

**25th
Annual Report
2008 - 2009**



DMC INTERNATIONAL LIMITED

-: Corporate Information:-

Dr. P.K. Awasthi
Mr. Sham Sunder Gupta
CA. Dhruv Agarwal
CA Sanjay Kumar Gupta
CA Ravi Sawlani

Chairman
Managing Director
Director
Director
Director

Statutory Auditors

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

Secretarial Advisor

M/s Rajeev Goel & Associates
Advocates & Consultants
138-A, Pocket-F, Mayur Vihar-II, Delhi-110091

Bankers

Punjab National Bank
State Bank of India
Axis Bank

Share Transfer Agent

M/s Alankit Assignment Ltd.
2E/21, Jhandewalan Extension,
New Delhi-1100055

Registered Office

H-108, IIInd Floor, Opp. Hotel Marina,
Connaught place, New Delhi-110001
E-mail: international.dmc12@gmail.com
Phone No. +91-11-43694410

NOTICE

Notice is hereby given that the 25th Annual General Meeting of **DMC International Limited** will be held on Wednesday 30th September 2009 at 9.30 A.M at the registered office of the company at H-108, 2nd Floor, New Asiatic Building, Connaught Place, New Delhi-110001, to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009 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 Mr. Ravi Sawlani 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 modification(s), the following Resolution as an special resolution:

"Resolved that pursuant to section 149(2A) of the Companies Act 1956, and other applicable provisions, the consent of the company be and is hereby accorded for commencing the following business as enumerated in Clause-50 of the other objects of the company:

'To promote,develop,build,construct,operate,manage,run,supervise,engage or otherwise deal in school, colleges and all types of educational and vocational institutions ,training centers, institutions for research and development and for the innovations of newer ideas and techniques.'

**By Order of the Board
of DMC International Limited**

**Date: 4th September 2009
Place: New Delhi**

**Sd/-
(Sham Sunder Gupta)
Managing Director**

NOTES

1. **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 MEMBER OF THE COMPANY. PROXY**

PROXY FORMS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.

2. **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.
3. Members /Proxies are requested to bring their copy of A.G.M Notice to the Meeting.
4. The register of members and share transfer books of the company will remain closed from 26th September 2009 to 30th September 2009.

5. **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.

6. **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.

7. 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.

8. **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.

9. 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:

Due to fluctuations in the real estate sector and decline in the opportunities in the real estate market, the board of directors of your company has decided to engage in the education industry which is a booming sector nowadays. The company has decided to take up the business given in the other objects of the memorandum of Association of company.

Pursuant to section 149(2A) of Companies Act 1956, the company is required to pass a special resolution in the general meeting for getting shareholders approval. The board of directors hereby proposes the above resolution as special resolution.

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, Mumbai, Phiroze, Jeejeebhoy Towers, Dalal Street, Mumbai -400001. It is hereby confirmed that the Company has paid the Annual Listing Fee to the Stock Exchanges.
2. Delhi Stock Exchange Limited, Delhi, DSE House, 3/1 Asaf Ali Road, New Delhi-110002

**By Order of the Board
of DMC International Limited**

**Date: 4th September 2009
Place: New Delhi**

**Sd/-
(Sham Sunder Gupta)
Managing Director**

DIRECTOR'S REPORT

To,
The Members of **DMC International Limited**,

Your Directors have pleasure in presenting the Director's Report of the company together with the Audited Statement of Accounts for the Financial Year ended March 31, 2009.

FINANCIAL RESULTS:

Particulars	Current Year Amount (Rs. In Lacs)	Previous Year Amount (Rs. In Lacs)
Total Income	78.74	106.19
Profit Before Tax	11.98	6.13
Less: Provision for Tax	2.53	2.85
Profit after Tax Adjustment	9.45	3.28

PERFORMANCE PREVIEW:

Total income for the year was Rs. 78.74 Lacs (Previous Year Rs. 106.19 Lacs). Profit for the year was Rs. 11.98 Lacs (Previous Year Rs. 6.13 lacs) but after making adjustment for the tax the net profit is Rs. 9.45 Lacs against a net profit of Rs. 3.28 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 2008-09.

MERGER OF SWEN REALTY & MEDIA LIMITED WITH THE COMPANY:

Pursuant to court order dated 03rd December 2008 and approval of shareholders in the court convened meeting, the Swen Realty & Media limited has been merged with the company. The company has allotted 1,50,46,800 equity shares to the shareholders of the transferor company in the exchange ratio of 3:4. Pursuant to the court order 2,00,000 equity shares issued to the Shark Communication Pvt. Ltd. has been cancelled and converted into 10% compulsorily redeemable preference shares. The company has applied for the listing of the 1,50,46,800 Equity shares allotted to shareholders of transferee company.

NEW VENTURE:

The company is predominantly engaged in the real estate sector but is continuously looking out for opportunities to foray into more profitable arenas. Education industry is one industry that is booming nowadays and has lot to offer. Keeping in view the enormous opportunities offered by the industry the company has decided to venture into the education industry by taking over Trump & Gates, a renowned name in the field of education and is an entrance exams specialist and offers coaching for actuarial sciences, Gate, GMAT and other entrance exams. The company by taking over Trump & Gates seeks to explore the vast market of education industry and reap benefits by combining credibility of Trump & Gates with our resources.

RISK AND CONCERN:

The profile of the company is such that there are frequent changes in the stock prices and fluctuations in the market conditions. Your company is improving its internal policies and focusing on the research work to mitigate 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 2008-09 under section 58A and 58AA of the Companies Act, 1956.

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 function is discharged in professionally sound, competent and transparent manner.

A detailed report on the company's efforts at the adopting principles of 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 2009 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 2008-09.

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, 2009 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 Ravi Sawlani retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

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

LISTING:

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

CASH FLOW STATEMENT:

As required under clause-31 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 put 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 with in the organization was cordial. They maintained highest level of discipline and 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: 4th September 2009

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**

REPORT ON CORPORATE GOVERNANCE

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is "Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders" and your company reiterates its commitment to good Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company policy on Corporate Governance is attainment of the highest levels of transparency, accountability and equity in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (conformance).

BOARD OF DIRECTORS

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the company. Your company is maintaining the independence of the board and company has the independent and Non-Executive directors. As on date of this report, the board of directors of the company consists of five members and it meets the requirement of the Clause 49 of the listing agreement.

The Board meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, board meeting are also held whenever required. To conduct a board meeting the directors are informed by giving a notice in advance and the agenda of board meeting also dispatch with the notice. The members of board also discuss each agenda in the meeting and take discussion after make a proper discussion and getting all members views. The board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of company.

During the year Eleven Board Meetings have taken place on 30th April 2008, 24th May 2008, 30th June 2008, 30th July 2008, 01st September 2008, 03rd October 2008, 21st October 2008, 31st October 2008, 20 January 2009, 30th January 2009 & 30th March 2009.

The composition of Board during the year as follows:

Name of the Director	Designation	Category
Mr. Sham Sunder Gupta	Managing Director	Executive Director
Dr. Prem Kumar Awasthi	Chairman	Non –Executive & Independent
Mr. Sanjay Kumar Gupta	Director	Non –Executive Promoter
Mr. Dhruv Agarwal	Director	Non –Executive Promoter
Mr. Ravi Sawlani	Director	Non –Executive & Independent