

**AMCO INDIA LIMITED**

**Corporate Office: C 53-54, Sector 57, Noida, Uttar Pradesh 201301**  
**Regd. Office: 10795, Shop No. GF-7, Jhandewalan Road, Rexine Bazaar, Nabi Karim,**  
**New Delhi-110055**  
**CIN: L74899DL1987PLC029035 PH: 0120 - 4601500**  
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**Website: [www.amcoindialimited.com](http://www.amcoindialimited.com)**

**29<sup>th</sup> October, 2020**

**The Manager,**  
**Corporate Service Department,**  
**BSE Limited,**  
**25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Mumbai, Maharashtra- 400 001.**

**Sub.: Copy of the Minutes of 33<sup>rd</sup> Annual General Meeting of the Company.**

**Ref.: Scrip Code 530133**

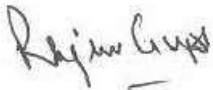
Dear Sir/Mam,

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith the certified copy of the minutes of the 33<sup>rd</sup> Annual General Meeting of the Company held on Wednesday, 30<sup>th</sup> September, 2020 through Video Conferencing (VC)/ Other Audio Video Means (OAVM).

Kindly take the same on record.

Thanking You.

**Yours Faithfully**  
**For Amco India Limited**



**Rajeev Gupta**  
**Whole Time Director**

**Encl: a/a.**

**CERTIFIED COPY OF THE MINUTES OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF AMCO INDIA LIMITED HELD ON WEDNESDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2020 AT 04.00 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VIDEO MEANS (OAVM).**

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**Directors Present through Video Conference / Other Audio Visual Means:**

Mr. Surender Kumar Gupta	Chairman & Managing Director and as a member of the Company Also, as Authorised Representative of Stakeholders Relationship Committee.
Mr. Rajeev Gupta	Whole Time Director and as a member of the Company Also, as Authorised Representative of Audit Committee.
Mr. Naseem Ahmad	Non Executive Independent Director Also, as Authorised Representative of Nomination & Remuneration Committee.

**Other's Present through Video Conference / Other Audio Visual Means:**

Ms. Rhea Gupta	Chief Financial Officer
Ms. Priyanka Beniwal	

**By Invitation:**

Mr. Mohit Bajaj	M/s. Mohit Bajaj & Associates Scrutinizer & Secretarial Auditors Practising Company Secretary
Mr. Anik Shah	M/s. Dhirubhai Shah & Co. LLP, Statutory Auditors
Mr. Varun Kale	M/s. V. V Kale & Co., Internal Auditors

**Members present:**

The total 28 members were present in the meeting through Video Conferencing (VC)/ Other Audio Video Means (OAVM).

**Chairman of the meeting:**

The requisite quorum as required under Section 103 of the Companies Act, 2013 being present, Shri Surender Kumar Gupta, in terms of provisions of Article 69 of the Articles of Association of the Company, took the Chair and stated the meeting to be validly constituted and declared the commencement of the proceeding of the meeting at 04:00 P.M.

**Document kept open for Inspection:**

The following documents were kept open for inspection online:

- (i) Notice convening the 33<sup>rd</sup> Annual General Meeting;
- (ii) Directors' Report alongwith the related Annexures for the Financial Year ended 31<sup>st</sup> March, 2020;
- (iii) The Audited Accounts and the Auditor's Report thereon for the Financial Year ended 31<sup>st</sup> March, 2020;
- (iv) Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2020;
- (v) Register of Directors, KMPs and their shareholding;
- (vi) Register of contracts & arrangements in which Directors are interested; and
- (vii) Other statutory documents.

**Chairman's Speech:**

The Chairman welcomed all the members to the 33<sup>rd</sup> Annual General Meeting of the Company for and on behalf of Board of Directors of the Company and thereafter introduced all the Directors present at the meeting alongwith the Chief Financial Officer, Statutory Auditor, Secretarial Auditor & Scrutinizer and initiated the formal proceedings of the meeting.

The Chairman thereafter addressed the members of the Company. He also informed the members about the absence of the Directors who were not able to attend the meeting.

The Chairman informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through the Audio Video means. The AGM was convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs (MCA), i.e. General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and other relevant circulars issued by MCA and Securities and Exchange Board of India (SEBI), which allowed the companies to conduct their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020.

The Chairman further informed that the Company had tied up with CSDL to provide facility for remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM.

The Chairman informed the members that the Copies of Annual Report, Notice of Annual General Meeting, Notice of e-voting etc. were sent by e-mail to the members who have registered their email id with the Company / Depository Participants (DPs) / Registrar and Share Transfer Agent (RTA) in accordance with MCA & SEBI circulars.

The members were informed that the registers of Directors & KMPs and their shareholding, Register of contracts & arrangements in which Directors are interested, Certified copies of Annual Report, Statutory Auditors' Report, Secretarial Audit Report and the other statutory documents were available for inspection online.

The Chairman then read out his Statement addressed to the shareholders of the Company.

In the speech, the Chairman dealt with the Company's performance, external environment and the business outlook.

On the operational front, he informed that the venture of Amco India Limited with M/s. Krish Infrastructures Private Limited for construction of flats in Bhiwadi but due to slowdown in the market the results are not as expected. He also informed that the Company has commenced the production of Aluminium foils, plain & printed and Aluminium packed with paper & plastics at Noida unit. He informed the members that the outbreak of COVID-19 pandemic globally and in India is causing significant disturbance and slowdown of economic activity. COVID-19 is significantly impacting business performance & business operations of the company.

The Chairman concluded his speech by thanking the Company's customers, employees and suppliers, government authorities, bankers, financial institutions, shareholders and other stakeholders for their continued support, trust and faith in the Company.

**Remote E-Voting & Voting During AGM Process:**

The members were informed that as per the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company had provided the facility of remote e-voting to the members through CSDL e-voting system, to enable them to cast their vote electronically. The remote e-voting facility was available to the members from Sunday, 27<sup>th</sup> September, 2019 (IST 10.00 A.M) to Tuesday, 29<sup>th</sup> September, 2020 (IST 05.00 P.M.). The members were also informed that who had not cast their vote through remote e-voting process, had been provided with facility to cast vote during the AGM using the e- voting facility provided by CSDL.

The members were informed that the Company has appointed Mr. Mohit Bajaj of M/s. Mohit Bajaj & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and e-voting during Annual General Meeting in a fair and transparent manner.

It was also informed to the members that the results of votes cast by members through remote e-voting and e-voting during AGM, on the basis of the report of the Scrutinizer, shall be announced not later than forty eight (48) hours of the conclusion of the meeting. The same will also be submitted with the BSE Limited and will also be posted on the website of the Company and Central Depository Services (India) Private Limited.

**Agenda of the meeting:**

The Notice of the AGM had already been circulated to the Members and the Resolution had been put to vote through remote e voting, the resolutions were taken as read. For the benefit of members attending the meeting, and with due permission of the Chair the agenda of the meeting was read.

The shareholders were informed that there were no qualifications, observations, comments or other remarks in the report of the Statutory Auditors for the Financial Year ended on 31.03.2020. Since there were no such qualifications, observations or comments, the Auditors Report was not required to be read.

The members were informed that the Secretarial Audit Report issued by Mr. Mohit Bajaj for the financial year 2019-20 does not contain any qualifications, observations, comments or other remarks.

The following agenda and resolutions were mentioned in the Notice of the AGM:

**ORDINARY BUSINESSSES:**

**1. Adoption of the Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2020:**

To receive, consider and adopt the Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March 2020 and the Profit and Loss Account for the financial year ended on that date alongwith the Cash Flow statements, Note & Schedules appended thereto together with the Boards' Report and the Auditors' Report thereon and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 134 of the Companies Act 2013, the Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March 2020 and the Profit and Loss Account ended on that date alongwith the Cash Flow statements, Note & Schedules appended thereto for the Financial Year ended 31<sup>st</sup> March 2020 together with the Boards' Report and Auditors' Report thereon be and are hereby received, considered and adopted.”

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

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

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

**SPECIAL BUSINESSES:**

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

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

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

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

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

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

**“RESOLVED THAT** in supersession of all the earlier resolution passed by the Company and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any

statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable provisions, if any, read with the provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of INR 50 crores (Rupees Fifty Crore Only)."

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

**Queries:**

The members were invited for the queries. The members raised the queries on the financial statements and operations of the Company etc. which were replied satisfactorily by the Chairman of the meeting.

The following Members had registered themselves as speakers and spoke and sought clarifications.

<b>S. No.</b>	<b>Names</b>
1.	Mr. Raju Ajit Bhandari
2.	Mr. Lokesh Gupta

**Vote of thanks:**

The Chairman thanked the members, directors & other dignitaries present at the meeting and for sparing their valuable time to attend the Meeting.

The meeting concluded at 04.30 P.M.

**Results of remote e-voting and voting during the AGM on the businesses transacted at the 33<sup>rd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2020:**

On the basis of Scrutinizer's Report of remote electronic voting and e-voting during AGM held on 30<sup>th</sup> September, 2020, the summary of which is mentioned hereunder, the Company announced the results of voting on 2<sup>nd</sup> October, 2020, that all the resolutions as set out in Item No. 1 to 4 in the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company have been duly passed by the requisite majority. The summary of the Scrutinizer's Report is as follows:

The resolutions passed at the 33<sup>rd</sup> Annual General Meeting and the results are as under:

**Ordinary Business:**

**1. Agenda Item No. 1:**

<b>Subject matter of the resolution</b>	Adoption of the Financial Statements containing the Balance Sheet as at 31 <sup>st</sup> March 2020 and the Profit and Loss Account for the financial year ended on that date alongwith the Cash Flow statements, Note & Schedules appended thereto together with the Boards' Report and the Auditors' Report thereon.
<b>Type of Resolution</b>	Ordinary Resolution

Total No. of Votes polled	No. of Votes in favour	No. of votes against	Invalid Votes	Percentage (in favour of the Resolution)	Result
25,97,505	25,97,047	458	0	99.98	Passed with requisite majority

**2. Agenda Item No. 2:**

<b>Subject matter of the resolution</b>	Re-appointment of Mrs. Vidhu Gupta (DIN: 00026934), who retires by rotation and being eligible, offers herself for re-appointment.
<b>Type of Resolution</b>	Ordinary Resolution

Total No. of Votes polled	No. of Votes in favour	No. of votes against	Invalid Votes	Percentage (in favour of the Resolution)	Result
25,97,505	25,97,037	468	0	99.98	Passed with requisite majority

**Special Business:**

**3. Agenda Item No. 3:**

<b>Subject matter of the</b>	Approval for giving loans, guarantees or securities as per Section 185 of the Companies Act, 2013.
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<b>resolution</b>	
<b>Type of Resolution</b>	Special Resolution

<b>Total No. of Votes polled</b>	<b>No. of Votes in favour</b>	<b>No. of votes against</b>	<b>Invalid Votes</b>	<b>Percentage (in favour of the Resolution)</b>	<b>Result</b>
27,37,705	25,97,047	1,40,658	0	94.86	Passed with requisite majority

**4. Agenda Item No. 4:**

<b>Subject matter of the resolution</b>	Approval to borrow funds as per Section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 50 crores.
<b>Type of Resolution</b>	Special Resolution

<b>Total No. of Votes polled</b>	<b>No. of Votes in favour</b>	<b>No. of votes against</b>	<b>Invalid Votes</b>	<b>Percentage (in favour of the Resolution)</b>	<b>Result</b>
27,37,705	25,97,047	1,40,658	0	94.86	Passed with requisite majority

**Place:** Noida, U.P.  
**Date:** 28.10.2020

**SD/-**  
**Surender Kumar Gupta**  
**Chairman**  
**DIN: 00026609**