



NOTICE FOR THE ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the Members of **AMCO INDIA LIMITED** (CIN : L74899DL1987PLC029035) will be held on Tuesday, the 27th day of September, 2016 at 11.00 a.m. at **Shri Ram Centre (Auditorium)**, 4, Safdar Hashmi Marg, Mandi House Chowk, New Delhi-110001 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 2016 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 2016 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 2016 together with the Boards' Report and Auditors' Report thereon be and are hereby received, considered and adopted.”

2. Re-appointment of Retiring Director:

To consider and appoint a director in place of Mr. Rajeev Gupta (DIN : 00025410), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Rajeev Gupta (DIN: 00025410) who retires by rotation, and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company”.

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 of the Company M/s V.V. Kale & Company, Chartered Accountants 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 the Statutory Auditors of the Company be & 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: 05.08.2016

**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. **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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. 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.
4. 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.
5. 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.
6. Members are requested to:-
 - i. bring their copy of Annual Report to the meeting. The Copies of the Annual Report will not be distributed at the Annual General Meeting.
 - ii. bring their copy of Attendance Slip, duly completed and signed, to the meeting.
7. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
8. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
10. The proxy form is also attached herewith which is required to be duly filled, stamped, signed and shall be deposited within the prescribed time period.
11. The Boards' Report, Auditors' Report and Audited Balance Sheet as at 31st March 2016 and the Profit and Loss Account alongwith the Cash Flow Statement for the financial year ended on that date are enclosed.
12. In terms of Section 152 of the Companies Act, 2013, Mr. Rajeev Gupta (DIN: 00025410), 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 SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 entered into with the Stock Exchanges for person seeking re-appointment as Director under Item No. 2 are given in the Annual Report.



13. Pursuant to SEBI (LODR) Regulations 2015 and Secretarial Standards on General Meeting the details of Directors seeking appointment/reappointment in the 29th Annual General Meeting scheduled on Tuesday, 27th September, 2016 is provided below:

Name of Director	Mr. Rajeev Gupta (DIN : 00025410)
Brief Reseume	Father's Name : Shri Surender Kumar Gupta Date of Birth : 20.08.1968
Experience	He has approximately 26 years of rich experience in the field of PVC Sheetings and is continuously working & related with the said field after 1990. He has been over the years engaged in the introduction of new technology & better means of production so as to enhance the performance of the PVC division of the Company.
Expertise in Specific Functional Areas	In the area of manufacturing of PVC Sheetings.
Qualification	Graduate
Board Memership of other Companies on 31st March, 2016	NIL
Chairman/member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2016 a. Audit committee b. Stakeholders Relationship Committee c. Other Committees	NIL
Number of Shares held of Amco India Limited	6,58,750
Relationship with other Directors	Mr. Rajeev Gupta is son of Mr. S. K. Gupta who is Chairman & Managing Director of the Company. He is also husband of Mrs. Vidhu Gupta, the Whole Time Director of the Company.

14. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016 (both days inclusive) in connection with the ensuing Annual General Meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
16. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Electronic/Demat form, the nomination form may be filed with the respective Depository Participant.
17. Members holding physical shares in multiple folios in identical name are requested to send their share certificates to Company's Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited for consolidation.
18. In case of any query, Members are requested to send the same to the Company Secretary atleast 10 days before the date of the meeting so that information can be made available at the meeting.
19. Members are requested to note that no **GIFTS, GIFTS COUPONS, OR CASH IN LIEU OF GIFTS** shall be distributed at the meeting.
20. The entire Annual Report is also available at the Company's Website www.amcoindialimited.com
21. 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 Electronic Copy of the Annual Report for the financial year 2015-2016 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants(s)/RTA unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copy of the Annual Report for the financial year 2015-2016 is being sent in the permitted mode.



22. 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.
23. 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 Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility through M/s. Central Depository Services (India) Ltd. (CDSL) to exercise their right to vote on resolutions proposed to be considered at the 29th Annual General Meeting of the Company by electronic means and the business may be transacted through e-Voting.
24. The facility of casting the votes will be provided by CDSL to the members who are the members as on Tuesday, 20th September, 2016 being the "Record Date" fixed for the purpose, to exercise their right to vote at the 29th AGM by electronic means through the remote e-voting platform provided by Central Depository Services (India) Ltd. (CDSL).
25. The facility for voting through ballot paper or e-voting shall be made available at the venue of 29th 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.
26. 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.
27. A person who is not the member of the Company as on record/cut-off date shall treat this notice for the purpose of information only.
28. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 29th Annual General Meeting i.e. 27th September, 2016.
29. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, 20th September, 2016.
30. The Company has appointed Mr. Mohit Bajaj, Practising Company Secretaries (C.P. No. 15321) as the Scrutinizer to scrutinize the voting and remote e-voting process in fair and transparent manner.
31. The scrutiner shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than two (2) days from the conclusion of the meeting, a consolidated scrutiner's report of the total votes cast in favour or against, if any, and submit it to the Chairman of the Company, who shall countersign the same.
32. The results shall be declared on or after the AGM of the Company & shall be displayed at the Notice Board of the Company at the Registered office & at the Corporate office of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.amcoindialimited.com & on the website of CDSL & 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 29th Annual General Meeting are produced hereunder for easy reference:**
 - (i) The remote e-voting period begins on Friday, 23rd September, 2016 at 9.30 A.M. (IST) and ends on Monday, 26th September, 2016 at 5.00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date of Tuesday, 20th September, 2016 may cast their vote electronically. The e-voting module shall be disabled/blocked by CDSL for voting thereafter.



- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on “Shareholders”.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat share holders as well as physical shareholders) <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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the **AMCO INDIA LIMITED**.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
34. The Notice of the 29th AGM is also placed on the website of the Company at www.amcoindialimited.com and on the website of the CDSL at www.evotingindia.com
35. For any further details in this regard including the grievances connected with the voting by electronic means, you may contact:
- i. M/s. Beetal Financial & Computer Services Private Limited, (RTA of the Company)
Beetal House, 3rd Floor, 99, Madan Gir, Behind Local Shopping Centre,
Dada Harsukhdas Mandir, New Delhi- 110062.
Ph. No.: 011-29961281-82.
 - ii. Mr. Rakesh Dalvi
M/s. Central Depository Services (India) Limited
Designation: Deputy Manager
Address: 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.
Email id: helpdesk.evoting@cdslindia.com
Phone number: 18002005533
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: 05.08.2016

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



AMCO INDIA LIMITED

Regd. Off.:- 10795, Shop No. 7, GF, Jhandewalan Road, Rexine Bazaar, Nabi Karim, New Delhi-110055
CIN : L74899DL1987PLC029035

ATTENDANCE SLIP

29th Annual General Meeting - 27th September, 2016 at 11.00 a.m.

Folio No.	
DP ID No.	
Client ID No.	
Number of Shares held	

Name & address of Shareholder

I hereby record my presence at the **29th ANNUAL GENERAL MEETING** of the Company held on Tuesday, the 27th day of September, 2016 at 11.00 a.m. at **Shri Ram Centre (Auditorium), 4, Safdar Hashmi Marg, Mandi House Chowk, New Delhi - 110001.**

Signature of the Member's/Proxy

PLEASE COMPLETE THE ATTENDANCE SLIP & HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.
Joint shareholders may obtain additional Slip at the venue of the meeting.



AMCO INDIA LIMITED

Regd. Off.:- 10795, Shop No. 7, GF, Jhandewalan Road, Rexine Bazaar, Nabi Karim, New Delhi-110055
CIN : L74899DL1987PLC029035

PROXY FORM

(Pursuant to Section 105(6) of Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014)

Name of the member(s) :		E-mail Id :	
Registered Address :		Folio No./*Client Id :	
		*DP Id	

I/We being the member(s) of shares of Amco India Limited, hereby appoint :

- of having E-mail Id : or failing him
- of having E-mail Id : or failing him
- of having E-mail Id :

and whose signature(s) are proposed below as my/our proxy to vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on **Tuesday, the 27th day of September, 2016 at 11.00 A.M. at Shri Ram Centre (Auditorium), 4, Safdar Hashmi Marg, Mandi House Chowk, New Delhi-110001** and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below :

Resolutions	For	Against
1. To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31st March 2016 and the Profit and Loss Account for the financial year ended on that date alongwith the Cash Flow statements, Note and Schedules appended thereto together with the Board's Report and the Auditor's Report thereon.		
2. To appoint a Director in place of Mr. Rajeev Gupta (DIN : 00025410) who retires by rotation and being eligible, offers himself for re-appointment.		
3. To ratify & fix the remuneration of Statutory Auditors for the financial year 2016-17.		

Signed this day of 2016.

Signature of Shareholder

Affix
Revenue
Stamp
of
Rs. 1/-

.....
Signature of First Proxy holder

.....
Signature of Second Proxy holder

.....
Signature of Third Proxy holder

- Notes :**
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at not less than 48 hours before the commencement of the meeting and shall be accepted even on a holiday if the last date by which it could be accepted is a holiday.
 2. A proxy need not be a member of the Company.
 3. A person can act as a proxy on behalf of members not exceeding fifty 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 10% 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.
 - **4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'for' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
 6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
 7. The proxy form which does not state the name of the Proxy or the undated proxy form shall be considered invalid.
 8. The proxy form should be duly filled stamped & signed to constitute it valid.

**FORM MGT 12
POLLING PAPER**

Name of the Company : AMCO INDIA LIMITED				
CIN : L74899DL1987PLC029035				
Registered Office : 10795, Shop No. GF-7, Jhandewalan Road, Rexine Bazaar, Nabi Karim, New Delhi - 110 055.				
BALLOT PAPER				
S. No.	Particulars	Details		
1.	Name of the first named shareholder (In block Letters)			
2.	Postal Address			
3.	Registered folio No./ [*] Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of shares	Equity Shares		
I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner :				
No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
1.	To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31st March 2016 and the Profit & Loss Account for the financial year ended on that date alongwith the Cash Flow statements, Note & Schedules appended thereto together with the Board's Report and the Auditor's Report thereon.			
2.	To appoint a Director in place of Mr. Rajeev Gupta (DIN : 00025410) who retires by rotation and being eligible, offers himself for reappointment.			
3.	To ratify & fix the remuneration of Statutory Auditors for the financial year 2016-17.			
Date :				
Place :				
(Signature of the shareholders)*				

*as per the records of the Company.