

## **NOTICE**

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of **DMC EDUCATION LIMITED** will be held on Thursday 30<sup>th</sup> September 2010 at 4.30 PM at Arya Public School, Raja Bazar, Connaught Place, New Delhi-110001 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2010 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. Prem Kumar Awasthi who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint **M/s M.K. Goswami & Co., Chartered Accountants**, 1<sup>st</sup> 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. Appointment of Mrs. Saroj Gupta as Wholetime Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as an Ordinary 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 the Association of the Company, and other applicable provisions, if any, Mrs. Saroj Gupta, be and is hereby appointed as Whole Time Director of the Company for a period of 5 years with effect from 1<sup>st</sup> October 2010 at a consolidated salary of Rs.1,00,000/- (Rupees One Lac 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 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** in the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

#### **5. Appointment of Mr. Babu Lal Vijay as Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, Mr. Babu Lal Vijay, who was appointed as an Additional Director in the meeting of the Board of Directors held on 4<sup>th</sup> May, 2010 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a proposal for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation."

#### **6. Issue of Convertible Debentures to HT Media Limited**

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 section 81(1A) of the Companies Act, 1956, the SEBI (Issue of capital & disclosure requirement) regulation 2009, Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, the Foreign Exchange Management Act, 1999, guidelines issued by the Reserve Bank of India or other competent authorities in this behalf, the Memorandum & Articles of Association of the Company and other applicable provisions, if any, and subject to all such approvals, permissions and sanctions, as may be necessary or required, the consent of the Members of the Company be and is hereby given and the Board of Directors of the Company be and is hereby authorised to offer, issue and allot up to 1,50,000( One Lakh & Fifty Thousand only) fully Convertible Debentures of Rs.100/- fully paid-up, aggregating to Rs. 150,00,000 to HTML on a preferential basis based as per the terms and conditions given in the Explanatory Statement annexed to this notice, which, inter alia, include :

Sl. No	Name	No. of Debentures proposed to be allotted	Category of Investor
1	HT Media Limited	1,50,000	Strategic Investor
Total		1,50,000	

Resolved further that for the purpose of issue and allotment of the Zero% Fully-convertible Debentures of the Company having a par value of Rs 100/- (Rupees One hundred only) per Debenture and its Conversion into Equity Shares with a face value of Rs. 5/- at a premium decided as per SEBI (Issue of Capital and Disclosure Requirements) Regulation 2009 at the end of 1 (one) year from the date of allotment of such debentures and listing thereof with the Stock Exchange(s), the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Equity shares of the Company, as in the absolute discretion, deem fit and proper.

**RESOLVED FURTHER THAT** the Equity shares so issued and allotted upon conversion of Fully Convertible Debentures shall rank pari passu with the then existing Equity shares of the Company in all respects including dividend.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or the Chairman or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modifications(s) and alteration(s) stipulated or required by any relevant authorities or by their bye-laws, rules, regulations or guidelines, and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalise and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this

Date: 4<sup>th</sup> September 2010  
Place: New Delhi

By Order of the Board  
of DMC Education Limited

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 authorized 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.** The Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 setting out all the material facts in respect of Item Nos.4,5, 6 of the Notice is attached.
- 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 closed from 26<sup>th</sup> September 2010 to 30<sup>th</sup> September 2010 (both days inclusive).
- 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. To 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.

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

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

- Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001.  
It is hereby confirmed that the Company has paid the Annual Listing Fee to the Bombay Stock Exchange.
- Delhi Stock Exchange Limited, Delhi, DSE House, 3/1 Asaf Ali Road, New Delhi-110002.  
The Company has not paid the Annual Listing Fee to the Delhi Stock Exchange.

#### Details of Directors Seeking Reappointment at Annual General Meeting

##### PARTICULARS

Name	<b>Dr. P. K. Awasthi</b>
Date of Birth	06/04/1944
Date of Appointment	20/07/2006
Qualification	Ph.D. & MBA
Expertise	Marketing and management skills

##### PARTICULARS

Name	<b>Saroj Gupta</b>
Date of Birth	18/11/1958
Date of Appointment	06/10/2009
Qualification	B.A., B. ed
Expertise	Business Administration and management skills

##### PARTICULARS

Name	<b>Babu Lal Vijay</b>
Date of Birth	22/07/1957
Date of Appointment	04/05/2010
Qualification	POST GRADUATE IN BUSINESS ADMINISTRATION & A QUALIFIED
Expertise	Entrepreneurial and Commercial skills

Date: 4<sup>th</sup> September 2010  
Place: New Delhi

By Order of the Board  
of DMC Education Limited

Sd/-  
Sham Sunder Gupta  
Managing Director

**ANNEXURE TO THE NOTICE**

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

**ITEM NO. 4**

Mrs. Saroj Gupta was co-opted on the Board of Directors of the Company as an Additional Director on 06<sup>th</sup> October 2009. Since the date of appointment, Mrs. Saroj Gupta is actively involved in the Education business of the company. She has more than 10 years of experience in the Education sector. Keeping in view the vast experience of Mrs. Gupta in Education sector, the Board in its Board meeting held on 04<sup>th</sup> September 2010 decided to appoint her as a Whole Time Director w.e.f. 1<sup>st</sup> October 2010 for a period of five years from the said date subject to approval of Shareholders. The Board proposes to appoint her as Executive Director in the ensuing AGM on the terms and condition as mentioned in the Notice with or without modification. Accordingly, the resolution is placed before the members for their consideration and approval. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

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

**ITEM NO. 5**

Mr. Babu Lal Vijay was appointed as an Additional Director of the Company with effect from 4<sup>th</sup> May, 2010, his term as an Additional Director expires on the date of this Annual General Meeting pursuant to section 260 of the Companies Act, 1956 and Articles of Association of the Company. A notice under section 257 of the Act with a deposit of Rs. 500/- which will be refunded if the appointment is confirmed has been received from a member signifying his intention to propose the name of Mr. Babu Lal Vijay for the appointment as Director of the Company. Mr. Babu Lal Vijay has filled with Company his consent to act as a Director.

The Directors recommend his appointment as a member of the Board in the interest of the Company.

None of the Directors of the Company are concerned or interested in the Resolution except Mr. Babu Lal Vijay

**ITEM NO. 6**

The Company has an ambitious growth plan and expects significant growth in its business of education sector. For this there is a need to create a strong brand. The brand building activities coupled with our first mover advantage would aid in building a lasting and recognisable brand in the Education segment. Brand building exercise for the next couple of years requires huge amount of money to be spent on advertisements. In this endeavour, the company has forged an alliance with HT Media Ltd, wherein the Company will issue Zero Coupon Fully Convertible Debentures to HT Media Ltd. The amount so received will be utilized towards advertisements and brand building exercises.

The proposal is subject to the approval of the Members of the Company and other statutory approvals, if any. Since your Company is a listed company, the proposed issue is in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Reg. 2009 build, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 1956, and the aforesaid SEBI Guidelines and Regulations, the relevant disclosures/details are given below:

**Instrument and Numbers:** The Company is proposing to issue up to 1,50,000 Zero% Fully-Convertible Debentures to HT Media Limited.

**Relevant Date:**

Relevant Date for the above will be the date 30 days prior to the date on which the holders of Zero %age fully convertible Debentures entitled to apply for the equity shares. As per the Debenture Subscription agreement, the holders will be entitled to apply for equity shares after the expiry of one year from the date of allotment of debentures.

**Issue Price:**

The Zero %age Fully Convertible Debentures are now issued at par value, i.e. Rs.100/-. The Fully Convertible Debenture will be compulsorily convertible into Equity Shares with a face value of Rs. 5/- each at the end of 1 (one) year from the date of allotment of such debentures to HT Media Limited and the pricing of the resultant equity shares will be determined as per SEBI (ICDR) Regulations 2009, which at present is as follows.

Higher of the

i) The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the six months preceding the relevant date;

OR

ii) The average of the weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date,

OR

iii) Face Value

In case of change in SEBI (ICDR) Regulation relating to pricing of the equity shares in case of preferential issue. The company will follow the amended regulation prevailing at that time for calculation of issue price of the resultant equity shares.

**Payment:**

In terms of the provisions of the SEBI (ICDR) Regulation 2009, the payment shall be done by preferential issue of Fully Convertible Debentures.

**Particulars of the Allottee:**

Present preferential issue of debentures is proposed to be made to following strategic investors (the proposed Allottee) :

Sl. No.	Name and Address	Status
1.	HT Media Limited 18-20, Kasturba Gandhi Marg, New Delhi-110001	Strategic Investor

HT Media is a listed company and one of India's largest media companies that publishes news paper Hindustan Times in English & Hindustan in Hindi through its subsidiary Hindustan Media Ventures Limited. In addition HT Media also publishes a national business newspaper with presence in the key markets of Delhi, Mumbai, Bengaluru, Chandigarh, Pune and in Kolkata.

The company in a consulting partnership with Virgin Radio has launched the FM radio channel - Fever 104. Currently available in Delhi, Mumbai, Bengaluru and Kolkata. Internet businesses of HT Media incorporated under Firefly e-ventures, operate leading web portals Hindustantimes.com and livemint.com in the general and business news categories respectively.

**Pre-issue holding of the proposed Allottees:** The present shareholding of the proposed Allottees in the Issuer Company is given below:

Name of the proposed Allottees	No. of Shares held
HT Media Limited	0

The proposed Allottee have not sold any shares of the Company during the six months period prior to the relevant date.

**Post-issue holding of the proposed Allottees:**

As the issue price of the resultant equity shares cannot be determined at present, the post issue holding of the proposed allottee cannot be determined.

**Lock-in Period:**

The Debentures issued to the strategic investors on preferential basis shall be subject to a lock-in period of 1 year from the date of issue or such other period as may be prescribed in accordance with the SEBI (Issue of Capital & Disclosure Requirements) Regulations.

Further the entire pre preferential issue shareholding of the proposed allottees shall be under lock-in from the relevant date up to a period of six months from the date of issue of shares to the proposed allottee(s) or such other period as may be prescribed in accordance with the SEBI guidelines. However, there is no prior shareholding of the proposed allottees.

**Intention of promoters/directors/key management persons to subscribe:** No promoters/directors/key management persons intend to subscribe to the present preferential issue of Debentures.

**Pre-issue & Post-issue Shareholding Pattern of the Issuer Company:**

As the issue price and number of resultant equity shares will be decided after one year from the date of allotment of Zero %age Fully Convertible Debentures, the post issue share holding cannot be given at present point of time.

**Objects and purpose of the Preferential Issue**

The Company is into education sector and for long term sustainability, the company wants to create a strong presence in the market and for this purpose company will spent the entire issue proceeds for advertisement and brand building.

**Proposed time of Allotment**

The allotment of shares in the present preferential issue will be made within a period of 15 days from the date of passing of the aforesaid Special Resolution in the present AGM excluding the time taken in obtaining the necessary approvals, if any, or within such further period as may be prescribed or allowed by the SEBI, stock exchange(s) or other concerned authorities.

The Statutory Auditors of the Company has certified that the present preferential issue of Debentures, on the above terms and conditions, is in accordance with the requirements contained in the SEBI(Issue of Capital & Disclosure Requirements) Regulations, as amended up to date. The Auditors' Certificate shall be laid before the AGM.

In terms of the provisions of the Companies Act, 1956, the consent of members by way of a special resolution is required. Your Directors recommend the resolution.

The Board recommends the resolution for adoption by the members.

None of the Directors except the Promoters Directors of the Company is interested or concerned in the proposed resolution.

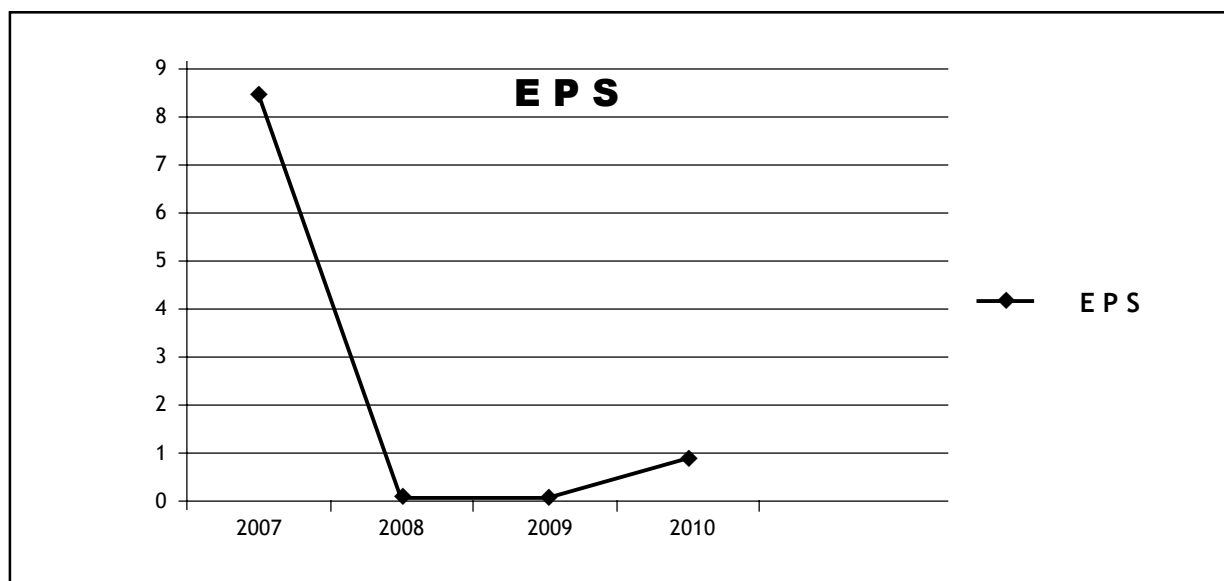
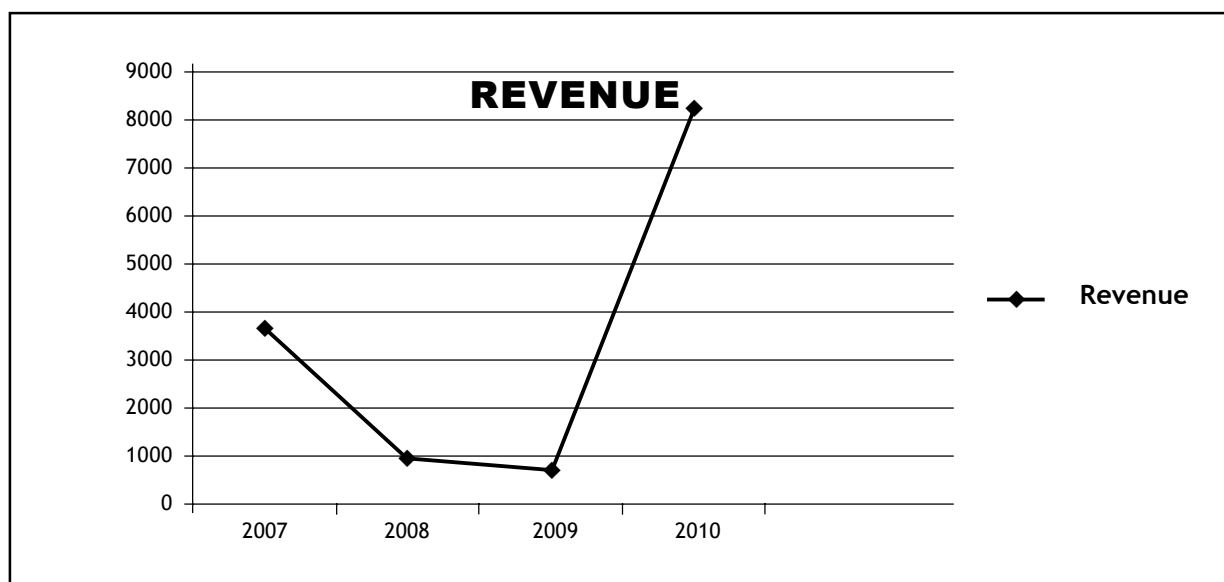
**DIRECTOR'S REPORT**

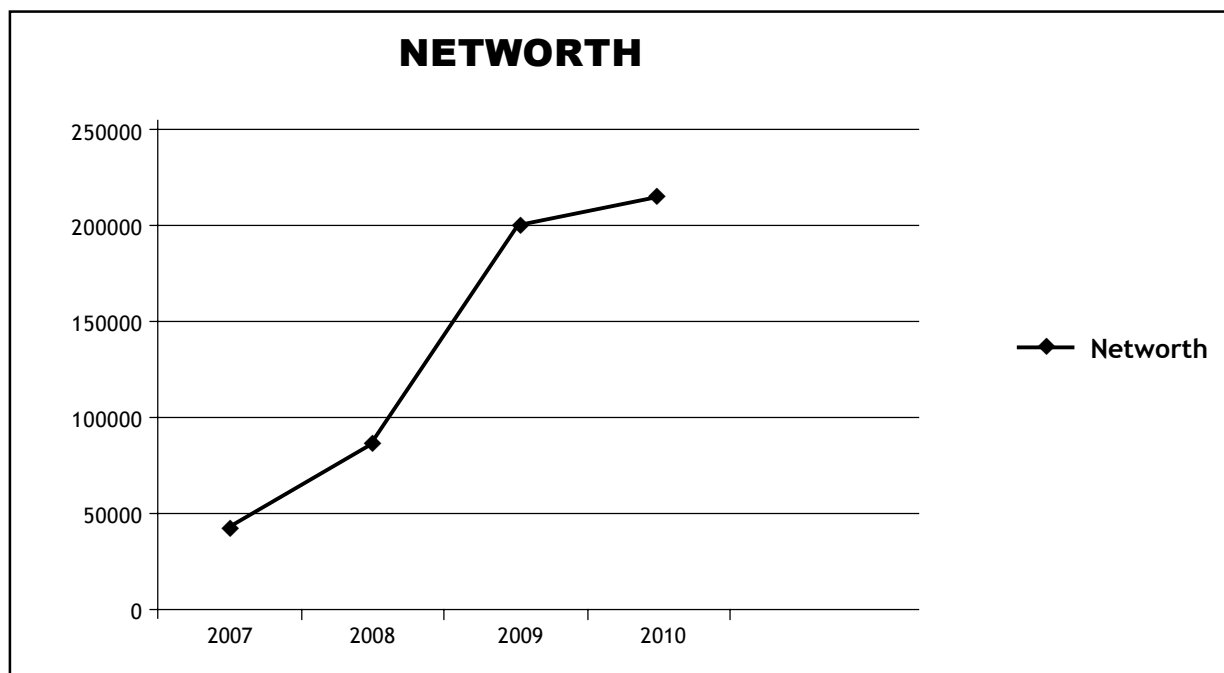
The Members of **DMC Education Limited**,

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, 2010.

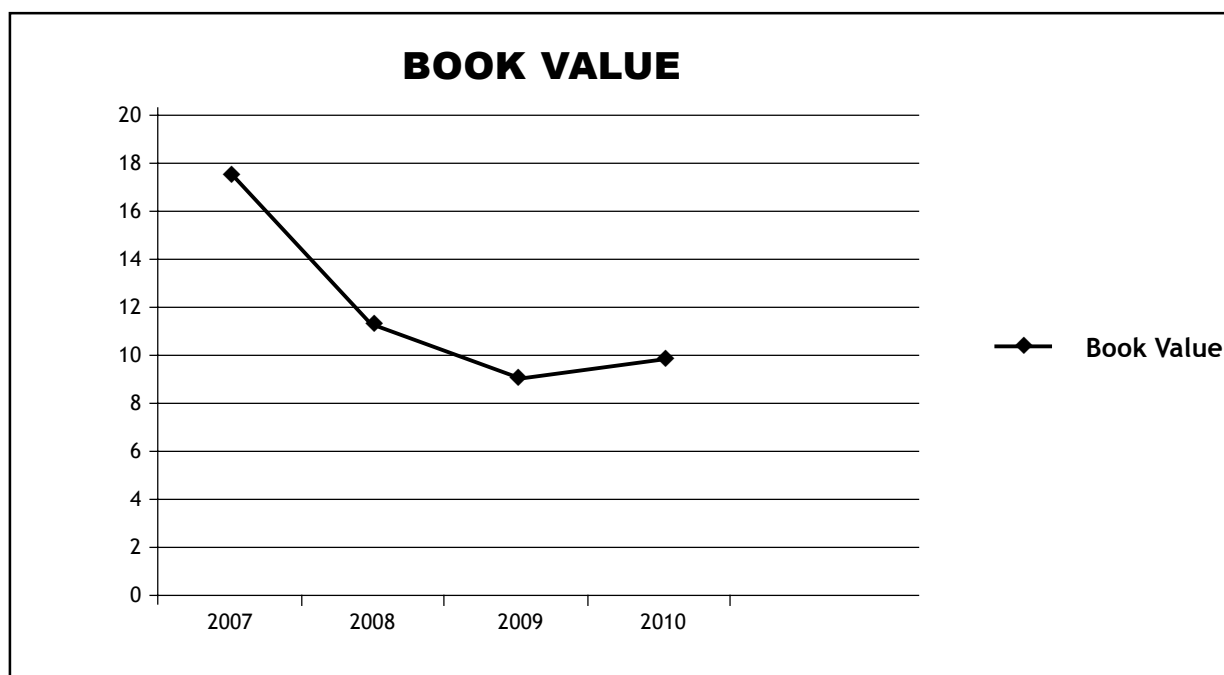
**FINANCIAL RESULTS:**

Particulars	Current Year Amount (Rs. In Lacs)	Previous Year Amount (Rs. In Lacs)
Total Income	830.90	78.75
Profit Before Tax	232.69	11.98
Less: Provision for Tax	53.04	2.53
Profit after Tax Adjustment	179.64	9.45





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**PERFORMANCE PREVIEW :**

Total income for the year was Rs. 830.90 Lacs (Previous Year Rs. 78.75 Lacs). Profit for the year was Rs. 232.69 Lacs (Previous Year Rs. 11.98 lacs) but after making adjustment for the tax the net profit is Rs. 179.64 Lacs against a net profit of Rs. 9.45 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 2009-2010.

**CHANGE OF NAME :**

The Company is completely into education business. In order to reflect the name of the company in accordance with the business presently carried on, the Company through postal ballot changes its Main Object as well as the name of the company. The present name completely reflects the business activities of the company.

**BUSINESS OPERATION REVIEW :**

**TAKEOVER OF TRUMP & GATES**

The Company has Taken over TRUMP & GATES for the Cash consideration of INR 56.5 Million. Trump & Gates is a Delhi based 10 year old, ISO 9001-2008 Certified Test Preparatory Institute providing specialized training for various entrance and main examinations such as Actuarial Science, GATE, IES, PSU, MBA (CAT for IIMs), GRE, GMAT, IELTS, TOEFL etc.

**ACQUISITION OF VSOFT SERVICES PRIVATE LIMITED BY THE COMPANY**

The management of the Company has entered into an agreement with the shareholders of Vsoft Services Private Limited for acquisition of 100% Shareholding of the Company and also change in management of Vsoft Services Private Limited. Vsoft is 14years old Mumbai based Indian Language software Development Company. The total takeover consideration fixed at Rs. 1,50,00,000/- . DMC paid the entire takeover consideration by preferential allotment of 5,00,000 equity shares of Rs. 5/- at a premium of Rs. 25/- each subject to compliance of SEBI (Issue of Capital & Disclosure Requirement, 2009)

**QUEST TUTORIALS**

The company has proposed to merge Quest Tutorials. Quest initiated "Power Coaching for IITJEE", a unique system of IITJEE preparation that maximizes student performance by synchronizing studies with Class 11/12.

**SUBSIDIARIES :**

At present the Company has one subsidiaries company, DMC Institute of Employability Skills Private Limited.

**ALLIANCES AND STRATEGIC TIE-UPS :**

**TECHNOLOGY PARTNERSHIP WITH BALLISTIC LEARNING**

M/s. Ballistic Learning Pvt. Ltd., one of the prominent e-learning solutions and services providers in India as its Technology partner for its Educational Division.

Ballistic Learning will provide DMC the following solutions and services to cater to its target audiences in India and overseas:-

1. Learning Management System
2. Content Management System
3. Integration of e-tutoring system
4. E-Learning content development advisory
5. E-Learning advisory
6. Managed hosting
7. Support and Maintenance

**STRATEGIC TIE-UP WITH AOC**

The Company has entered into an agreement with ACADEMY OF COMMERCE STUDIES PRIVATE LIMITED, one of the prominent education company in North India for opening of Trump & Gates Centers and other verticals of the Company in various locations. Apart from infrastructure uses, both parties will also share marketing resources, network of each other for business development and also the technology acquired/developed by each other. This will increase the synergy of operation between two companies. Academy of Commerce (AOC) has been a pioneer in CA education. After 28 years of excellence it is now considered to be a premier institute for all levels of training. The institute has benefited more than 65,000 students, producing top rank holders of India every year. AOC believes in delivering knowledge solutions with respect to a career driven approach of learning. The academy focuses on shaping students to become world-class CA professionals enabling them to choose from a range of career options that are available. AOC prescribes performance based sessions divided in modules which are regularly upgraded to suit the standards of the Institute of Chartered Accountants of India (ICAI). AOC gives them the advantage to specialize in different areas with concrete expertise. AOC trains students



to have a strong base of fundamentals. AOC understands the need of consistent result-oriented education and thus provides complete and assured standards of excellence.

#### **FUTURE EXPANSION - FRANCHISEE MODEL :**

As a part of expansion strategy, the company is planning to set-up franchisee network all over India. Through the franchisee network, the company will offer its existing coaching. For this purpose and to ensure uniformity of delivery, the Company also entered into a Business Solution Agreement with Aurus Network Infotech Private Limited. Aurus through its flagship product “DG-Eye Connect” will connect studio classrooms to multiple learning centers, for live lecture recording and streaming, along with two way audio/video/text interaction.

#### **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 2009-10 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 31<sup>st</sup> March 2010 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 2009-10.

#### **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 31<sup>st</sup> March, 2010 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 :**

In accordance with the Articles of Association of the Company P. K. Awasthi 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(2) 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. It provides direction for the people working in the organization. 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: 4<sup>th</sup> September 2010  
Place: New Delhi

By Order of the Board  
of DMC Education Limited

Sd/-  
Sham Sunder Gupta  
Managing Director

Sd/-  
Saroj Gupta  
Director