

Annual Report 2011-2012



AMD Industries Limited



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

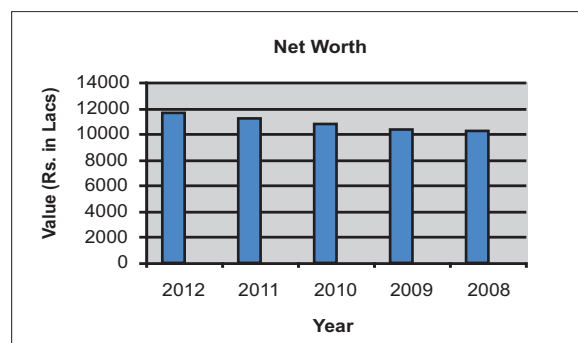
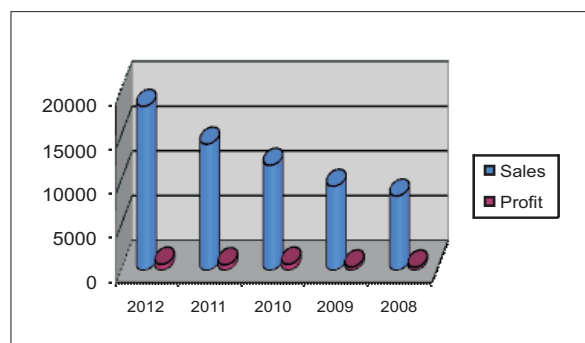
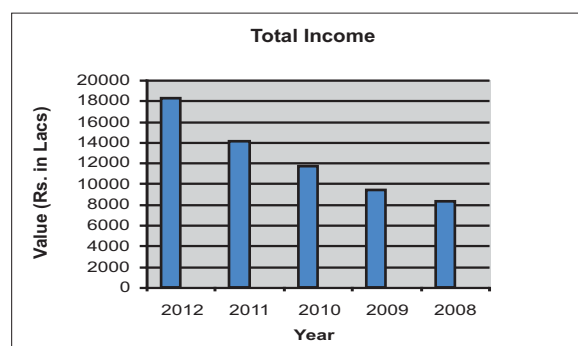
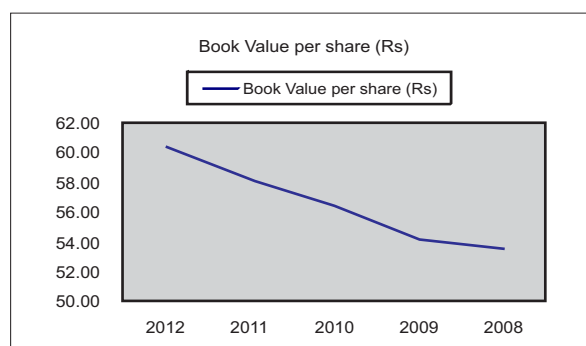
We at AMD are committed to control and improve quality, cost and delivery performance through continual improvement of the quality management. We shall increase our market share year after year through improving customer satisfaction.

FINANCIAL INDICATORS FOR PAST 5 YEARS

(RS. IN LACS)

PARTICULARS	YEAR ENDED 31ST MARCH				
	2012*	2011*	2010	2009	2008
TOTAL INCOME	18269.84	14051	11822.06	9345.02	8253.19
PBDIT	2872.88	2537.6	2451.63	1972.48	1324.57
PBT	1036.88	769.28	1080.13	696.88	439.69
Provision for taxation					
Current	330	180	285.43	178.34	126.79
Deferred	24.03	19.7	161.45	179.18	(11.73)
PAT	650.32	577.32	654.39	339.35	324.63
Cash Profit [^]	1412.85	1300.26	1215.6	820.75	704.76
Fixed Assets					
Gross Block including Capital WIP	12829.16	12741.94	12044.35	8960.78	9101.17
Net Block	8548.77	9186.14	9206.32	6663.11	7105.42
Equity Share Capital	1916.67	1916.67	1916.67	1916.67	1916.67
Reverses & Surplus	9671.55	9243.99	8890.91	8460.77	8345.66
Networth	11588.22	11160.66	10807.58	10377.45	10262.33
EPS (Rs.) (Annualized)	3.39	3.01	3.41	1.77	1.69
Cash EPS (Rs.) (Annualized)	7.37	6.78	6.34	4.28	3.68
Book Value per share (Rs)	60.46	58.23	56.39	54.14	53.54
[^] Net of Deferred Tax Liability					

*Figures of 2011 & 2012 are as per revised Schedule VI of Companies Act, 1956





CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. H.S. Gupta
Chairman

Mr. Ashok Gupta
Managing Director

Mr. Adit Gupta
Joint Managing Director

Mr. Mahipal Ahluwalia
Independent Director

Mr. Seshadri Ratnam
Independent Director

Mr. Prabhat Krishna
Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Joylin Jain

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-4&C-5, Site 3, Meerut Road, Indl. Area, Ghaziabad, Uttar Pradesh
- 2) 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
- 5) Central Bank of India

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-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka, Mumbai - 400 072
Tel. : +91-22-28470652 Fax: +91-22-28525207

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DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 29th Annual Report together with audited accounts for the financial year ended 31st March 2012.

Financial Results

The financial performance of the Company for the financial year ended 31st March, 2012 is summarized below:

(Rs. In Lacs)		
Particulars	Financial Year 2011-12	Financial Year 2010-11*
Net Sales/Income from Operation (net of excise duty)	17643.14	13,396.89
Other Operating Income	557.63	4,14.52
Other Income	69.07	239.60
Total	18269.84	14051.01
Profit form operations before Financial Costs, Depreciation, Exceptional Items & Tax Expenses	3114.31	2537.72
Financial Costs	1073.46	1048.24
Profit before Depreciation, Exceptional Item & Taxation	2040.85	1489.48
Depreciation	762.53	720.08
Profit before Exceptional Items and Tax Expenses	1278.32	769.40
Exceptional Items	241.43	0.12
Profit before Tax	1036.89	769.28
Less: Tax Expenses	386.57	191.96
Net Profit for the year / Amount available for Appropriation	650.32	577.32
Appropriations:		
General Reserve	Nil	20.00
Dividend on Equity Shares	191.67	191.67
Tax on Dividend	31.09	32.57
Balance Carried to Balance Sheet	427.56	333.08
TOTAL	650.32	577.32

*Consequent to the notification of Revised Schedule VI of the Companies Act, 1956, the Financial Statements for the year ended 31st March, 2012 have been prepared as per the Revised Schedule VI. Accordingly, the previous year figures have also been reclassified to confirm to this year classification and regrouped wherever necessary.

OPERATIONS REVIEW

Packaging Business:

During the year under review your Company registered a total turnover and other income of Rs. 18269.84 Lacs as compared to previous year's turnover and other income of Rs. 14051.01 Lacs an increase of 30.03% over the previous year. The Company registered a Profit before Financial Costs, Depreciation & Taxation of Rs. 2872.88 Lacs (excluding income from exceptional items) as compared to Rs. 2537.60 Lacs (excluding income from exceptional items) recording a growth of 13.21%, whereas Net Profit at Rs. 650.32 Lacs as compared to Rs. 577.32 Lacs the previous year, which shows an increase 12.64%. The top line growth was possible due to the business growth in the beverage industry as a whole. However, despite of stiff competitions and financials costs, the company has registered an increase 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.

Textile Business:

The market scenario for the textile industry in the country as a whole remained continuously discouraging. 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. Development of Commercial Complex at the land of Company's subsidiary AMD Estates & Developers Private Limited situated at Sector-114, Gurgaon, Haryana has been started in which Company also holds interest. The said development is being carried out by VSR Infratech Private Limited, New Delhi with which AMD Estate & Developers had entered into a Collaboration Agreement for the said development. In coming years this project will also contribute towards revenue.

DIVIDEND

Your Directors are pleased to recommend a dividend of Re. 1/- (One) per equity share of face value of Rs. 10/- each for the financial year 2011-12. The dividend, if approved and declared 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 to be notified.

FIXED DEPOSITS

During the financial year 2011-12, your Company has not invited or 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 and strengthened its place in terms of Country's share for providing packaging range to the soft drinks and other beverages industry. Company's plants at both the places, i.e. at Ghaziabad, Uttar Pradesh and Neemrana, Rajasthan, are in operations.

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 etc. Major chunk of Company's supply remained to beverages Industry which is growing at about 18% per annum and alcoholic beverages industry mainly beer which is growing at a rate of about 10% per annum. The Company is looking to new market segments such as fruit juices, milk products, edible oil etc. 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 and making continuous efforts in that direction.

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 sector has been picking its' growth for some time now. The development of commercial complex at the land of Company's subsidiary AMD Estates & Developers Private Limited situated at Sector 114, Gurgaon, Haryana for which the said subsidiary had entered into a collaboration agreement with VSR Infratech Private Limited, has been started in which Company holds interest. In coming year this will also contribute towards the Company's revenue.

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 CSD PET Bottles for beverages, 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 Preform shapes and being blown-up at the time of filling beverages. Various other end-users have also 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 as 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 zone 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 12% per annum. The continued trend of shifting customer base from glass bottles to PET Bottles is being seen in a positive note.

Segment Wise/ Product Wise Review

CROWNS CAPS

The use of glass bottles has been seen steady or little bit de-growth whereby the use of Returnable Glass Bottle (RCB) has been seen in reducing trends. Due to which crown market has been recording a sharp negative growth as a packaging item. In order to offset this, your Company is making vigorous efforts to explore the export market. This has recorded in the export sales increase from Rs. 18.50

AMD Industries Limited



Crores (in previous year) to Rs. 34.94 Crores in the year. Efforts are being continued to increase the share of exports further.

However, AMD remained one of the dominant players in the crown caps market having approx. 15% market share during the year under review.

PLASTIC CLOSURES

The plastic closure market has been continuously 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. 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 at works at Neemrana, Rajasthan the Company's market share in PET preform market has also increased and after its successful start, the Company has planned to install 6-PET Preform line at its same works and expect to install the same by the end of October, 2012. It will further increase the productions capacity of the Company. The packaging Industry in PET segment has been growing by over 15-20%.

Risk and Concerns

PACKAGING

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 related to 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 surpass 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. Prabhat Krishna, Independent Director of the Company retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

Mr. M.P. Ahluwalia, Independent 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 Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed:

- that in the preparation of Annual Accounts for the financial year 2011-12, the applicable Accounting Standards have been followed along with proper explanations relating to material departures, if any;
- that the directors have selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31- March, 2012 and of the profit or loss of the Company for that period;
- that the directors had 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;

- that the directors had prepared the Annual Accounts for the financial year 2011-12 on a "going concern basis".

CORPORATE GOVERNANCE REPORT

Your Company reaffirms its commitment to the good corporate governance practices. 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, New Delhi retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office of Statutory Auditors of the Company, if reappointed. The Audit Committee and the Board of Directors recommend to the shareholders for their approval the appointment of M/s. Suresh & Associates, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2012-13.

SUBSIDIARY COMPANIES:

The Ministry of Company Affairs, Government of India vide its Circular No. 5/12/2007-CL-III dated 8- February, 2011 has granted general exemption under Section 212(8) of the Companies Act, 1956, from attaching the balance sheet, profit and loss account and other documents of the subsidiary companies to the balance sheet of the Company subject to the fulfillment of certain conditions by the Company. Further as required under the said Circular, the Company undertakes that the annual accounts of its subsidiary companies and the related detailed information shall be made available to the shareholders of the holding and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the Head Office of the Company at Delhi and of subsidiary companies concerned.

As required in the above said Circular and the current listing norms, Consolidated Financial Statements of the Company and its subsidiaries 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.

C. Foreign Exchange Earning & Outgo

Company has been continuously making efforts to increase its export. During the year under consideration, the Company has used Foreign Exchange equivalent to Rs. 4876.93 Lacs (previous year Rs 3692.21 Lacs) and earned Foreign Exchange equivalent to Rs. 3494.40 Lacs (previous year Rs. 1873.25 Lacs).

PARTICULARS OF EMPLOYEES

A list of the employees of the Company who were in receipt of the such remuneration during the financial year 2011-12 which requires to be disclosed in this report under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended upto date is annexed herewith as Annexure-I.

ACKNOWLEDGEMENT

Your Directors take this opportunity to express their 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.

On behalf of the Board of Directors

Place: New Delhi
Date: 23rd May, 2012

Harswarup Gupta
(Chairman)



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. 60,00,000/- or more per annum for F. Y. 2011-2012.

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.)	1,00,44,988.00	34	17-12-1983	59	Own business
2. Sh. Harswarup Gupta	Executive Chairman	Graduate	100,45,156.00	51	17-12-1983	83	Own business
3. Sh. Adit Gupta	Whole time Director	B.Sc.(Chemical Engg.) & MBA (Finance)	100,39,600.00	13	14-11-2005	33	N.A.

B Employed for the part of the year and in receipt of remuneration aggregating Rs. 5,00,000/- or more per month.

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

Notes

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

For and on behalf of the Board

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 there are three Promoter Directors and three 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	Wholtime 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 2011-12		Number of other Directorships in other Public Companies as on 31.3.2012	Number of Memberships/ Chairmanships of Committees of other Companies
	Board Meetings	Last AGM		
Mr. Harswarup Gupta	2	No	1	Nil
Mr. Ashok Gupta	3	Yes	1	Nil
Mr. Adit Gupta	2	Yes	1	Nil
Mr. Mahipal Ahluwalia	4	Yes	0	Nil
Mr. Seshadri Ratnam	3	No	0	Nil
Mr. Prabhat Krishna	4	Yes	1	01

III Details of the meetings of the Board of Directors of the Company held during 2011-12.

S.No.	Date of Board Meeting	Total Strength of Board	No. of Directors Present at the Meeting
1.	27-05-2011	6	5
2.	02-08-2011	6	5
3.	02-11-2011	6	4
4.	31-01-2012	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 with the code for the financial year ended 31st March, 2012.

3. 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 the Meeting	Total Strength of the Committee	No. of Members present
1.	27-05-2011	4	4
2.	02-08-2011	4	4
3.	02-11-2011	4	3
4.	31-01-2012	4	2

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. Remuneration Policy

The remuneration policy of the Company subject to Section 198, 310 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.

IV. 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	Other Benefits	Commission	Total
1.	Mr. Harswarup Gupta	Chairman	44,50,000	3,44,807	52,50,349	1,00,45,156
2.	Mr. Ashok Gupta	Managing Director	43,20,000	4,76,631	52,48,357	1,00,44,988
3.	Mr. Adit Gupta	Wholetime Director	45,00,000	2,98,263	52,41,337	1,00,39,600

The Independent Directors are being paid a sitting fee of Rs. 15,000/- for attending each Board and Committee Meetings thereof. Sitting fees paid to the Independent Directors during the financial year 2011-12 is detailed below:

S.No.	Name of the Independent Director	Sitting fees paid(Rs. In Lacs)
1.	Mr. M.P. Ahluwalia	0.60
2.	Mr. S. Ratnam	0.45
3.	Mr. Prabhat Krishna	0.60

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. Joylin Jain, Company Secretary of the Company is the Compliance Officer.

III. Number of Shareholders complaints received during the financial year 2011-12.

Category	Complaints Received	Numbers of Complaints Resolved	Complaints Pending
Non receipt of Annual Report	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.

- Mr. Harswarup Gupta Chairman
- Mr. Ashok Gupta Member
- Mr. Adit Gupta Member

The Committee shall meet as and when some business of routine nature is required to be approved. **Mr. Joylin Jain** 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
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.
24-09-2010	Daffodils Hotels, Tania Farms Complex, Chatterpur Mandir Road, Satbari Village, New Delhi- 30	10.30 AM	Nil
23-09-2011	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. Revision in remuneration of Ms. Vidhi Gupta, Manager-Business Development 5. Appointment of Ms. Mamta Gupta as Manager – Business Development u/s 314(1) of the Act.

II. Postal Ballot

The Company did not pass any special resolution through postal ballot in the financial year 2011-12.

8. Disclosures

- 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.
- 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.
- 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 2011-12 within the framework of such encouragement.
- 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	Clause 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 (IID)	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 (IVA)	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)	N.A
(E) Remuneration of Directors	49 (IV E)	Yes
(F) Management	49 (IV F)	Yes
(G) 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

- Mr. Seshadri Ratnam was not present in the last Annual General Meeting of the Company due to ill health.

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 83 years is one of the founder promoters and Directors of the company. He has been associated with the packaging industry for more than 51 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 the Company. 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 59 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 34 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 Dusseldorf, 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 33 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 in 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 34 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 39 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 64 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.

8. Means of Communication

- In terms of requirements of Clause 41 of the Listing Agreement the Quarterly/ Annual Financial Results of the Company are being published in newspapers and are also being displayed on the Website of the Company i.e. www.amdindustries.com.
- The Quarterly/Annual Financial Results of the Company are being published normally in the following newspapers:
 - Business Standard, Delhi.
 - Jansatta
 - Financial Express

9. General Shareholders Information

- Annual General Meeting details:-**
 - Date : 28th September, 2012
 - Time : 10:30 A.M.
 - Venue : Daffodils Hotels, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi-110030.
- Financial Year :** 2011-2012 (ended on 31st March 2012).
- Book Closure Date:** 24th September, 2012 to 28th September, 2012 (Both days- inclusive).
- Dividend Payment Date:-** On or after 6th October 2012.
- Shares of Company are listed on:-**
 - National Stock Exchange (NSE) and
 - Bombay Stock Exchange (BSE)
- Stock Code:** 532828 – BSE
AMDIND – NSE
- The monthly high and low stock price during the financial year 2010-11 is under.

Month	BSE Price		NSE Price	
	High Price (in Rs.)	Low Price (in Rs.)	High Price (in Rs.)	Low Price (in Rs.)
Apr-11	19.45	16.55	19.55	16.60
May-11	17.40	15.20	17.40	14.30
Jun-11	18.55	15.95	18.50	15.90
Jul-11	19.00	17.05	19.90	15.05
Aug-11	22.80	17.50	23.00	17.20
Sep-11	21.50	19.00	22.80	18.40
Oct-11	20.00	17.10	20.00	17.10
Nov-11	19.95	12.45	19.90	12.25
Dec-11	16.15	12.70	16.10	12.40
Jan-12	17.35	13.40	17.30	13.30
Feb-12	18.00	15.00	17.55	15.00
Mar-12	16.25	14.10	16.50	13.85