



NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of the Company **AMCO INDIA LIMITED** (CIN : L74899DL1987PLCO29035) will be held on Wednesday, the 30th day of September, 2015 at **Shri Ram Centre (Auditorium)**, 4, Safdar Hashmi Marg, Mandi House Chowk, New Delhi-110001 at 11.00 a.m. to transact the following business(s):

ORDINARY BUSINESS

1. Adoption of Financial Statements of the Company:

To receive, consider and adopt the Financial Statements containing the Balance Sheet as at 31st March 2015 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 2015 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 2015 together with the Boards' Report and Auditors' Report thereon be and are hereby received, considered and adopted.”

2. Re-appointment of Retiring Director:

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

“**RESOLVED THAT** Mr. Surender Kumar Gupta (DIN: 00026609) who retires by rotation, and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company”.

3. Ratification of the Statutory Auditor of the Company:

To consider and if, thought fit to pass with or without modification(s) the following resolution for the ratification and fixation of the remuneration of the Statutory Auditor as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 139 and 142 and other applicable provisions of the Companies Act, 2013, if any, and the Companies “(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s V. V. Kale & Co., Chartered Accountants (Firm Regn. No. 000897N), 16A/20 W.E.A., Main Ajmal Khan Road, Karol Bagh, , New Delhi- 110005 as statutory auditors of the Company be and is hereby ratified and confirmed at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

Place: Noida, U.P.
Date: 30.07.2015

By Order of the Board of Directors
For AMCO INDIA LIMITED
SD/-
SURENDER KUMAR GUPTA
Chairman & Managing Director
DIN : 00026609
C-53/54, Sector-57, Noida
U.P. - 201307



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The relevant documents referred to in the accompanying Notice are being uploaded on the Company's website for perusal of the shareholders and shall also be available in physical at the Registered office of the Company on all working days during the business hours (10.00 am -6.00pm) and the copies shall also be made available at the Corporate office of the Company on all working days during the business hours (10.00 am -6.00pm) upto the date of Annual General Meeting.
4. The route map of the venue of the Annual General Meeting of the Company along with the prominent landmark for easy location is annexed to the Annual Report.
5. Members are requested to:-
 - i. bring their copy of Annual Report to the meeting. The Copies of the Annual Report will not be distributed at the Annual General Meeting.
 - ii. bring their copy of Attendance Slip, duly completed and signed, to the meeting.
6. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
7. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
9. The proxy form is also attached herewith which is required to be duly filled, stamped, signed and shall be deposited within the prescribed time period.
10. The Boards' Report, Auditors' Report and Audited Balance Sheet as at 31st March 2015 and the Profit and Loss Account alongwith the Cash Flow Statement for the financial year ended on that date are enclosed.
11. In terms of Section 152 of the Companies Act, 2013, Mr. Surender Kumar Gupta (DIN: 00026609), retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges for person seeking re-appointment as Director under Item No. 2 are:



Details of Directors seeking appointment/reappointment in the Annual General Meeting scheduled on Wednesday, 30th September, 2015 (Pursuant to Clause 49):

Name of Director	Mr. Surender Kumar Gupta (DIN : 00026609)
Brief Reseume	Father's Name : Late Shri R. P. Gupta Date of Birth : 15th January, 1994
Experience	He has approximately 27 years of experience in the field of construction & manufacturing. He has provided the Company with his guidance and has handled various related projects. As the Managing Director of the Company he has taken the Company to new heights.
Expertise in Specific Functional Areas	Expertise in Construction & Manufacturing Area.
Qualification	B.A.
Board Membership of other Companies on 31st March, 2015	Suvij Foils Private Limited AMC Coated Fabrics Private Limited
Chairman/member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2015 a. Audit committee b. Stakeholders Relationship Committee c. Other Committees	NIL
Number of Shares held of Amco India Limited	6,72,309
Relationship with other Directors	Mr. S. K. Gupta is father of Mr. Rajeev Gupta who is Whole Time Director & Chief Financial Officer of the Company. He is also father in law of Mrs. Vidhu Gupta, the Whole Time Director of the Company.

12. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) in connection with the ensuing Annual General Meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
14. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Electronic/Demat form, the nomination form may be filed with the respective Depository Participant.
15. Members holding physical shares in multiple folios in identical name are requested to send their share certificates to Company's Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited for consolidation.
16. In case of any query, Members are requested to send the same to the Company Secretary atleast 10 days before the date of the meeting so that information can be made available at the meeting.
17. Members are requested to note that no **GIFTS, GIFTS COUPONS, OR CASH IN LIEU OF GIFTS** shall be distributed at the meeting.
18. The entire Annual Report is also available at the Company's Website www.amcoindialimited.com
19. **As per Circular no. 18/2011 and Section 101(1) read with Rule 18 of the Companies(Management & Administration) Rules, 2014 on Green initiative, the Company will send Annual Report along with other documents though emails to all members, who have registered their email address with the depository and physical hard copies will be dispatched to others.**



20. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically hereafter. **The e- communication form is attached with the Annual Report and the members are kindly requested to fill the same and send it back to the Company.** In case any member will be desiring to get hard copy of Annual Report, they can write to Company at registered office address or email at amco.india@ymail.com
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and clause 35B of the Listing Agreement, the Company is pleased to provide members facility through M/s. Central Depository Services India Ltd. (CDSL) to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting of the Company by electronic means and the business may be transacted through e-Voting.
22. The facility of casting the votes will be provided by CDSL to the members who are the members as on Wednesday, 23rd September, 2015 being the "Record Date" fixed for the purpose, to exercise their right to vote at the 28th AGM by electronic means through the remote e-voting platform provided by Central Depository Services India Ltd. (CDSL).
23. The facility for voting through ballot paper or e-voting shall be made available at the venue of 28th AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper / e-voting.
24. The members are requested to note that:
 - i. if a member has exercised his voting right through remote e-voting he shall not be entitled to cast vote at the meeting.
 - ii. once the vote on a resolution is cast by the member through remote e-voting, the member shall not be allowed to change it subsequently or cast the vote again.
 - iii. a member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
25. 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.
26. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 28th Annual General Meeting i.e. 30th August, 2015.
27. 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, 2015.
28. The remote e-voting commences on Saturday, 26th September, 2015 at 9.30 a.m (IST) and end on Monday, 29th September, 2015 at 5.00 pm (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, 2015 may cast their vote electronically. The remote e-voting module shall be disabled/blocked by CDSL for voting thereafter.
29. The Company has appointed Mr. Anil Singh, Practising Company Secretary (FCS No. 7563, COP No. 8295) as the Scrutinizer for conducting the remote e-voting process in fair and transparent manner.
30. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
31. 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 www.amcoindia.com and on the website of CDSL and on the site of the Stock Exchange within 48 hours of passing of the resolutions at the AGM of the Company.



32. **The procedure and instructions for remote e-voting as agiven in the Notice of the 28th Annual General Meeting are produced hereunder for easy reference :**

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders”.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat share holders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the envelopes along with the address. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters in CAPITAL letters eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the **AMCO INDIA LIMITED** on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non - Individual Shareholders and Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts 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.
33. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date Wednesday, 23rd September, 2015 may follow the same instructions as mentioned above for e-voting.
34. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
35. For any further details in this regard including the grievances connected with the voting by electronic means, you may contact Beetal Financial & Computer Services Private Limited, RTA of the Company located at Beetal House, 3rd Floor, 99, Madan Gir, Behind Local Shopping Centre, Dada Harsukhdas mandir, New Delhi- 110062 (011-29961281-82) or Amco India Limited, Share Department, C-53-54, Sector 57, Noida, Uttar Pradesh -201 307 (0120- 4601500, 2583729-30) or CDSL (022-22723333).
- 36. INVESTOR COMMUNICATIONS CENTRE:-**
In order to facilitate quick and efficient service to the shareholders, the company has set up an Investor Communications Center at its Corporate Office, Noida. Shareholders may contact this center at the under-mentioned address for any assistance including the one connected with the voting by electronic means:-
The Company Secretary
Investor Communications Center
Amco India Limited – Corporate Office
C-53 & 54, Sector-57, Noida, (U.P)-201301
Tel:- 0120-4601500, 2583729-30 Fax:- 0120-4601548
E-mail (General) :- amco.india@ymail.com
(Investor Communications):- investorcommamco@gmail.com

Place : Noida, U.P.
Date: 30.07.2015

By Order of the Board of Directors
For AMCO INDIA LIMITED
SD/-
SURENDER KUMAR GUPTA
Chairman & Managing Director
DIN : 00026609
C-53/54, Sector-57, Noida
U.P. - 201307