

-:NOTICE:-

NOTICE is hereby given that the 30th Annual General Meeting of 'DMC EDUCATION LIMITED' will be held on Tuesday 30th September 2014 at 04:00 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 Financial statements of the Company as at 31st March 2014 and the Profit and Loss Account for the period ended on that date along with the Reports of the Directors and Auditors thereon.
2. To appoint Statutory Auditors and to fix their remuneration and in this regard pass the necessary resolution with or without modification as Ordinary Resolution:

"RESOLVED THAT M/s. M.K. Goswami & Co., Chartered Accountants, New Delhi, be and hereby re-appointed as Statutory Auditor to hold office from the conclusion of this Annual General Meeting to next Annual General Meeting of the company at a remuneration to be decided by the Board or such other officer of the Company as may be approved by the Board.

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. MEHFOOZ AHMAD AS A DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mehfooz Ahmad (DIN 06926951) who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose term shall be subject to retirement by rotation."

4. APPOINTMENT OF MR. ASHOK KUMAR GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ashok Kumar Gupta (DIN 01491565) who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto the conclusion of the 35th annual general meeting of the company.

5. APPOINTMENT OF MR. BABBU RAM AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Babbu Ram (DIN 06916823) who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto the conclusion of the 35th annual general meeting of the company.

6. APPOINTMENT OF MR. BABULAL VIJAY AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Babulal Vijay (DIN 02994254) who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto the conclusion of the 35th annual general meeting of the company.

GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs has taken up "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Reports can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to get their e-mail addresses registered with Alankit Assignment Limited, New Delhi, RTA of the Company.

Date: 3rd September 2014
Place: New Delhi

By the order of Board of Director
For DMC Education Limited

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

:-NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY - EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.

Pursuant to the provisions of Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding not more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate board resolution/authority letter, as applicable.

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 2014 to 30th September 2014 (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 so as 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 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.
10. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its RTA along with relevant Share Certificates.
11. Members, holding shares in physical form, may avail of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the Form-SH 13 as prescribed in the Companies (Central Government's) General Rules and Forms, 2013, any person to whom their shares in the Company shall vest on occurrence of events stated in the Form. Those holding shares in physical form may obtain from and send Form-SH 13 in duplicate to RTA of the Company. In case of shares held in dematerialized form, the nomination/ change of address has to be lodged with the respective DP.
12. Voting through electronic means In compliance with provisions of Clause 35B of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means. User ID and Password including instructions for e-voting are given separately. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at a meeting. Members who have not voted electronically can cast their vote at the venue. NSDL will be facilitating services of e-voting to the Members for casting their vote electronically. E-voting shall be open from 22nd September, 2014 10:00 A.M. onwards to 24th September, 2014 till 6:00 P.M.
13. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to the provision of Section 205A(5) and 205C of the Companies Act, 1956, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposit as well as the principal amount of debenture and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they become due for payment is required to transfer to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred, nor shall any payment be made in respect of such claim. Unclaimed amount which was pending with company has been transferred to IEPF.
14. As mandated under Clause 49 of the Listing Agreement with the Stock Exchanges, brief Profile/ Resume of the Directors seeking appointment/ re-appointment is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to all special businesses mentioned in the accompanying notice: -

ITEM NO.3 APPOINTMENT OF MR. MEHFOOZ AHMAD AS AN DIRECTOR OF THE COMPANY

Mr. Mehfooz Ahmad is seeking appointment as a Director of the Company. Mr. Mehfooz Ahmad is a Graduate (BBA) from Jamia Hamdard University, Delhi and having rich experience in field of finance.

The Company has received notice in writing from him along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed) proposing himself for the office of Director of the Company.

The Director recommended his appointment as a member of the Board in the interest of the Company.

None of the Directors or key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution, to the extent of their shareholding in the company, if any.

The Board recommends the resolution as Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

ITEM NO. 4 APPOINTMENT OF MR. ASHOK KUMAR GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Ashok Kumar Gupta as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement. Mr. Ashok Kumar Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notice in writing from him along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed) proposing himself for the office of Directors of the Company.

The Company has also received declaration from Mr. Ashok Kumar Gupta that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Ashok Kumar Gupta fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement.

None of the Directors or key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution, to the extent of their shareholding in the company, if any.

The Board recommends the resolution as Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

ITEM NO. 5 APPOINTMENT OF MR. BABBU RAM AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Babbu Ram as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement. Mr. Babbu Ram is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notice in writing from him along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed) proposing himself for the office of Directors of the Company.

The Company has also received declaration from Mr. Babbu Ram that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Babbu Ram fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement.

None of the Directors or key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution, to the extent of their shareholding in the company, if any.

The Board recommends the resolution as Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

ITEM NO. 6 APPOINTMENT OF MR. BABULAL VIJAY AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Babulal Vijay as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement. Mr. Babulal Vijay is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notice in writing from him along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed) proposing himself for the office of Directors of the Company.

The Company has also received declaration from Mr. Babulal Vijay that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Babulal Vijay fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement.

None of the Directors or key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution, to the extent of their shareholding in the company, if any.

The Board recommends the resolution as Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

-: 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 not 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 Director Seeking Appointment at Annual General Meeting :-

PARTICULARS	
Name	Mehfooz Ahmad
Date of Birth	03/06/1990
Qualification & Experience	Graduate, Experience in Finance

-: Details of Director Seeking Appointment at Annual General Meeting :-

PARTICULARS	
Name	Ashok Kumar Gupta
Date of Birth	25/01/1970
Qualification & Experience	Graduate, Experience in Marketing

-: Details of Director Seeking Appointment at Annual General Meeting :-

PARTICULARS	
Name	Babbu Ram
Date of Birth	01/01/1974
Qualification & Experience	Graduate, Experience in Marketing

DIRECTOR'S REPORT

Dear Members,

The Directors of your company have pleasure in presenting herewith the 30th Annual Report of your company together with the Audited Financial Statement of Accounts for the Financial Year ended March 31, 2014.

FINANCIAL RESULTS:

The audited financial results for the year ended March 31st, 2014 are as follows:

(Rs. In lakhs)

Particulars	Year ended on 31.03.2014	Year ended on 31.03.2013
Total Income	170.33	352.15
Profit Before Tax	(110.68)	(81.76)
Less: Provision for Tax	9.42	17.39
Profit after Tax Adjustment	(120.10)	(99.16)

PERFORMANCE PREVIEW:

The company continued focus on keep adding or adopting new ideas, technology and other strategy to generate more turnover as well as profit. However during the year company has total income for the year is Rs.170.33 Lacs (Previous Year Rs. 352.15 Lacs). Loss for the year was Rs. (110.68) Lacs (Previous Year Loss Rs. (81.76) Lacs) but after making adjustment for the tax the net loss is Rs. (120.10) Lacs against a net loss of Rs. (99.16) Lacs in the previous Year.

DIVIDEND:

The Directors of your Company do not recommend any dividend to the Shareholders for the Financial Year 2013-2014, as there are loss in the company during the current financial year.

TRANSFER TO RESERVES:

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

UNCLAIMED DIVIDEND TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to section 205A and section 205C of the Companies Act, 1956 the dividend which remains unpaid/unclaimed for a period of seven years from the date of transfer to unpaid dividend account is required to transfer to the Investor Education and Protection Fund (IEPF) established by central Government. Accordingly, the amount of such dividend for the financial year 2006-07, remaining unclaimed for the period of seven years will be/has been transferred to Investor Protection Fund and cannot be claimed therefrom.

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;
- (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, 2014 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.

AUDITORS & AUDITORS' REPORT:

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

The company has received letter from M/s. M.K.Goswami & Co., Chartered Accountants, New Delhi, to the effect that their appointment, if made, would be within the prescribed limits under section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of section 141 of the Companies Act, 2013.

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

PARTICULARS OF EMPLOYEES

In terms of section 217(2A) of the Companies Act, 1956 read with companies (Particular of Employees) Rules, 1975, as amended it is hereby stated none of the employee of the company has withdrawn the salary more than limit prescribed in aforesaid section of the act.

COMPANY SECRETARY:

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 2014 has not been authenticated by the Company Secretary.

REGISTRAR AND SHARE TRANSFER AGENTS:

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

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 2013-14.

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.

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.

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.

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: 3rd September 2014

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

The management of DMC Education Limited in its Management Discussion and Analysis Report highlight the performance of the company and involve some future aspects, which are subject to uncertainties. However precautions are expect from the Investors and other stakeholder while go through this so as to keep in mind that this is just the future expectations.

OPERATING RESULTS OF THE COMPANY

During the Financial Year under consideration the performance of the Company was a not satisfactory as the company has not able to recovered from losses of earlier year. . Standalone Net Loss for the year 2013-14 stood at Rs 120.10 Lacs as against loss of Rs 99.16 Lacs in the year 2012-13. Furthermore the standalone turnover for the year ended March 31, 2014 stood at Rs. 170.33 Lacs, as compared to Rs. 352.15 Lacs Rs. for 2012-13.

INDUSTRY STRUCTURE AND DEVELOPMENT

India is considered as the hub for the education sector and there is lot of scope lying in the future in the terms of number of students and potential of teachers. As the population of India is very high but this can't be taken as any obstacle instead this should be taken as advantage for Education sector. India stood on third position after China and United State of America in terms of total no of student's enrolled students. The number of Education Institutes is also almost higher than any other country in the world. Numbers of students and people in the educations sectors are increasing day by day with a very significant rate.

HIGHLIGHT OF BUDGET 2014-15 OVER EDUCATION SECTOR

The emphases were given to boost up the sector by establishment of new IIT's, IIM's and AIIMS like institution. More and more attention is towards the skilling youth with employability and other skills. Elementary education is one of the major priorities of the Government. An amount of Rs. 28,635 crore is being funded for Sarva Shiksha Abhiyan and Rs. 4,966 crore for Rashtriya Madhyamik Shiksha Abhiyan. To infuse new training tools and motivate teachers, "Pandit Madan Mohan Malviya New Teachers Training Programme" is being launched.

To take advantage of the reach of the IT, allocation a sum of Rs. 100 crore for setting up virtual classrooms as Communication Linked Interface for Cultivating Knowledge (CLICK) and online courses

HIGHER EDUCATION

The country needs a large number of Centres of higher learning that are world class, set up of Jai Prakash Narayan National Centre for Excellence in Humanities in Madhya Pradesh. Set up five more IITs in the Jammu, Chattisgarh, Goa, Andhra Pradesh and Kerala. Five IIMs would be set up in the States of Himachal Pradesh, Punjab, Bihar, Odisha and Maharashtra. Also proposes to ease and simplify norms to facilitate education loans for higher studies.

Sources : Speech of Sh. Arun Jaitly, Hn Finance Minister

PROSPECT & OUTLOOK

"No country can really develop unless its citizen are educated" by late Nelson Mandela. To increase the percentage of students going for higher education to 30 per cent by 2020, India will need 800 more universities and another 35,000 colleges, according to the Ministry of Human Resource Development (HRD). The education sector is such type of business which never fade its identity whether be it terms of services provider or business prospects also. Its growing day by day and accelerated on the path of Growth.

RISKS AND CONCERNS

The risk and concerns of the business can be seen as the SWOT analysis. The company SWOT analysis is as under

STRENGTHS

- Highly qualified and independent Directors in Board
- The services providing in the education sector is highly appreciable
- The promoters of the company are having very rich experience in the filed of Education.

WEAKNESS

- The market conditions are not suitable.
- The industry and as well as company is having very low turnout of business.

OPPORTUNITY

- The budget as presented by Finance Minister show some hope that in future there is large scope underlying for the education sector/business
- As the government announces the opening of new IIT's, IIM's and AIIMS like institutions so there is opportunity hide in the form of aspirants students enrolments for coaching.

THREATS

- As the new entrepreneurs are entering the market so it is the little threat in the market.
- Though the existence of the company is very old still it become tough for the company to get real and long time investors.
- As the Foreign investors are coming in large number with huge amount of investors

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company is having proper and adequate system for Internal control commensurate with its size and nature of the business. Management of the company is having very cordial relations with their personnel and outsiders in respect of business of the company. Internal control system is reviewed by the management at the reasonable interval to ensure the efficient working of the control system.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report is just the views of the management what they think is best for their understanding and knowledge for the time being in force. As the future is uncertain so this may results in some changes and may or may not be stand up to the mark of expectation.

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. Saroj Gupta is Executive Chairperson 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	Position in Other Indian Companies	
					Member	Chairman
Mr. Sham Sunder Gupta	00006983	Managing Director	Executive	Nil	Nil	Nil
Mrs. Saroj Gupta	00033430	Whole time Director	Executive & Promoter	1	Nil	Nil
Mr. Ravi Saini	01926733	Director	Non -Executive & Independent	2	Nil	Nil
Mr. Babulal Vijay	02994254	Director	Non -Executive & Independent	Nil	Nil	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. To conduct a board meeting the directors are informed by giving a notice in advance and the agenda of board meeting is also dispatched with the notice. The members of board discussed 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 Seven Board Meetings have taken place on 12th April 2013, 30th May 2013, 13th August 2013, 04th September 2013, 14th November 2013, 14th February 2014 and 31st March 2014.

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	7	Yes
Mrs. Saroj Gupta	Wholetime Director	Executive & Promoter	7	Yes
Mr. Ravi Saini	Director	Non -Executive & Independent	4	Yes
Mr. Babu Lal Vijay	Director	Non -Executive & Independent	0	No

iii) DIRECTOR'S PROFILE**1) MR. SHAM SUNDER GUPTA, MANAGING DIRECTOR**

Mr. Sham Sunder Gupta is a very experience in marketing, finance and 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

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. Mrs. Gupta founded Trump and Gates with a few more professionals to pursue her dream of running an education organization. She is Director of Trump and Gates a leading educational Institute in actuarial Science and in other entrance exams.