

NOTICE

Notice is hereby given that the 29th Annual General Meeting of 'DMC EDUCATION LIMITED' will be held on Monday, 30th September 2013 at 5:00 p.m. 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 31st March 2013 and the Audited Statement of Profit and Loss 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 Saini who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors from the conclusion of this Annual General Meeting till Next Annual General Meeting and to fix their remuneration and in this regard pass the necessary resolution with or without modification as Ordinary Resolutions

"RESOLVED THAT M.K. Goswami & Co., Chartered Accountants, New Delhi, be and is hereby appointed as Statutory Auditors of the company from the conclusion of this AGM to the next AGM and Board of Directors of the company be and are hereby authorised to fix their resolution as they may think fit."

Date: 4th September 2013
Place: New Delhi

By Order of the Board
of DMC Education Limited

Sd/-
Saroj Gupta
Whole Time Director
DIN: - 00033430

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 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. Members /Proxies are requested to bring their copy of AGM Notice to the Meeting.
4. The register of members and share transfer books of the company will remain closed from 25th September 2013 to 30th September 2013 (both days inclusive).
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. 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.

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 its 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.

INFORMATION PURSUANT TO THE LISTING AGREEMENT

Name and Addresses of the Stock Exchanges at which the Company's shares are listed:-

1. Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001.

The Company has paid the Annual Listing Fee to the Bombay Stock Exchange.

2. Delhi Stock Exchange Limited
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	Ravi Saini
Date of Birth	05/05/1963
Date of Appointment	11/08/2012
Qualification	Post Graduate
Expertise	Financial Planning

DIRECTOR'S REPORT

Dear Shareholders,

The Directors of your company have pleasure in presenting herewith the 29th Annual Report of your company together with the Audited Statement of Accounts for the Financial Year ended March 31, 2013.

1. FINANCIAL RESULTS:

The Audited Financial Results for the year ended March 31st, 2013 are as follows:

(Rs. In lakhs)		
Particulars	Year ended on 31.03.2013	Year ended on 31.03.2012
Total Income	352.15	1376.77
Profit/(Loss) Before Tax	(81.77)	0.973
Less: Provision for Tax	17.40	16.23
Profit/(Loss) after Tax Adjustment	(99.16)	(15.26)

2. DIVIDEND:

The Directors of your Company do not recommend any dividend to the Shareholders for the Financial Year 2012-2013, as there is loss in the company during the current financial year.

3. TRANSFER TO RESERVES:

The Company does not transfer any amount to the General Reserve as there are no profits available for appropriations.

4. PERFORMANCE PREVIEW:

Total income for the year is Rs.352.15 Lacs (Previous Year Rs. 1376.77 Lacs). Profit/(Loss) for the year was Rs. (81.77) Lacs (Previous Year profit Rs. 0.973 lacs) but after making adjustment for the tax and Deferred Tax the net loss is Rs. (99.17) Lacs against a net loss of Rs. (15.26) Lacs in the previous Year.

5. CHANGES IN CAPITAL STRUCTURE:

During the financial year under review, the Board of Directors of the Company in its meeting held on 14th March 2013, has allotted 53,40,000 equity shares of face value of Rs. 5/- each to D.B Corp. Ltd, pursuant to the conversion of one Fully Convertible Debenture of Rs. 2,67,00,000/- allotted on 14th October, 2011.

6. SUBSIDIARIES:

During the Year the Company has sold 35,700 Nos. of Equity Shares of 162.38 VSoft Services Private Ltd. Now the company does not have any subsidiary.

7. PARTICULARS REQUIRED AS PER SECTION 212 OF THE COMPANIES ACT, 1956:

The company does not have any subsidiary.

8. DIRECTORS:

As per section 255 & 256 of the Companies Act, 1956, Mr. Ravi Saini, who is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment. Board recommends his re-appointment for your approval. The brief resume and other details relating to the directors, who are to be appointed/ re-appointed as stipulated under Clause 49(IV)(G) of the Listing Agreement, are furnished in the Notice of AGM forming part of the Annual Report.

9. COMPANY SECRETARY:

The Management of the Company is trying to appoint a Company Secretary but Company has not found a suitable Candidate for the post of Company Secretary. Hence the company's Balance Sheet for the Financial Year ended 31st March 2013 has not been authenticated by the Company Secretary.

10. STATUTORY DISCLOSURES:

None of the Directors of your Company is disqualified as per provision of section 274(1) (g) of the Companies Act, 1956. The Directors of the Company have made necessary disclosures, as required under various provisions of the Act and Clause 49 of the Listing Agreement

11. DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of provisions of Section 217(2AA), we hereby confirm that:

- (I) That in the preparation of the Annual Accounts, the applicable accounting standards has been followed along with proper explanation relating to material departures, excepts
 - a) Accounting Standard 15 relating to Employee Benefits such as Gratuity, which require valuation to be done from the qualified Actuary. Here we would like to inform that presently there is no employee who is working over and above period of Five year.
- (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 statement of the state of affairs of the company at the end of the financial year as on 31st March, 2013 and of Profit and Loss 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.

12. AUDITORS & AUDITORS' REPORT:

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

The company has received letters from M/s. M.K. Goswami & Co., Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such appointment within the meaning of section 226 of the Companies Act, 1956.

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

13. REGISTRAR AND SHARE TRANSFER AGENTS:

The works related to shares in Demat and Physical mode are done by Registrar and Share Transfer Agent of the Company: M/s Alankit Assignments Limited 2E/21, Jhandewalan Extension, New Delhi-110005.

14. LISTING:

The Equity Shares of Company are listed with Bombay Stock Exchange Limited (BSE Code-517973, Scrip ID-DMCEDU) and Delhi Stock Exchange Limited. The shares of the company are not traded at Delhi Stock Exchange as no trading terminal is provided by the Exchange.

The Listing fee for the year 2013-14 has already been paid to BSE.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

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. 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 2012-13.

16. REPORT ON 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 along with the Compliance Certificate from the Statutory Auditor and Management Discussion and Analysis Report are annexed and forms part of this Annual Report.

17. NOTES TO ACCOUNTS:

They are self-explanatory and do not require any explanations.

18. 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.

19. PUBLIC DEPOSITS:

The Company has not accepted or renewed any sort of deposits during the Financial Year 2012-13 under section 58A and 58AA of the Companies Act, 1956.

20. 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 statement of Profit and Loss with Auditor Report thereon.

21. SHIFTING OF REGISTERED OFFICE:

The registered office of the company has been shifted from "H-108, 2nd Floor, Opp.Hotel Marina, Connaught Place, New Delhi-110001" to "1584/1, Block B Shastri Nagar, New Delhi-110052", w.e.f. 12/04/2013. The necessary filing and information has been made to all the statutory authorities i.e. filing of e-forms to Registrar of Companies and information to Stock Exchange, NSDL, CDSL, RTA etc.

22. CAUTIONARY STATEMENT:

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

23. 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.

24. 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. The Company has a suitable recruitment and human resource management process, which enables us to attract and retain high calibre employees.

25. INDUSTRIAL RELATIONS:

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

26. DUES OF STATUTORY AUTHORITIES STATUTORIES:

- a) On gone through the Annexure attached with the Auditor Report in which Auditor has informed that there are some dues of sales tax, income tax, service tax which have not been deposited on account of any dispute. The clarification for the above point is that company is suffering from heavy losses.

- b) However, Income tax demanded for A.Y. 2007-08 is pending. In this regards clarification is that company has filed appeal in ITAT against the order of CIT relating to the said period.

27. NOTICE UNDER SECTION 234(1) OF THE COMPANIES ACT, 1956:

Company has received the "Order under section 234(1) of the companies Act, 1956" from the office of the Registrar of the Companies, NCT of Delhi and Haryana which seeks for some information and explanation from the company. In this regards company has filed all the information, explanation and documents etc.

28. "INVESTIGATION UNDER SECTION 235 OF THE COMPANIES ACT, 1956."

Company has received Notice for Investigation under section 235 of the Companies Act, 1956 from the Office the Regional Director, Ministry of Corporate Affairs requiring submission of documents, information and explanation etc. The company has submitted the required information, explanation, documents etc. to the Office of the Regional Director.

29. 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.

30. 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 2013
Place: New Delhi

By the order of Board of Director
For DMC Education Limited

Sd/-
Saroj Gupta

Whole Time Director
DIN: - 00033430

Sd/-
Sham Sunder Gupta

Managing Director
DIN: - 00006983

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OPERATING RESULTS OF THE COMPANY

During the Financial Year under consideration, despite the best efforts of the management the Company suffered loss and the Net Loss for the year 2012-13 stood at Rs 99.17 Lacs /- as compared to loss of Rs 15.26 Lacs/- in the last Financial Year 2011-12. Furthermore the standalone turnover for the year ended March 31, 2013 stood at Rs. 352.15 Lacs/-, as compared to Rs. 1376.78 Lacs Rs. for 2011-12. Your Board of directors are trying their best to recover the loss of the company for the upcoming year and take the company to a better position.

INDUSTRY STRUCTURE AND DEVELOPMENT

BUDGET 2013-14 HIGHLIGHT ON EDUCATION SECTOR

Union Budget for 2013-14 has received mixed reactions as it was a mix and match of both positive as well as negative aspects.

Some of the major highlights of Budget 2013-14 for education sector are as follows :

- 4,727 crore for medical education, training and research.
- 1,650 crore allocated for six AIIMS-like institutions.
- Allocation of Rs.65,867 crore to the Ministry of Human Resource Development, an increase of 17 percent over the RE of the current year.
- 27,258 crore provided for Sarva Shiksha Abhiyaan (SSA).
- An increase of 25.6 percent over RE of the current year for investments in Rashtriya Madhyamik Shiksha Abhiyan (RMSA).
- 5,284 crore allocated to Ministries/Departments in 2013-14 for scholarships to students belonging to SC, ST, OBC, Minorities and girl children.
- Mid Day Meal Scheme (MDM) to be provided Rs.13,215 crore.
- Government committed to the creation of Nalanda University as a Centre of educational excellence.

Budget for 2013-14 to have one overarching goal of creating opportunities for our youth to acquire education and skills that will get them decent jobs or self-employment.

COACHING CLASS MARKET IN INDIA 2013

Desire to stay ahead in the global economy and the falling quality of mainstream education system, a whopping 87% of primary school children and up to 95% students in high schools receive private tutoring in metros. The proportions of children relying on private tuition have increased by 100% for the students of primary schools from 2006 to 2013. On the other hand, secondary school enrollments for private Tuitions have also gone up by 92% from 2006 to 2013. The growth of primary levels tuition is higher than the secondary levels in the last six to seven years.

A recent survey on "Business of private coaching centers in India" revealed that private tuitions have become a multi-billion rupee industry which recorded a growth of 35% in the last five years in India. The current size of private coaching industry in India is about \$23.7 billion and likely to touch \$40 billion by 2015. The survey based on response from 5,000 students and parents in March-May across 12 cities (200 respondents in each city) of Delhi-NCR, Mumbai, Kolkata, Bangalore, Chennai, Hyderabad, Lucknow, Ahmedabad, Jaipur and Chandigarh further revealed that majority of middle class parents have been spending one third of their monthly income on private tuitions for their wards do better in their examinations and prepare them for competitive entrance exams for professional courses. The rise is not only some increase in incomes and the affordability of having private tuition, but also an intensification of the general conviction among the parents that private tuition is "unavoidable" with peer pressure building up on the students and parents.

PROSPECT & OUTLOOK

The company is engaged in most rewarding coaching segment of the education sector. The Company is looking for more expansions in the coaching segment in the near future.

RISKS AND CONCERNS

The Company is engaged in Tutoring and Coaching Segment. The coaching class market is typically fragmented and regional in nature as a big chunk, i.e. tuitions (6th-12th grades and tertiary level), is subject-based and thus highly people-driven with high dependence on a local 'brand-teacher'. However, pockets like grad and post grad test prep are more process-driven as content assumes higher relevance than teachers, and content can be standardized across centers. There is a lot of local player in this sector, which leads to fragmented and unorganized sector.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The company has constituted Audit Committee for guidance and proper control of affairs of the company. To ensure quality of delivery, the company is now focusing mainly on satellite mode of transmission of its coaching.

HUMAN RESOURCES

Human Resources are highly valued assets at DMC Education Limited. The company seeks to attract, retain and nurture qualified and good faculty, technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the set of best practices. Corporate governance refers to the set of systems, principles and processes by which a company is governed. They provide the guidelines as to how the company can be directed or controlled such that it can fulfill its goals and objectives in a manner that adds to the value of the company and is also beneficial for all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the board of directors, management, shareholders to customers, employees and society. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The aim of "Good Corporate Governance" is to ensure commitment of the board in managing the company in a transparent manner for maximizing long-term value of the company for its shareholders and protection of the rights of the shareholders and your Board of Directors are putting their best efforts to fulfill its commitment towards good Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. The Corporate Governance philosophy is scripted as: "As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The Company's philosophy of Corporate Governance is to strengthen the investor's trust and ensures a long-term partnership that helps in achieving company's objectives, meeting its obligations towards stakeholders, and is guided by a strong emphasis on transparency, accountability, integrity and environment responsibility.

Our Company's framework is designed to enable the Board to provide strategic guidelines for the company the effective over-sight of management. The respective roles and responsibilities of Board Members and Senior Executives are clearly defined to facilitate accountability to company as well as its shareholders. This ensures a balance of authority so that no single individual has unfettered powers.

Our Company has taken adequate steps to form various Committees at the Board level to focus attention on crucial issues before placing the same before the Board for consideration. These include 'Audit Committee' and 'Shareholders/Investors Grievance Committee'

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

The Company is in compliance with all the requirements of the corporate governance code as enshrined in Clause 49 of the listing agreement.

MANDATORY REQUIREMENTS

A. BOARD OF DIRECTORS

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the company.

i) CATEGORY AND COMPOSITION

In compliance with the Listing Agreement, the Company has a balanced mix of executive and non-executive Independent Directors. As on date of this report, the Board of Directors consists of 4 Directors, out of which 2 are Executive Directors and 2 are Non-Executive Independent Directors. Except the Managing Director and Whole-Time Director, all other Directors are liable to retire by rotation as per provisions of the Companies Act, 1956. In compliance with Clause 49 of the Listing Agreement, half of the Board comprises of independent directors since Mrs. Sham Sunder Gupta is Executive Chairman of the Board.

The composition and category of Board during the year as follows:

Name of the Director	Director Identification No.	Designation	Category	Directorship of other Indian Public Companies
Mr. Sham Sunder Gupta	00006983	Managing Director	Executive	Nil
Mr. Ravi Saini	01926733	Director	Non -Executive & Independent	6
Mrs. Saroj Gupta	00033430	Whole time Director	Executive & Promoter	1
Mr. Babulal Vijay	02994254	Director	Non -Executive & Independent	Nil

ii) BOARD MEETING

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. The members of board discuss each agenda in the meeting and take decision after having a proper discussion and obtaining views of all members. 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 Twelve Board Meetings have taken place on 24th May 2012, 30th May 2012, 11th August 2012, 14th August 2012, 4th September 2012, 10th October 2012, 12th November 2012, 13th December 2012, 16th January 2013, 14th February 2013, 14th March 2013, 31st March, 2013.

Details of attendance of each director at various meetings of the company are as follows:

Name of the Director	Designation	Category	No. of Board Meetings	Last AGM attended
Mr. Sham Sunder Gupta	Managing Director	Executive Director	12	Yes
*Mr. Ravi Saini	Member	Non -Executive & Independent	9	Yes
Mrs. Saroj Gupta	Whole time Director	Executive & Promoter	12	Yes
Mr. Babu Lal Vijay	Director	Non -Executive & Independent	8	No
**Dr. Prem Kumar Awasthi	Director	Non -Executive & Independent	3	No

* Appointed w.e.f 11th August 2012

** Resigned w.e.f 11th August 2012

iii) DIRECTOR'S PROFILE

1) MR. SHAM SUNDER GUPTA, MANAGING DIRECTOR

Mr. Sham Sunder Gupta is a very experience company executive. He has more than 30 years of experience in the field of business development, customer acquisition, asset acquisition and management.

2) MR. BABU LAL VIJAY, DIRECTOR

Mr. Babu Lal Vijay is a talented professional who is vested with entrepreneurial and commercial skills combined with a focused and futuristic approach. He did his Post Graduate certificate in Business Administration from University of Wales, United Kingdom. He is a graduate Gemologist from the Gemological Institute of America, New York City. He has more than 15 years of experience in the financial institutions and other Government institutions.

3) MRS. SAROJ GUPTA, WHOLE TIME DIRECTOR

Mrs. Saroj Gupta, Managing Director, B.Ed., MDP (IIM Lucknow) has 22 years vast experience in banking and 7 years experience in education industry. She is passionate about education.