

**24<sup>th</sup>  
Annual Report  
2007 - 2008**



**DMC INTERNATIONAL LIMITED**

**-: Corporate Information: -**

**Board of Directors**

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

Chairman  
Managing Director  
Director  
Director  
Director

**Statutory Auditors**

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

**Secretarial Advisor**

Rajeev Goel & Associates  
Advocate & Consultants  
138-A, Pocket-F, Mayur Vihar-II  
Delhi - 110091

**Bankers**

Punjab National Bank  
State Bank of India  
Axis Bank

**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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### **NOTICE**

Notice is hereby given that the 24th Annual General Meeting of DMC International Limited will be held on Monday, 29th September 2008 at 10.30 A.M at 2nd Floor, Tarachand Chamber, 196A, Ramesh Market, Main Road Garhi, East of Kailash, New Delhi-110065 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2008 and the Profit and Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Dr. P. K. Awasthi who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s M.K. Goswami & Co., Chartered Accountants, 1st Floor, 4/8, Asaf Ali Road, New Delhi-110002 as Auditor from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modifications, the following Resolution as an ordinary resolution :

"RESOLVED THAT Mr. Ravi Sawlani who was appointed as an Additional Director w.e.f. 30th January 2008, in terms of section 260 of the Companies Act, 1956, holds such office upto this Annual General Meeting be and is hereby appointed as Rotational Director, as the company has received a notice in writing from a member of the company pursuant to section 257 of the Companies Act, 1956, proposing his candidature for the office of Director."

By Order of the Board  
of DMC International Limited

Date: 1st September 2008  
Place: New Delhi

Sd/-  
(Sham Sunder Gupta)  
Managing Director

#### **NOTES:**

1. Explanatory Statement, pursuant to section 173(2) of the Companies Act, 1956 is annexed herewith.
2. **APPOINTMENT OF PROXY: A MEMBER WHO IS 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 THE MEMBER OF THE COMPANY. PROXY FORMS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**

3. **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.
4. Members /Proxies are requested to bring their copy of A.G.M. Notice to the Meeting.
5. The register of members and share transfer books of the company will remain close from 26th September 2008 to 29th September 2008.
6. **Queries of the AGM:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least 7 days prior to the date of AGM to enable the management to compile the relevant information to reply to the same in the meeting.
7. **Inspection of Documents:** Copies of Memorandum and Article 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 days except Saturdays between 11 A.M. and 2 P.M. up to the date of AGM and also at the Annual General meeting venue during the meeting. The Register of Directors' Shareholding, maintained under section 307 of the Companies Act, 1956, shall be available for inspection by the members at the Annual General meeting venue during the meeting.
8. 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.
9. **Address Change Intimation:** Members are requested to intimate the change of address immediately to the company or it's Share Transfer Agent. In case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant without any delay.
10. In all correspondence with the Company, members are requested to quote their account/ folio numbers and in case their shares are held in dematerialized form, they must quote their client ID and DP ID Numbers.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**

Item No. 4 :

The Board of Directors of the Company at their meeting held on 30th January 2008 appointed Mr. Ravi Sawlani as additional Director of the Board.

Mr. Ravi Sawlani having experience in the field of Finance. The company has appointed him as additional director to get his expertise in the field of Finance. The company has received a notice under section 257 of the Companies Act, 1956 along with the deposit of Rs. 500/- which will be

**DMC** International Ltd.

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refunded if appointment is confirmed, since the association of Mr. Ravi Sawlani with the company as a director will be beneficial for the company, the board of director recommends his appointment as a director of the company for your approval.

None of the Director of the company is concerned or interested in the proposed resolution except Mr. Ravi Sawlani.

**INFORMATION PURSUANT TO CLAUSE 31 OF THE LISTING AGREEMENT**

Name and Addresses of the Stock Exchange at which the Company's shares are listed

1. Bombay Stock Exchange Limited  
Phiroze, Jeejeebhoy Towers, Dalal Street, Mumbai 400001.
2. Delhi Stock Exchange Association Limited  
DSE House, 3/1 Asaf Ali Road, New Delhi-110002

By Order of the Board  
of DMC International Limited

Date: 1st September 2008  
Place: New Delhi

Sd/-  
(Sham Sunder Gupta)  
Managing Director

**DIRECTOR'S REPORT**

To,  
The Members of  
DMC International Limited,

Your Directors are presenting the Director's Report of the company together with the Audited Statement of Accounts for the Financial Year ended March 31, 2008.

**PERFORMANCE HIGHLIGHTS :**

The performance of the company is given below.

**FINANCIAL RESULTS :**

Particulars	Current Year Amount (Rs. In Lacs)	Previous Year Amount (Rs. In Lacs)
Total Income	106.19	357.35
Profit Before Tax	6.13	264.72
Less: Provision for Tax	2.85	87.91
Profit after Tax Adjustment	3.28	176.81

**PERFORMANCE PREVIEW :**

Total income for the year was Rs. 106.19 lacs (Previous Year Rs. 357.35 Lacs). Profit for the year was Rs. 6.13 lacs (Previous Year Rs. 264.72) but after making adjustment for the tax the net profit was Rs. 3.28 lacs against a net profit of Rs. 176.81 Lacs in the previous Year.

**DIVIDEND :**

Your Company's Directors do not recommend any dividend to the Shareholders of the Company for the Financial Year 2007-08.

**PROJECTS**

Most of the Company's project is on jointventure basis. The J V partner of the company owned the land. However, the project could not be start due to delay in getting statutory approvals in the regard.

**SCHEME OF ARRANGEMENT FOR AMALGAMATION :**

Extra-Ordinary General Meeting of the Equity Shareholders of the Company has convened on 24th May 2008 at 3.30 P.M. at 2nd Floor, Tarachand Chamber, 196A, Ramesh Market, Main Road Garhi, East of Kailash, New Delhi-110065 for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Arrangement for Amalgamation of Swen Realty and Media Ltd with your Company; and reduction of capital of your Company.

The Equity Shareholders of Company have approved the Scheme of Arrangement for Amalgamation. The Special Resolution of the Scheme of Arrangement for Amalgamation has been unanimously passed by the Equity Shareholders of the Company.

**BONUS ALLOTMENT :**

During the year your Company has allotted bonus share in the ratio of 1:1 as per the approval of Shareholder. Record Date was 13th November 2007 and Allotment Date was 16th November 2007 for the Bonus allotment.

**RISK AND CONCERN :**

The inherent risk associated with company's business is from the frequent change in fluctuations in the stock prices. Your company continuously improving its HR Policies and monitors & does extensive research to minimize the risk.

**PARTICULARS OF EMPLOYEES :**

None of the employees of your company were drawing emoluments exceeding the limits prescribed under section 217 (2A) of the Companies Act, 1956, read with the Companies (Particular of Employees) Rules, 1975 during the year.

**DEPOSITS :**

The Company has not accepted or renewed any sort of deposits during the Financial Year 2007-08 under section 58A and 58AA of the Companies Act, 1956.

**DEMATERIALIZATION OF SECURITIES :**

The trading in the shares of your company has been allowed on Demat pursuant to agreement with NSDL and CDSL Shareholders may avail this facility.

**CORPORATE GOVERNANCE :**

The Board of Directors supports the principles of Corporate Governance. In addition to the basic governance issues. The board lays strong emphasis on transparency, accountability and integrity. Your company strives for excellence with the objective of enhancing the shareholders' value. We ensure the practice of Corporate Governance in your esteemed company. All functions discharged in professionally sound, competent and transparent manner.

A detailed report relating to corporate Governance as prescribed under the clause 49 of the listing agreement is produced as part of the Annual Report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION :**

Since the Company has not carried on the Business, which requires the particulars to be set out as prescribed under section 217 (1)(e) of the Companies Act, 1956 read with the companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1998 in the Director's report, the same provision is not applicable.

**COMPANY SECRETARY :**

As per the requirement of Section 383A, the Management of the Company is trying to appoint a Company Secretary but Company has not found a suitable Candidate for the office of Company Secretary. Hence the company's Balance Sheet for the Financial Year ended 31st March 2008 has not been authenticated by the Company Secretary.

**FOREIGN EXCHANGE EARNING AND OUTGO :**

The company has not earned any foreign exchange from its business operation during the current year. There is no outgo of foreign exchange during the year 2007-08.

**DIRECTORS' RESPONSIBILITY STATEMENT :**

Pursuant to the provisions of sub - section (2AA) of Section 217 of the Companies Act, 1956, your Directors hereby confirm:

- (I) That in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (II) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year as on 31st March, 2008 and of Profit of the company for that period.
- (III) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- (IV) That the directors had prepared the annual accounts on a going concern basis.

**DIRECTORS :**

- 1. In accordance with the Articles of Association of the Company Dr. P.K.Awasthi retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
- 2. The Board of Directors has appointed Mr. Ravi Sawlani as Additional Director of the Company w.e.f 30th January 2008. Since the association of Mr. Ravi Sawlani with the company as a director will be beneficial for the company, the Board of Director recommends his appointment as a director of the company for your approval.

**AUDITORS :**

M/s M.K. Goswami & Co., Chartered Accountants, Delhi, Statutory Auditors of the company retire at the conclusion of the Annual General Meeting and being eligible, offer themselves for re- appointment.

**AUDITORS REPORT :**

The Directors have gone through the Auditors reports and are in agreement with the same.

**REGISTRAR AND TRANSFER AGENTS :**

The work related to shares in Demat and Physical mode is done by Registrar and Transfer Agent of the Company: M/s Alankit Assignments Limited. 2E/21, Jhandewalan Extension, New Delhi-110055

**DMC International Ltd.**

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**LISTING :**

The Equity Shares of Company are listed with Bombay Stock Exchange Limited (BSE Code-517973, Scrip ID-DMCINTER) and Delhi Stock Exchange Association Limited.

**CASH FLOW STATEMENT :**

As required under clause-32 of the Listing Agreement, a cash flow statement, as prepared in accordance with the Accounting Standard-3 issued by the Institute of Chartered Accountants of India, is given along with Balance Sheet and Profit and Loss Account.

**CAUTIONARY STATEMENT :**

Statement in this report, particularly those which relate to Management Discussion and Analysis describing the Company's objective, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied in the statement depending on the circumstances.

**INTERNAL CONTROL SYSTEM :**

The company has a reasonable control system commensurate with its size and the nature of services provided by the company, which is being reviewed, periodically for more effectiveness. The company has an audit committee, which regularly reviews the internal audit observations and puts corrective measures through justified actions.

**HUMAN RESOURCES DEVELOPMENT :**

The Company continues to enjoy cordial and warm relations with the employees and executives at all levels. Special training programs, workshops, seminars, etc. were continued during the year with a focus towards infusion of technical skill and quality consciousness in order to improve productivity, efficiency and quality.

**INDUSTRIAL RELATIONS :**

The industrial relation among all within the organization was cordial. They maintained highest level of discipline, decency for the growth of the organization.

**GENERAL :**

The note forming part of the accounts being self-explanatory, the comments made by the auditors in their report are not required to be dealt separately.

**APPRECIATION :**

The Directors wish to place on record its appreciation for the continued co-operation extended by various Financial Institutions, Bankers, Govt. Departments and the members. The Directors also express their appreciation to the employees at all levels, for their dedicated services rendered to the Company.

Date: 1st September 2008  
Place: New Delhi

By the order of Board of Director  
For DMC International Limited

Sd/-  
P.K Awasthi  
Chairman

Sd/-  
Sham Sunder Gupta  
Managing Director