



AMCO
AMCO INDIA LTD.

CORPORATE OFFICE :
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DISTT. GAUTAMBUDH NAGAR,
NOIDA - 201307 (U. P.)
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Udyog Aadhar No. : UDYAM-UP-28-0009645

Manufacturers of PVC Films, Sheetings & Aluminium Foil

19th October, 2024

**The Manager,
Corporate Service Department,
BSE Limited,
25th Floor, Phirozejeejeebhoy Towers,
Dalal Street, Mumbai, Maharashtra- 400001.**

Sub.: Copy of the Minutes of 37th 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 37th Annual General Meeting of the Company held on Friday, 20th September, 2024 through Video Conferencing (VC)/ Other Audio Video Means (OAVM).

Kindly take the same on record.

Thanking You.

**Yours Faithfully
For Amco India Limited**

**Priyanka Beniwal
Company Secretary & Compliance Officer**

Encl.: a/a.



AN ISO 9001 : 2008 COMPANY

CERTIFIED COPY OF THE MINUTES OF THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF AMCO INDIA LIMITED HELD ON FRIDAY, THE 20TH DAY OF SEPTEMBER, 2024 AT 01.00 P.M. (IST) THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VIDEO MEANS (OAVM).

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

Mr. Rajeev Gupta	Chairman & Managing Director & Member
Mr. Ankit Aggarwal	Non- Executive Independent Director & Chairman of Audit Committee
Mr. Naseem Ahmad	Non-Executive Independent Director Chairman of Nomination & Remuneration Committee and Stakeholders Relationship Committee
Ms. Prarthana Gupta	Non-Executive Independent Director
Mrs. Vidhu Gupta	Director & Member

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

Ms. Rhea Gupta	Chief Financial Officer
Ms. Priyanka Beniwal	Company Secretary & Compliance Officer

By Invitation:

Mr. Sandeep Soni	Authorised Representative on behalf of M/s. V. V Kale & Co., Statutory Auditors
Mr. Mohit Bajaj	M/s. Mohit Bajaj & Associates Practising Company Secretary Scrutinizer & Secretarial 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, Mr. Rajeev Gupta, in terms of provisions 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 01:00 P.M. (IST).

Document kept open for Inspection:

The following documents were kept open for inspection online:

- (i) Notice convening the 37th Annual General Meeting;
- (ii) Directors' Report along with the related Annexures for the Financial Year ended 31st March, 2024;
- (iii) The Audited Accounts and the Auditor's Report thereon for the Financial Year ended 31st March, 2024;
- (iv) Secretarial Audit Report for the Financial Year ended 31st March, 2024;
- (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 members to the 37th Annual General Meeting (AGM) on behalf of the Board of Directors of the Company. He then introduced the Directors present at the meeting along with the Chief Financial Officer, Statutory Auditors, Secretarial Auditors, and Scrutinizer, before initiating the formal proceedings.

The Chairman addressed the members and informed them that the AGM was being conducted via audio-video means, in line with the circulars and guidelines issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), which permit companies to hold AGMs through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

He further informed the members that copies of the Annual Report, Notice of the AGM, and e-voting instructions had been sent via email to members who had registered their email IDs with the Company, Depository Participants (DPs), or the Registrar and Share Transfer Agent (RTA), as per MCA and SEBI guidelines.

The Chairman mentioned that the Company had partnered with CDSL to provide remote e-voting facilities, enable participation in the AGM via VC/OAVM, and facilitate e-voting during the AGM.

Members were notified that statutory registers, such as the Register of Directors & Key Managerial Personnel (KMP) & their shareholdings, the Register of Contracts and

Arrangements in which Directors are interested, and certified copies of the Annual Report, Statutory Auditors' Report, and Secretarial Audit Report, were available for online inspection.

The Chairman then proceeded to read his address to the members.

During his speech, the Chairman discussed the Company's performance, the external environment, and future business outlook. He also paid tribute to the contributions of the late Shri Surender Kumar Gupta, former Chairman and Managing Director (CMD), recognizing his role in the Company's growth.

On the operational front, the Chairman shared that the Company manufactures plain and printed aluminum foils, as well as aluminum packaging with paper and plastic. He also updated the members on the ongoing venture of Amco India Limited with M/s. Krish Infrastructures Private Limited for constructing residential flats in Bhiwadi.

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

Remote E-Voting & Voting During AGM Process:

The Company Secretary informed the members that, in accordance with the provisions of the Companies Act, 2013, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facilities through CDSL's platform. The remote e-voting period was open from Tuesday, 17th September 2024 (10:00 A.M. IST) to Thursday, 19th September 2024 (05:00 P.M. IST). The cut-off date (record date) for the purpose of voting was 13th September, 2024.

Members who had not cast their votes during the remote e-voting period were given the opportunity to vote during the AGM through CDSL's e-voting system.

The members were informed that Mr. Mohit Bajaj of M/s. Mohit Bajaj & Associates, Company Secretaries, had been appointed as the Scrutinizer to oversee the remote e-voting and e-voting during the AGM in a fair and transparent manner.

It was further informed that the results of the voting, based on the Scrutinizer's report, would be declared within two working days from the conclusion of the meeting. The results would be submitted to BSE Limited and posted on the Company's website as well as on the CDSL website.

Agenda of the Meeting:

The Notice of the AGM, which had already been circulated to members, included the resolutions put to vote through remote e-voting. With the Chair's permission, the Company Secretary read the agenda items for the members attending the meeting.

The members were informed that the Statutory Auditors' Report for the financial year ending 31st March, 2024 contained no qualifications, observations, remarks or comments. Since there were no such qualifications, observations, remarks or comments, the Auditors Report was not required to be read.

Further, the members were informed that the Secretarial Audit Report issued by Secretarial Auditors for the financial year 2023-24 does not contain any qualifications, observations, comments or other remarks.

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

ORDINARY BUSINESS:

1. Adoption of Financial Statements of the Company for the Financial Year ended on 31st March, 2024:

To receive, consider and adopt the financial statement containing the Balance Sheet as at 31st March, 2024 and the Profit and Loss Account for the financial year ended on that date along with 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 statement containing the Balance Sheet as at 31st March, 2024 and the Profit and Loss Account ended on that date along with the Cash Flow statements, Note & Schedules appended thereto for the Financial Year ended 31st March, 2024 together with the Boards' Report and Auditors' Report thereon be and are hereby considered and adopted."

2. Re-appointment of Mr. Rajeev Gupta, Director of the Company:

To consider appointment of 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."

SPECIAL BUSINESS:

3. Appointment of Mr. Rajeev Gupta as Chairman and Managing Director of the Company:

To consider and appoint Mr. Rajeev Gupta as Chairman & Managing Director of the Company for a period of 5 years, and if thought fit, to pass the following resolution with or without modification(s) as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules , 2014, the Article of Association of the Company and the applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, if any, and based upon the recommendation of Nomination & Remuneration Committee and the approval of Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Rajeev Gupta (DIN: 00025410) as Chairman & Managing Director of the Company for a period of 5 years w.e.f 21st June, 2024, on the terms and conditions of appointment and remuneration as contained in the draft Agreement, material terms of which are set out in the explanatory statement attached to this notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his aforesaid tenure), notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act and the Board of Directors be and is hereby authorised to alter and vary such terms & conditions of appointment including remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Mr. Rajeev Gupta.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file the requisite e- forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be deemed necessary or incidental for the purpose of giving effect to the aforesaid resolution.”

4. Change in the designation of Mrs. Vidhu Gupta as Non- Executive Non Independent Director of the Company:

To consider and approve the change in the designation of Mrs. Vidhu Gupta as Non-Executive Non Independent Director of the Company, and if thought fit, to pass the following resolution with or without modifications as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with the Article of Association of the Company and the applicable regulations of Securities

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, if any, and based upon the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the change in designation of Mrs. Vidhu Gupta, (DIN: 00026934) to Non-Executive Non-Independent Director (Woman Director) of the Company w.e.f 21st June, 2024, for a period of 5 years, liable to retire by rotation, on the terms and conditions, as may be decided between the Board and Mrs. Vidhu Gupta.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file the requisite forms with Registrar of Companies and to do all such consequential or corresponding acts, deeds, matters and things as may be deemed necessary or incidental for the purpose of giving effect to the aforesaid resolutions.”

5. Appointment of Ms. Prarthana Gupta as an Independent Director of the Company:

To consider and approve the appointment of Ms. Prarthana Gupta as an Independent Director of the Company for a period of 5 years and if thought fit, to pass the following resolution with or without modification(s) as ***Special Resolution***:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the SEBI Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, if any, and based upon the recommendation of Nomination and Remuneration Committee and Board of the Directors, the appointment of Ms. Prarthana Gupta (DIN: 08030269) who was appointed as an Additional Director in the capacity of an Independent Director (Non- Executive) with effect from 22nd August, 2024 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013, be and is hereby ratified and approved as an Independent Director of the Company for a period of 5 (five) consecutive years till 21st August, 2029, and that she shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to file the requisite forms with Registrar of Companies and to do all such consequential or corresponding acts, deeds, matters and things as may be deemed necessary or incidental for the purpose to give effect to the aforesaid resolution.”

6. Ratification of remuneration of Cost Auditors of the Company:

To consider and ratify the remuneration of Cost Auditors and in this regard, to consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit Rules) 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any, the remuneration of M/s. Gurvinder Chopra & Co., Cost Auditors (Registration No. 100260) of the Company as decided by the Board of Directors for financial year 2024-25 be and is hereby ratified and approved.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized for and on behalf of Board of Directors to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper and incidental to give effect to the aforesaid resolution.”

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 01.32 P.M.

Results of remote e-voting and voting during the AGM on the businesses transacted at the 37th Annual General Meeting of the Company held on 20th September, 2024:

On the basis of Scrutinizer’s Report of remote electronic voting and e-voting during AGM held on 20th September, 2024, the summary of which is mentioned hereunder, the Company announced the results of voting on 23rd September, 2024, that all the resolutions as set out in Item No. 1 to 6 in the Notice of the 37th 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 37th Annual General Meeting and the results are as under:

Ordinary Business:

1. Item No. 1:

Subject matter of the resolution	Adoption of the Financial Statements containing the Balance Sheet as at 31 st March 2024 and the Profit and Loss Account for the financial year ended on that date along with the Cash Flow statements, Note & Schedules appended thereto together with the Boards’ Report and the Auditors’ Report thereon.
Type of	Ordinary Resolution

Resolution					
Total No. of Votes polled	No. of Votes in favour	No. of votes against	Invalid Votes	Percentage (in favour of the Resolution)	Result
1729319	1729300	19	0	99.99	Passed with requisite majority

2. Item No. 2:

Subject matter of the resolution	Re-appointment of Mr. Rajeev Gupta (DIN: 00025410), who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	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
1729319	1729300	19	0	99.99	Passed with requisite majority

Special Business:

3. Item No. 3:

Subject matter of the resolution	Appointment of Mr. Rajeev Gupta as Chairman and Managing Director of the Company.
Type of Resolution	Special Resolution

Total No. of Votes polled	No. of Votes in favour	No. of votes against	Invalid Votes	Percentage (in favour of the Resolution)	Result
1729319	1729300	19	0	99.99	Passed with requisite majority

4. Item No. 4:

Subject matter of the resolution	Change in the designation of Mrs. Vidhu Gupta as Non- Executive Non-Independent Director of the Company.
Type of Resolution	Special Resolution

Total No. of Votes polled	No. of Votes in favour	No. of votes against	Invalid Votes	Percentage (in favour of the Resolution)	Result
1729319	1729300	19	0	99.99	Passed with requisite majority

5. Item No. 5:

Subject matter of the resolution	Appointment of Ms. Prarthana Gupta as an Independent Director of the Company.
Type of Resolution	Special Resolution

Total No. of Votes polled	No. of Votes in favour	No. of votes against	Invalid Votes	Percentage (in favour of the Resolution)	Result
1729319	1729300	19	0	99.99	Passed with requisite majority

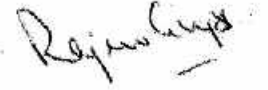
6. Item No. 6:

Subject matter of the resolution	Ratification of remuneration of Cost Auditors of the Company.
Type of Resolution	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
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1729319	1729300	19	0	99.99	Passed with requisite majority
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Certified True Copy



Place: Noida, U.P.
Date: 18.10.2024

Rajeev Gupta
Chairman
DIN: 00025410