line of Closure at Neemrana, Rajasthan, AMD has maintained its market share. The demand of plastic closures will increase in segments where PET Bottles are gaining foothold as packaging media like water, juices, edible oil etc.

PET PREFORMS

With the expansion of putting up of one line of Preform, AMD enjoys a respectable market share.

Risks and Concerns

PACKAGING

Continued shifting of customer base from glass bottle to PET Bottles remains a cause for concern for the Crown Division of the Company. Further, increase in raw material cost and pressure on margins have a bearing on the profitability of packaging industry in totality. The Company is likely to be affected by change in governmental policies as it may affect the usage of end products.

However, the Company has established itself as quality supplier to its clients and is accepted as reliable player in the industry thereby not only retaining its base but increasing it as well.

Adequacy of Internal Control Systems

The Company has adequate internal control system commensurate with the size of the company. The Company has appointed M/s B.L.Khandelwal & Co., Chartered Accountants, as the Internal Auditor of the Company to carry out the internal audit of the activities of all the divisions of the Company at regular intervals. Their audit reports along with action taken reports thereon are reviewed by the Audit Committee of Directors.

Material Development in Terms of Human Resources

Human Resources are considered to be a form of capital and wealth of the Company. It has been the focus of the management to improve and expand the contribution of its human resources towards attainment of organizational goals and values. The growth of the Company and improvement in the systems has been sustained by the active involvement of the employees with the Management. The technical expertise of the Management has been shared with the employees at the works, which keeps them motivated to meet and improvise the set targets.

Cautionary Statement

Statement in the Management Discussion & Analysis, describing the Company's objectives, projections and estimates are forward looking statements and progressive within the meaning of applicable laws and regulations.

Actual results may vary from those expressed or implied, depending upon the economic conditions, Government policies and other incidental factors.

DIRECTORS

Mr. Harswarup Gupta, Executive Director of the Company retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies (Amendment) Act, 2000, with respect to Directors responsibility statement, it is hereby confirmed that

- A. In the preparation of Annual Accounts for the financial year 2009-10, the applicable Accounting Standards have been followed along with proper explanations relating to material departures, if any, and that there are no material discrepancies;
- B. The Directors have selected such Accounting Policies and applied them consistently and made prudent judgments & estimates that are reasonable so as to give a true and fair view of the State of Affairs of the Company as at 31st March 2010 and the Profit & Loss A/c of the Company for the accounting year ended on that date;
- C. The Directors have taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of The Companies Act, 1956, for safeguarding the assets of the Company and for preventing & detecting the fraud and other irregularities;
- D. The Directors have prepared the Annual Accounts for the financial year 2009-10, on "going concern basis".

CORPORATE GOVERNANCE REPORT

A detailed report on the Corporate Governance as required pursuant to Clause 49 of the Listing Agreement forms part of the Annual Report. Certificate from the Auditors of the Company, confirming compliance of conditions of Corporate Governance as stipulated under the Clause 49, is annexed to this Report.

AUDITORS

The Statutory Auditors of the Company M/s. Suresh & Associates, Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office of Statutory Auditors, if re-appointed. The Audit Committee and the Board of Directors recommend to the shareholders for their approval the appointment of M/s. Suresh & Associates as the Statutory Auditors of the Company for the financial year 2010-11

Subsidiary Companies & Consolidated Group Results:

The statement & particulars relating to the company's subsidiaries, AMD Estates & Developers Pvt. Ltd. and Prime Techno Build Private Limited pursuant to section 212 of the Companies Act 1956 are attached to this reports, as an annexure.

As required under the current listing norms, Consolidated Financial Statements are being published in the current year's Annual Report.

Energy Conservation, Technology Absorption & Foreign Exchange

A. Conservation of Energy

Energy conservation, wherever possible, is being implemented. However, continuous efforts to conserve and optimize the use of energy through improved operational methods and other means have always been the Endeavour of the Company to implement.

B. Technology Absorption

The Company believes that technological obsolescence is practical reality. Our research and development activities will help us gear for future opportunities. We invest and encourage continuous innovation. Our R&D is always focused to provide unique benefits to our customers and stakeholders by working both proactively and reactively.

C. Foreign Exchange Earning & Outgo

During the year under consideration, the Company has used Foreign Exchange equivalent to Rs. 7.04 Lacs (previous year Rs 4.93 lacs) and earned Foreign Exchange equivalent to Rs. 1099.67 Lacs (previous year Rs.521.99 lacs).

Particulars of Employees

Pursuant to Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, the names and other particular of employees are set out herein:

Particulars of Employees pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975,

A. Employed throughout the year and in receipt of remuneration aggregating Rs.24,00,000/- or more per annum

Name	Designation	Qualifications	Remuneration (Rs.)	Experience (Years)	Date of Appointment	Age (Years)	Last Employment held (Employer/ Designation)
1. Sh. Ashok Gupta	Managing Director	B.Sc. (Hons.)	47.80	32	17-12-1983	57	Own business
2. Sh. Harswarup Gupta	Executive Chairman	Graduate	47.78	49	17-12-1983	81	Own business
3. Sh. Adit Gupta	Whole time Director	B.Sc.(Chemical Engg.) & MBA Finance	47.99	11	14-11-2005	31	N.A.

B. Employed for the part of the year and in receipt of remuneration aggregating Rs.24,00,000/- or more per annum

Name	Designation	Qualifications	Remuneration (Rs.)	Experience (Years)	Date of Appointment	Age (Years)	Last Employment held (Employer/ Designation)
N.A.							

Notes:

- Sh. H.S. Gupta, Shri Ashok Gupta and Sh. Adit Gupta are related to each other.
- None of the Employees except Sh. Harswarup Gupta, Sh. Ashok Gupta, and Sh. Adit Gupta holds more than 2% equity Shares of the Company
- Remuneration includes salary, allowance and monetary value of all perquisites as valued under Income Tax Rules, 1962.
- Nature of Employment in all cases is on contractual basis except in case of Directors, whose terms have been approved by the Shareholders.
- All the employees have adequate experience to discharge the responsibilities assigned to them and their designations are indicative of their nature of duties.

Acknowledgment

Your Directors take this opportunity to express its sincere appreciation of the cooperation and support extended by the Shareholders, Bankers, Financial Institutions, Government Departments, Regulatory Bodies, Customers and other Business Constituents during the year under review.

Your Directors wish to place on record their appreciation for the committed services of the executives, staff and workers of the Company.

For and on behalf of Board of Directors

Place: New Delhi
Date: 25th May, 2010

Harswarup Gupta
(Chairman)

REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement, Report on Corporate Governance is attached and forms part of the Directors Report.

1. Company's Philosophy on Code of Corporate Governance

Corporate Governance is an integral part of values, ethics and best business practices followed by the Company. It envisages attainment of highest levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders, including shareholders, employees, lenders and the Government. The core values of the Company are:

- Commitment to excellence and customer satisfaction.
- Maximizing long term shareholders worth.
- Socially valued enterprise and
- Caring for people and environment.

2. Board of Directors

The Board of Directors of the Company comprised of six Directors out of which three Directors are Independent Directors. Composition of the Board and category of Directors are as follows:

I Composition of the Board

S.No.	Name of Director	Designation	Category
1.	Mr. Harswarup Gupta	Chairman	Executive Director
2.	Mr. Ashok Gupta	Managing Director	Executive Director
3.	Mr. Adit Gupta	Wholetime Director	Executive Director
4.	Mr. Mahipal Ahluwalia	Independent Director	Non-Executive Director
5.	Mr. Seshadri Ratnam	Independent Director	Non-Executive Director
6.	Mr. Prabhat Krishna	Independent Director	Non-Executive Director

II Attendance of Directors at Board Meetings, last Annual General Meeting and number of other Directorships and Chairmanships/Memberships of Committees of each Director in various companies

Name of Director	Attendance of meetings during 2009 - 10		Number of other Directorships in other Public Companies as on 31.03.2010	Number of Memberships/Chairmanships of Committees of other Companies
	Board Meeting	Last AGM		
Mr. Harswarup Gupta	3	Yes	1	Nil
Mr. Ashok Gupta	4	Yes	1	Nil
Mr. Adit Gupta	4	No	1	Nil
Mr. Mahipal Ahluwalia	5	Yes	0	Nil
Mr. Seshadri Ratnam	5	Yes	0	Nil
Mr. Prabhat Krishna	4	Yes	1	Nil

III Details of the meetings of the Board of Directors of the Company held during 2009-10.

S.No.	Date of Board Meeting	Total Strength of Board	No. of Directors Present at the Meeting
1.	24-04-2009	5	5
2.	30-06-2009	6	6
3.	28-07-2009	6	5
4.	29-10-2009	6	5
5.	28-01-2010	6	4

IV. Code of Conduct

The "Code of Conduct" is already circulated and posted on the Company's website. The persons concerned have given their declarations for compliance for the financial year ended 31st March, 2010.

2. Audit Committee

Pursuant to terms of reference as prescribed under Clause 49 and Section 292A of the Companies Act, 1956, the Audit Committee of the Company has been duly constituted. The terms of reference, *inter alia*, include the Company's financial reporting process, disclosures of all the information to ensure that the financial statements are correct, sufficient and credible, reviewing annual and quarterly statement before submission to the Board and reviewing the adequacy of internal control systems with the management, the external and the internal Auditor.

The Audit committee reviews with management and also with the statutory and internal auditors, all aspects of the financial results, effectiveness of internal audit / processes, taxation matters and other key areas. The audit committee also recommends the appointments and remuneration of the internal auditors and statutory auditors to the Board considering independence and effectiveness.

I. Composition of Audit Committee

S.No.	Name of Member	Designation in Committee	Designation in Company
1.	Mr. S. Ratnam	Chairman	Independent director
2.	Mr. Mahipal Ahluwalia	Member	Independent director
3.	Mr. Adit Gupta	Member	Whole time Director
4.	Mr. Prabhat Krishna	Member	Independent Director

II Details of Audit Committee meetings

S.No.	Date of Board Meeting	Total Strength of the Committee	No. of Members Present
1.	24-04-2009	3	3
2.	28-07-2009	4	4
3.	29-10-2009	4	4
4.	28-01-2010	4	3

4. Remuneration Committee:

I. Terms of reference of the Remuneration Committee

- The committee shall consider, discuss and recommend to the Board of Directors the remuneration payable to Directors of the Company.
- The Committee shall have a power to review the remuneration payable to Directors of the Company as and when considered necessary in line with financial health of the Company vis-à-vis contribution made by them.
- To perform or dispose of such other acts or obligations as may be referred or directed to it by the Board of Director of the Company.

II. Details of Composition of Remuneration Committee

S. No	Name of Member	Designation in Committee	Designation in Company
1	Mr. S. Ratnam	Chairman	Independent Director
2	Mr. M. P. Ahluwalia	Member	Independent Director
3	Mr. Prabhat Krishna	Member	Independent Director

III. Meeting and attendance in the Remuneration Committee Meeting during the year

S.No.	Date of the Meeting	Total Strength of the Committee	No. of Members present
1	30-06-2009	3	3

IV. Remuneration Policy

The remuneration policy of the Company subject to Section 198, 309 and the provisions of Schedule XIII of the Companies Act, 1956, is based on the rewarding criteria where by each of the Director's remuneration is determined according to its performance and contribution in the growth and financial performance of the Company. The present industrial trends and precedence are also considered while determining the Remuneration.

V. Following are the details of remuneration payable

Remuneration paid to Managing / Executive / Wholetime Director of the Company are being paid as per terms of their appointments, the detail of remuneration payable is stated herein below:

S.No.	Name	Designation	Salaries & Allowance (Rs. In Lacs)	Other Benefits (Rs. In Lacs)	Total (Rs. In Lacs)
1.	Mr. Ashok Gupta	Managing Director	40.05	7.76	47.81
2.	Mr. Harswarup Gupta	Chairman	37.69	10.09	47.78
3.	Mr. Adit Gupta	Wholetime Director	36.00	11.99	47.99

The Independent Directors are being paid a sitting fee of Rs. 11,000/- for attending each Board and Committee Meetings thereof. Sitting fees paid to the Independent Directors during the financial year 2009-10 is detailed below:

S.No.	Name of the Independent Director	Sitting fees paid(Rs. In Lacs)
1.	Mr. M.P. Ahluwalia	0.55
2.	Mr. S. Ratnam	0.55
3.	Mr. Prabhat Krishna	0.44

5. Shareholders / Investors Grievances Committee

I. Details of Composition of Shareholders / Investors Grievance Committee

S. No	Name of Member	Designation in Committee	Designation in Company
1	Mr. M. P. Ahluwalia	Chairman	Independent Director
2	Mr. Ashok Gupta	Member	Managing Director
3.	Mr. Seshadri Ratnam	Member	Independent Director
4.	Mr. Prabhat Krishna	Member	Independent Director

II. The name of Compliance Officer:

Sh. Raj Kumar Gupta, Company Secretary is the Compliance Officer of the Company.

III. Number of Shareholders complaints received during the financial year 2009-10.

Category	Complaints Received	Number of Complaints Resolved	Complaints Pending
Non receipt of R. O/ Allot. Advice	0	0	NIL
Non Receipt of Credit	0	0	NIL
Non receipt of Dividend Warrant	1	1	NIL
Total	1	1	NIL

6. Management Committee

For transactions of routine business nature requiring the approval of the Board, the Board of Directors constituted a Committee under nomenclature, "Management Committee" to have speedy approval system. The following members of the Board have been nominated as the Chairman/ Member of the said Committee.

1. Mr. Harswarup Gupta Chairman
2. Mr. Ashok Gupta Member
3. Mr. Adit Gupta Member

The Committee shall meet as and when some business of routine nature is required to be approved. Mr. R.K. Gupta shall act as Secretary to the Committee.

7. General Body Meetings

I. Details of last three Annual General Meetings

Date of Meeting	Place	Time	Details of Special Resolution Passed therein
10-09-2007	Daffodils Hotels, Tania Farms Complex, Chatterpur Mandir Road, Satbari Village, New Delhi- 30	10.00 AM	Nil
26-09-2008	Daffodils Hotels, Tania Farms Complex, Chatterpur Mandir Road, Satbari Village, New Delhi- 30	10.30 AM	Nil
23-09-2009	Daffodils Hotels, Tania Farms Complex, Chatterpur Mandir Road, Satbari Village, New Delhi- 30	10.30 AM	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Ashok Gupta, Managing Director of the Company for a further period of 3 years 2. Re-appointment of Mr. Harswarup Gupta, Executive Chairman of the Company for a further period of 3 years 3. Re-appointment of Mr. Adit Gupta as Whole Time Director of the Company for a further period of 3 years 4. Appointment of Ms. Vidhi Gupta as Manager – Business Development u/s 314(1) of the Act.

II. Postal Ballot

The Company did not pass any resolution through Postal Ballot during 2009-10.

8. Disclosures

- a. Related party transactions have been suitably disclosed in the Notes to the Accounts in compliance to Accounting Standards issued by the Institute of Chartered Accountants of India. However, there are no materially significant related party transactions which have potential conflict with the interests of the Company at large.
- b. During the last three financial years there was no penalty, restrictions of any kind and of any nature, has been imposed by the SEBI, Stock Exchange or any other Statutory Body relating to Capital Market.
- c. Whistle Blower Policy: However, there is no specific Whistle Blower Policy laid down in the organization, but the Management always encourages the Employees of the Company, to detect any actual or suspected fraud, unethical behavior, and be notified the same to the management for its suitable resolution/rectification. There was no incidence highlighted during the financial year 2009-10 within the framework of such encouragement.
- d. Following are the Details of Compliance of Mandatory and Non Mandatory Requirements of Corporate Governance:

I. Mandatory Requirement

The Company is fully compliant with the applicable mandatory requirements of the revised Clause 49 which are listed below:

Particulars	Clauses of Listing agreement	Compliance Status Yes/No
I. Board of Directors	49 I	
(A) Composition of Board	49 (IA)	Yes
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes
(C) Other provisions as to Board and Committees	49 (IC)	Yes
(D) Code of Conduct	49 (ID)	Yes
II. Audit Committee	49 (II)	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes
(B) Meeting of Audit Committee	49 (IIB)	Yes
(C) Powers of Audit Committee	49 (IIC)	Yes
(D) Role of Audit Committee	49 II(D)	Yes
(E) Review of Information by Audit Committee	49 (IIE)	Yes
III. Subsidiary Companies	49 (III)	Yes
IV. Disclosures	49 (IV)	
(A) Basis of related party transactions	49 (IV A)	Yes
(B) Disclosures of accounting treatment	49 (IV B)	Yes
(C) Board Disclosures – Risk Management	49 (IV C)	Yes
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes
(D) Remuneration of Directors	49 (IV E)	Yes
(E) Management	49 (IV F)	Yes
(F) Shareholders	49 (IV G)	Yes
V. CEO/CFO Certification	49 (V)	Yes
VI. Report on Corporate Governance	49 (VI)	Yes
VII. Compliance	49 (VII)	Yes

II. Non-Mandatory Requirement

- Pursuant to provisions of Schedule XIII of the Companies Act, 1956, the Company has constituted a Remuneration Committee which is a non mandatory requirement under the Clause 49 of the Listing Agreement.

Profile of Directors

Mr. H. S. Gupta

Aged about 81 years is one of the founder promoters and Directors of the company. He has been associated with the packaging industry for more than 49 years. He started his new glass bottles trading business in Calcutta in the year 1958 in name and style of Ashoka Sales Agency. He is the Executive Chairman of **AMD**. Mr. Harswarup Gupta is also running a charitable trust viz. **Shakuntala Gupta Trust** which is established for philanthropic activities. The Trust runs a high school at Village Kakore, Distt. Bulandshahar, Uttar Pradesh.

Mr. Ashok Gupta

Aged about 57 years is son of Shri Harswarup Gupta and Managing Director of AMD Industries Limited. Mr. Ashok Gupta is a Bachelor of Science and enriched with an experience of more than 32 years in Industrial and Commercial activities. He commenced business in the year 1974 by setting up a unit under the name and style of Shyam Industries to manufacture pilfer proof Aluminum caps mainly used by liquor industry.

Mr. Ashok Gupta has traveled widely and has attended many prestigious seminars and exhibitions in India and abroad including Inter Pack and Metpack Dusserdolf, Germany, Pet Exhibition- Munich. He also participated as a Guest Speaker on the subject "The Growing Trends of Pet Industry in Asia Pacific Market" organized in Germany by PET PLANET, one of the World's most read PET magazines. He also attended textile exhibition in Singapore held in October 2005. Mr. Ashok Gupta looks after the day-to-day operations of the Company since its inception. He is a founder promoter and Managing Director of the Company.

Mr. Adit Gupta

Aged about 31 years is the son of Shri Ashok Gupta. He has completed his B.Sc. in Chemical Engineering stream from Virginia, USA and MBA (Finance) from Boston, USA. Mr. Adit Gupta has been involved in business development and promotion function of AMD Industries Ltd. since 1999. In the year 1999 he underwent a training course at **Sacmi, Italy** to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing. He has joined the Board of AMD Industries Limited on 14-11-2005 as the Director of the Company & further subsequently appointed as Whole Time Director w.e.f 14-06-2006

Mr. Adit Gupta was actively involved as a team leader for implementation of Company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He later went to Boston for his MBA degree course and during that MBA program he attended Kortec Seminar. Kortec is a leading technology company is Barrier PET Preforms for Beer operations. He is one of the promoter directors of the company and looks after business development function of the company.

Mr. Mahipal Ahluwalia

Mr. Mahipal Ahluwalia is a Lawyer and having more than 32 years of experience in handling Legal cases both in High Court as well as in Supreme Court. He is Non-Executive Independent Director of the company.

Mr. Seshadri Ratnam

Mr. Seshadri Ratnam is a B.Sc. (Hons) (Physics) and FCA from the Institute of Chartered Accountants of England & Wales, London, U.K. He has over 37 years of experience in the field of Corporate Laws, Finance and Taxation. He has also been involved in financial consultancies relating to fund raising through GDRs, IPOs and also through agencies like ADB, World Bank etc. He was Director Finance of Uttaranchal Jal Vidyut Nigam Limited. He has also worked in the capacity of Director Finance of Bharti Telecom.

Mr. Prabhat Krishna

Mr. Prabhat Krishna aged about 63 years, Mr. Prabhat Krishna is a retired banker from State Bank of India. He is B. Tech (Chem) from IIT, New Delhi. He started his career with a Chemical Consultancy firm. He joined SBI as Probationary Officer in 1973. He kept on moving on different position within the Bank and handled Corporate Account with a minimum limit of Rs.50 Crores & above. Mr. Prabhat Krishna worked with the Bank for 35 years and retired in November 2007.