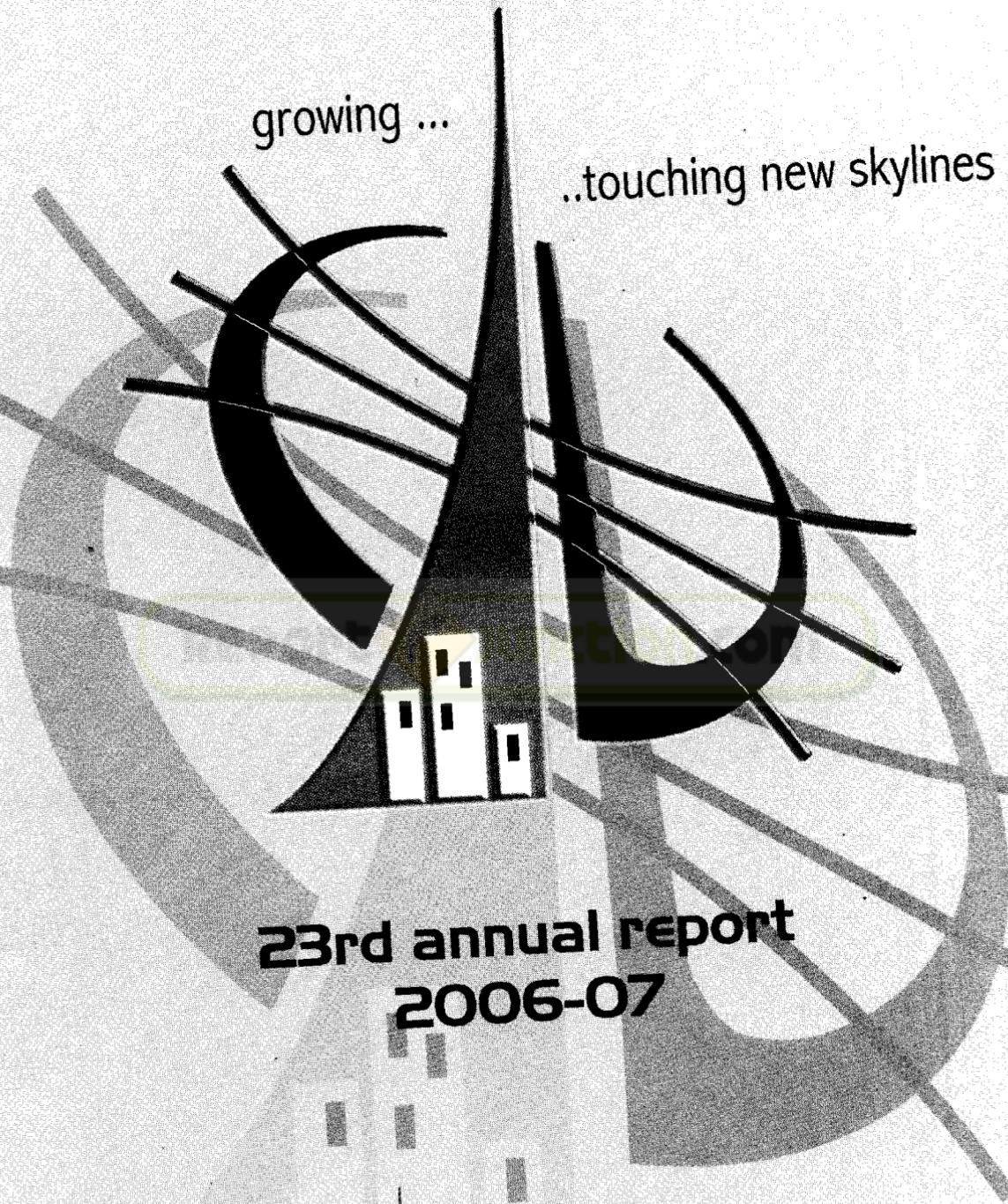
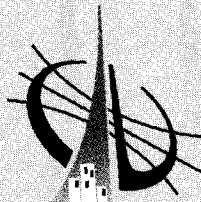


growing ...

..touching new skylines



**23rd annual report
2006-07**



DMC
international Ltd.

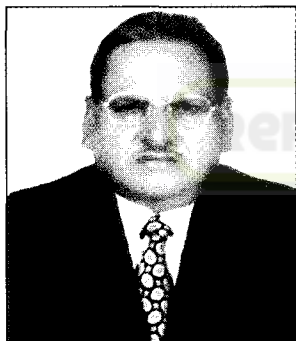
Registered Office: F-25, Lajpat Nagar-I, New Delhi-110024, Ph: +91-11-65432829, Website: dmcinfra.com

www.reportjunction.com

The DMC Team



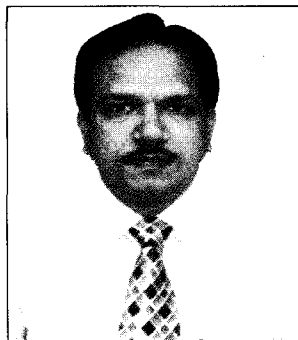
Dr. P.K. Awasthi
Chairman



Sh. Sham Sunder Gupta
Managing Director



CA. Dhruv Agrawal
Director



CA. Sanjay Kumar Gupta
Director



Sh. S.B. Raju
C.E.O

-: Corporate Information: -**Board of Directors**

Dr. P.K. Awasthi
Mr. Sham Sunder Gupta
C.A. Sanjay Kumar Gupta
C.A. Dhruv Kumar Agrawal

Chairman
Managing Director
Director
Director

C. E. O.

Mr. Sasi Bhusan Raju

Company Secretary

Mr. Dinesh Kumar Verma

Statutory Auditors

M.K. Goswami & Co.
Chartered Accountants
1st Floor, 4/8, Asaf Ali Road
New Delhi-110002

Secretarial Advisor

R & D

Company Secretaries
138-A, Pocket-F, Mayur Vihar-II
Delhi - 110091

Legal Advisor

Mr. Ajay Vir Singh Jain
B.S. Jain & Co., Advocates
16, Todar Mal Road, New Delhi-110001

Bankers

Punjab National Bank
State Bank of India

Registrar & Share Transfer Agent

Alankit Assignment Ltd.
2E/21, Jhandewalan Extension, New Delhi-110055
Phone No.-+91-11-23541234

Registered Office

F-25, Lajpat Nagar-1
New Delhi-110024
Web: www.dmcinfra.com
E-mail: info@dmcinfra.com
Phone No.-+91-11-65432829

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From Chairman's Desk

Dear Shareholders

It gives me immense pleasure to communicate with you for the first time since I joined as the Chairman of your Company. Your company has been making historical changes in the operation and management front.

The Company has entered into the race to acquire the status of the fastest growing Real Estate industry and has already bagged three projects for development and building in NCR (National Capital Region) i. e., Alwar, Behror & Bhiwadi and the response to these projects has been overwhelming. The total value of the projects will be approx Rs. 300 Crores and they will be completed in the next three to four years.

The Company is also planning to enter into the business of production of Bio-fuel through Jatropha Cultivation. The Company is actively working for the acquisition of Real Estate Companies so that the company's capital base becomes large and it able to take more real estate projects. The ultimate aim of our business ventures is of course not only to enhance customer satisfaction but also to create goodwill among them.

I am happy to share with you that, our Company has already declared 10% Interim Dividend and recommended 1:1 bonus shares to its shareholders subject to approval of share holders.

I sincerely hope that you will help in the growth of the Company through your active interest in the projects of the Company. For more details please visit our website at www.dmcinfra.com.

Confident of your unmitigated support and suggestions, I shall take this opportunity to my heartfelt thanks and best wishes to you.

Sd/-
Dr. P.K. Awasthi
Chairman
DMC International Limited

Date : 14-05-07
Place : New Delhi

DMC

International Ltd.

-:Notice:-

Notice is hereby given that the 23rd Annual General Meeting of the Members of **DMC International Ltd** will be held on Saturday, 9th June , 2007, at 10.30 a.m. at 2nd Floor, Tarachand Chamber, 196A, Ramesh Market, Main Road Garhi, East of Kailash, New Delhi 110 065 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2007 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of C.A. Sanjay Kumar Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.
4. To confirm 10% Equity Interim Dividend declared by the Company as the final dividend for the financial year ended 31st March 2007.

Special Business:

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

Resolved that pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 and the Articles of Association of the Company, and other applicable provisions, if any, Mr Sham Sunder Gupta, be and is hereby appointed as Managing Director of the Company for a period of 5 years with effect from 27th January 2007 at a gross monthly remuneration not exceeding Rs. 15,000/- (Rupees Fifteen Thousand only) whether paid as salary, allowance(s), perquisites or a combination thereof provided that the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure. provided that the following perquisites will not be included in the aforesaid remuneration:

Provided further that payment/re-imbursement of telephone and/ or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

Resolved further that the aforesaid remuneration shall be restricted to 5% of the profits of the Company calculated in terms of the provisions of Section 349, 350 and other applicable provisions of the Companies Act, 1956.

Resolved Further that Board of Directors of the Company be and is hereby authorised to take all necessary steps that may be required to give effect to the aforesaid resolution."

6. 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 article no. 3 & 59 of the Articles of Association of the Company, section 94 of the Companies Act, 1956, and other applicable provisions, if any, the Authorised Share Capital of the Company be and is hereby increased from Rs. 2,00,00,000/- (Rupees Two Crores only) to Rs. 4,00,00,000/- (Rupees Four Crores only) by way of creation of 40,00,000 new Equity shares of Rs 5/- each aggregating Rs 2,00,00,000/- (Rupees Two Crores only).

Resolved Further That the Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause:

- V.** The Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 80,00,000 (Eighty lacs) Equity Shares of Rs. 5/- (Rupees five) each.

Resolved Further that Board of Directors of the Company be and is hereby authorised to take all necessary steps that may be required to give effect to the aforesaid resolution."

7. To consider and if thought fit, to pass the following resolution with or without modification a **Special Resolution**.

"Resolved that subject to the provisions of Article 133 of the Articles of Association of the Company, the Companies Act, 1956, guidelines issued by the Securities & Exchange Board of India (SEBI), the Foreign Exchange Management Act, 1999, and other applicable provisions, if any, and subject to such consents and approvals as may be required and such other terms, conditions, alterations, modifications, changes and variations as may be specified, a sum of Rs.1,92,50,000/- (Rs. One Crores Ninety Two lacs Fifty thousand only) out of the amount standing to the credit of the Share Premium Account of the Company as at **May 14, 2007**, be capitalized and the same be applied for allotment of 38,50,000 fully paid new Equity Shares of Rs. 5/- each as Bonus Shares to the persons whose names appear on the Register of Members of the Company or whose names appear as the beneficial owner(s) of the Equity Shares of the Company, in the records of the Depositories, on such date as may hereafter be fixed by the Board of Directors (herein after referred to as "the Record Date") and that such new Equity Shares be accordingly allotted as Bonus Shares to such persons respectively in proportion of 1 (One) new Equity Share for every 1 (One) Equity Shares held by them on the Record Date, inter alia, on the following terms and conditions:

- a. That the new Equity Shares so allotted shall be treated as an increase in the nominal amount of the paid- up capital of the Company held by each member and not as income;
- b. That the new Equity Shares so allotted shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing Equity Shares;
- c. That the issue and allotment of the new Equity Shares in favour of non- resident members of the Company shall be in accordance with the guidelines issued by the Reserve Bank of India from time to time.

DMC

International Ltd.

Resolved further that the Board of Directors be and is hereby authorised:

- i. To apply for listing of the new Equity Shares issued as Bonus shares to the Bombay Stock Exchange Ltd and the Delhi Stock Exchange Association Ltd and to make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for crediting the Bonus shares to the individual de-mat accounts of the allottees;
- ii. To accept and to carry, on behalf of the company, modifications, if any, relating to the issue of the new Equity Shares including the extent of capitalization, the amounts to be capitalized from different reserves and the proportion as regards the issue of new Equity Shares which may be proposed by the concerned regulatory authorities, and/or by the Reserve Bank of India and which the Board may in their absolute discretion think fit and proper; and
- iii. To modify the terms and conditions, quantum and amount to be capitalized, and number of new Equity Shares to be allotted, relating to the aforesaid issue of Bonus Shares, if the circumstances so arise as would necessitate these and to settle all question or difficulties that may arise with regard to the allotment and issue of the said new Equity Shares in such manner as they shall determine in their absolute discretion."

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this Resolution."

By order of Board
of **DMC International Ltd**
(Formerly DMC Vaults Ltd)

Date: 14-05-07
Place: New Delhi

Sd/-
(**Dinesh Kumar Verma**)
Company Secretary

NOTES:

- A. APPOINTMENT OF PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
- B. Corporate Members:** Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- C. Members/Proxies** attending the meeting are requested to bring their copy of AGM Notice to the Meeting.
- D.** The register of members and share transfer books of the Company will remain closed from Friday, 8th June 2007 to Saturday, 9th June, 2007.

- E. Queries at the AGM:** Queries proposed to be raised at the Annual General Extra ordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply to the same in the meeting.
- F. Explanatory Statement:** The relative Explanatory Statements, pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 5 to 7 above, are annexed hereto.
- G. Inspection of Documents:** Copies of Memorandum and Articles of Association of the Company and all other documents referred to in the Notice etc., shall be open for inspection at the Registered Office of the Company on any working day between 11 A.M. and 2 P.M. up to the date of the AGM and also at the Annual General Meeting venue during the meeting. The Register of Directors' Shareholdings, maintained under section 307 of the Companies Act, 1956, shall be available for inspection by the members at the AGM venue during the meeting.
- H. Members/ proxies are requested to produce the enclosed attendance slips duly filled and signed as per the specimen signature recorded with the Company for admission to the Meeting Hall.**
- Members who hold shares in de-materialized form are requested to bring their client ID and DP ID Numbers for easier identification for their attendance at the meeting.
- I. Address Change intimation:** Members are requested to notify immediately any change in their address to the Company or its Share Transfer agent. In case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
- J. In all correspondence with the Company, members are requested to quote their account/ folio numbers and in case their shares are held in the dematerialized form, they must quote their client ID Numbers and their DP ID Numbers.**

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 173(2) of the Companies Act, 1956

Item No.5

Mr Sham Sunder Gupta was co-opted on the Board of Directors of the Company as an Additional Director on 25th August 2005 and subsequently regularized as rotational director w.e.f. 28th September 2005. The Details profile of Mr. Gupta is set out in Corporate Governance Report. Keeping in view the vast experience of Mr. Gupta in real estate sector, the Board in its Board meeting held on 27th January 2007 appointed him as Managing Director for a period of five years from the said date at a monthly remuneration of Rs 15,000 per month. However the remuneration shall be restricted to 5% of the profits of the Company calculated in terms of the provisions of Section 349, 350 and other applicable provisions of the Companies Act, 1956. As aforesaid appointment was subject to the approval of the members the resolution is placed before the members for their consideration and approval. The Board recommends the proposed resolution or adoption in the larger interest of the Company.

None of the directors except Mr Sham Sunder Gupta is interested and concerned in the proposed resolution.

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International Ltd.

Item No.6 & 7

The amounts to the Securities Premium Account of the Company is Rs. 5,02,68,175/- on the paid-up share capital of Rs 1,92,50,000/- as on May 14, 2007. In order to better align the paid-up share capital of the Company with the capital employed by the shareholders it is desirable to capitalize a sum of Rs.1,92,50,000/- out of the Securities Premium Account and apply the same for the issue of 38,50,000 fully paid-up equity shares of Rs.5/- each as bonus shares on a record date to be fixed by the Board of Directors.

The bonus shares proposed to be issued will rank pari passu in all respects and carry the same rights as the existing equity shares of the Company.

In accordance with Article 133 of the Articles of Association of the Company, approval of the members is required for the capitalization of reserves and hence the special resolution set out here is proposed.

Since the existing Authorised Share Capital will be insufficient to implement the bonus proposal, it is proposed to increase the same. Approval of the members is sought by way of an Ordinary Resolution for item No. 6 and by way of a Special Resolution for item no. 7 to enable the Board to do the same. Directors may be deemed to be concerned or interested in the proposed resolutions to the extent of bonus shares which they or their relatives may be entitled.

By order of Board
of **DMC International Ltd**
(Formerly DMC Vaults Ltd)

Report  junction.com

Date: 14-05-07
Place: New Delhi

Sd/-
(**Dinesh Kumar Verma**)
Company Secretary