



COMP-U-LEARN TECH INDIA LTD.

**13TH
ANNUAL REPORT
2009-10**

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FROM THE CHAIRMAN'S DESK:

Dear Members,

At the very outset, I wish to thank all of you for the formidable confidence reposed in Board of directors all along for the past several years.

Today really a commemorable and landmark day in the history of your Company. It may not be Silver Jubilee day, Golden Jubilee day but for us it is indeed greater than that. Till the end of Financial Year 2008-09, the Company had just been sprawling with meager turnovers of Rs.2–6 crores for all these years. The Company remained for almost 12 years with low turnovers marked by poor growth.

The year under review, your Company has grown manifold. Company posted Consolidated turnover of Rs.28.46 crores and net profit of Rs.3.68 crores registering growth of 423% in turnover and 281.37% in Net Profit over the previous year. Hence, it is justified to declare this year as landmark year in the history of the Company.

It is undoubtedly a moment of immense pleasure and pride for all of us for being part of this inspiring journey, I wish to pronounce it. I hope you all will endorse my saying / pronouncement as inspiring journey when you hear more about the financial performance and structural initiatives for the growth of the Company that took place during the year.

Before I dwell on Financial performance and structural initiatives, I just take you round the brief background from where we really started this journey. In February 2008, just two complete Financial years back, the present management took over control of the Company from the erstwhile Promoters. When we took over in February 2008, there were accumulated losses of Rs.6.70 cores as at 31st March, 2008. Started from this deep down, it took us two full years to come out of red.

FINANCIAL PERFORMANCE:

Right from 1997, the year of incorporation till 2007-08 under the reins of erstwhile Management, the Company witnessed hardly any growth. Turnovers during all these years were just single digit and less than Rs. 6 Crores.

The Financial year 2008-09 was really transitional year where we could not do much.

It is the year 2009-10 which has really paid us for our honest hard work and dedication for the past two years. During this year, we were able to build some group companies enabling company to have a consolidated turnover and growth. During the year company posted Revenues at Rs.28.46 Crores and Net Profit at Rs.3.68 Crores. Further on standalone basis also our growth is Spectacular. Standalone basis Revenues and Net profit for the year stands at Rs.14.31 Crores and Rs.2.18 Crores respectively which represents growth of 163.54% in Revenues and 126% in Net Profit.

STRUCTURAL INITIATIVES:

Your Company was originally into business of software development and education training. During the past two years, our focus was shifted to e-governance solutions to Government departments of State and Central Governments. During the year, we were able make a dent in e-governance business market and made headway in the process with good order book position from Goa Government and other State Governments.

To broaden base of our operations and increase geographical presence so as to become global player, the following growth initiatives were undertaken:

- a) The Company has acquired 55% stake in M/s Spry Resources India Pvt Ltd – a Hyderabad based Software Company in Similar line to have increased strengths and leverages.
- b) Acquired 60% stake in M/s ACE BPO Services Pvt Ltd - a Healthcare & Insurance BPO Company to foray into BPO space.
- c) Acquired 51% stake in Comp-u-learn Middle East FZC in Dubai for Spearheading growth drive for development of business in Middle East and African Countries.

- d) Acquired 100 % stake in Astus Technologies Inc USA to have presence in USA and increase the business scope through further acquisitions in USA and Europe.
- e) Floated 100% subsidiary in Hong Kong as a multipurpose vehicle for increasing our footprints in Globe, business development and leverages and mobilizing resources requisite to aid growth momentum.

ORGANISATION STRUCTURE, HUMAN RESOURCES AND INFRASTRUCTURE

Our strategic thrust is founded on our ability to continuously invest in existing and new capabilities - Our People, Infrastructure and Technology. As an offshoot of this, our main assets today is pool of diverse core competencies in different segments and diversified areas of business. As such, our Organisation structure has been so designed and built over a period of time enabling the company to pursue new avenues of growth without diluting focus on existing line of business.

SHAPING COMP-U-LEARN OF TOMORROW:

MAJOR GROWTH DRIVERS:

1. E-GOVERNANCE SPACE:

In order to broad-base Project execution Skills, Strengths, maximize business leverages, your Company has during the year, added great feather in its net e-governance space, by acquisition of 55% stake in M/s Spry Resources India Pvt Ltd, a player in this space.

Like a thunder bolt as the aid of our growth, e-district, a major e-governance initiative taken by the Ministry of Communication and Information Technology (MCIT) as part of National e-governance plan (NeGP) of Government of India. NeGP vision aims at creating a citizen centric environment for governance. To implement the vision of NeGP, twenty seven Central, State and integrated Mission Mode projects (MMPS) along with eight support components have been identified and approved to enable and facilitate rapid introduction of e-governance in the country, with focus on service delivery.

Highlights of this e-governance initiative of the Government is funds allocated towards this mission. e-Governance spend by Indian Government on NeGP plan is Rs. 46,000 Crores. Out of this, even if small pie we get, would be sufficient enough to take our Company to greater heights. We are confident of definite market share in the segment and your company will have promising future.

2. DIVERSIFICATION PLANS:

a) SOLAR POWER PROJECT

Your company is aggressively making strides with a mission to become a player in the Infrastructure segment with power generation as its main focus in this segment. The Company envisages to set up on standalone basis and its name 5 MWS Solar Power Project under the Scheme of New grid connected Solar Photo voltaic projects – phase 1 of Jawaharlal Nehru National Solar Mission (JNNSM). NTPC Vidyut Vyapar Nigam Ltd (NVVN) is a Nodel agency for inviting proposals from private players for setting up of grid connected Solar PV Projects for purchase of power for a period of 25 years. The tentative outlay for the Solar Power project is estimated at Rs.100 Crores which proposed to be met by the company partly by equity, partly by loans from Banks or Financial Institutions and partly by Government subsidy. The financial details are being worked out and will be announced shortly.

b) THERMAL POWER PROJECT:

As a major growth initiative under infrastructure Segment Company plans to set-up 135 x 3 – 405 MWS coal based Thermal Power Plant in two phases at a project outlay tentatively of Rs.2008.80 Crores. The project is proposed to be set-up by M/s CTIL Infrastructure Pvt Ltd, a 100% subsidiary of the Company and project location is proposed at JIRAL Village, Bhuban Block, Kamakshanagar Tahsil, Dhenkanal District, Orissa. Combined application submitted to high powered committee of Government of Orissa for single window clearance of the project is already in advance stage of

Comp-U-Learn Tech India Limited

clearance. Single window clearance for the project is awaited.

3. **CHANGE OF NAME** *A support initiative.*

As part of growth strategy and in the wake of several growth initiatives, Board of Directors feel it is imperative to change the name of the company from M/s Comp-u-Learn Tech India Ltd to M/s CTIL Ltd so as to give true picture of what the company is today and what would it be tomorrow. Necessary steps in this regard have already been initiated.

4. **GLOBAL PRESENCE:**

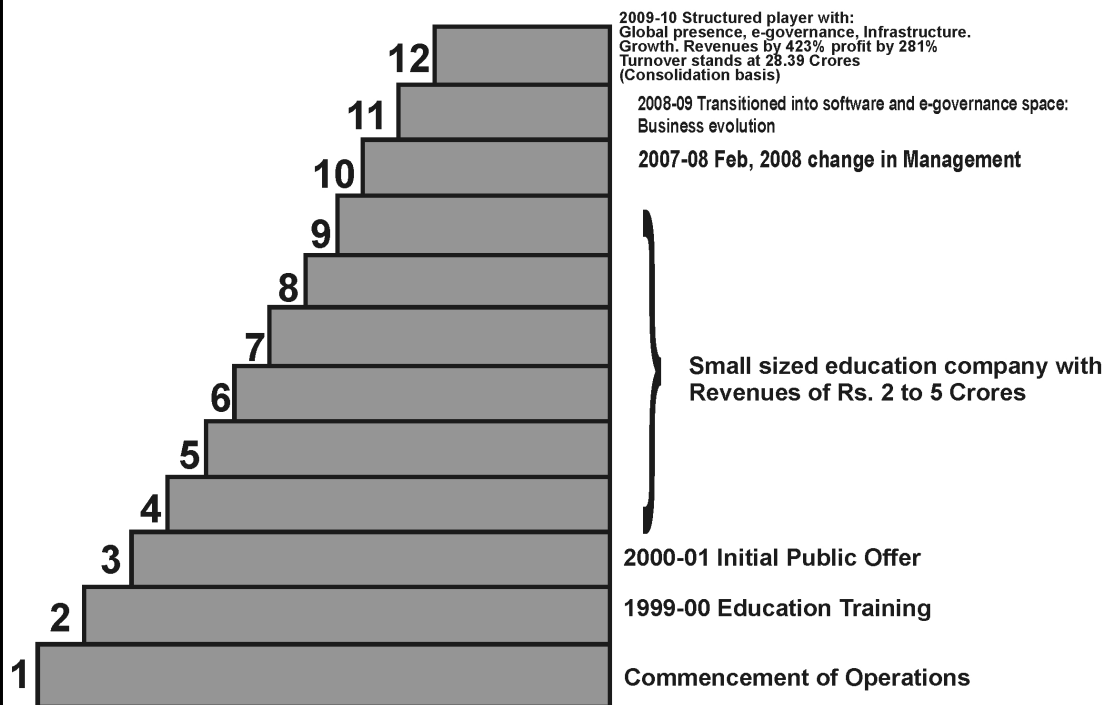
The Company has already made its strong presence in the Industry in India & US. It is an initiative to shape the Company as global player. As part of this, the company acquired 100% stake in M/s ASTUS Technologies INC, USA, 51% stake in Dubai based Company and registered 100% subsidiary M/s CTIL Hong Kong Ltd in Hong Kong for the purpose of increasing its foot prints in the Globe. Company further envisages to do so more in UK and Europe in future.

Journey so far we made is very small and what we need to travel is a lot in our mission. Hence I seek from all of you more support, co-ordination in the years to come to attain our goals. It is indeed honour and pride for all of us to be with the company at this defining moment and personally for me, it is honour and privilege to be at the helm of affairs.

Truly yours,

Sd/-
PVV SATYANARAYANA
CHAIRMAN

COMPANY ON GROWTH TRACK:



Comp-U-Learn Tech India Limited

YEAR UNDER REVIEW:

Growth at a Glance:

Rs. In Lakhs

PARTICULARS	STANDALONE FY 2010	FY 2009	GROWTH IN %
A. Financial Performance			
i. Income	1431.03	543.63	163.23
ii. Operating Profit (PBDITA)	312.07	146.56	112.91
iii. PAT	218.04	96.49	125.96
iv. Return on Capital in %	11.86	7.42	59.84
B. Financial Position:			
v. Fixed Assets (Gross Block)	374.13	373.56	—
vi. Net Current Assets	1078.52	647.10	66.67
vii. Share Capital	1850.00	1300.00	42.30
viii. Reserves & Surplus	527.50	225.00	134.44
ix. Secured Loans	67.76	—	100.00
x. Networth	2377.50	1525.00	55.90
xi. Investments in subsidiaries	875.04	—	100.00

OPERATIONAL FRONT:

HUMAN RESOURCES:

Employees Strength has been substantially increased.

GEOGRAPHICAL PRESENCE IS INCREASED AS FOLLOWS:

	YEAR 2009	YEAR 2010
INDIA	Hyderabad Goa Bangalore Chennai	Hyderabad Goa Bangalore Chennai Mumbai
U.S.A.	One Office	Two Offices
U.K.	—	One Representative Office
MIDDLE EAST DUBAI	—	Dubai – One Centre
HONG KONG	—	One Representative Office

Details of the Companies acquired and made as subsidiaries:

During the Financial Year 2008-09	—	NIL
During the Financial Year 2009-10:		

INDIAN COMPANIES:

1. Spry India Resources Pvt Ltd	—	55% Stake & Holding
2. Compulearn Middle East FZC	—	51% Stake & Holding

OVERSEAS COMPANIES

3. CTIL Hongkong Limited	—	Registered as wholly owned subsidiary
4. Compulearn Middle East FZC	—	51% Stake & Holding
5. Astus Technologies INC	—	100% Stake & Holding

INDIA – SPECIAL OBJECTIVE VEHICLES:

- CTIL Infrastructure Limited is formed as wholly owned subsidiary of the Company with diversification plans to set up 405 MWS Coal fired Thermal Power plant.
- CTIL Media Pvt Ltd. Is formed as wholly owned subsidiary with diversification plan to foray into media and Entertainment. Initially it was envisaged to go in for Film Production on Joint Venture basis in partnership with well-known, and established players in the Industry. The Plans are put on hold for the time being till the successful execution and implementation of the power Project.

Comp-U-Learn Tech India Limited

BOARD OF DIRECTORS

Mr.P.V.V.Satyanarayana
Mr.K.S.Rao
Mr. P. Obul Reddy
Mr.Gottipati S.S.prasad
Mr.P.Jagadeesh Babu
Mr.V.Suresh Babu
Mr.Baljinder Sharma
Mr.Raj Kosaraju
Mr. Bhavani Prasad Kale
Mr. P. Gruru Krishna

- Chairman
- Managing Director
- Executive Director
- Director
- Director
- Director
- Director
- Director
- Director
- Director

AUDITORS

M/s.Balaji Viswanath & Co.
Chartered Accountants
202, Krishnaveni Arcade
Bhagyanagar Colony,
Kukutpally,
Hyderabad-500072
Ph: 040-23161679

BANKERS

: **AXIS Bank**
Srinagar Colony, Hyderabad
UCO Bank,
62, M.G.Road, Secunderabad
HDFC Bank,
Banjara Hills, Hyderabad.
Standard Chartered Bank,
Secunderabad.

REGISTRAR AND SHARE TRANSFER AGENTS

M/s. Big Share Services Private Limited,
G-10, Left Wing, Amrutha Ville,
Opp.Yashodha Hospital,
Somajiguda, Raj Bhavan Road,
Hyderabad-500082
Ph: 040-23374967
Fax: 040-23370295

REGISTERED OFFICE

4th Floor, My Home Tycoon,
Life Style Building, Greenlands,
Begumpet, Hyderabad-500016

LISTED AT

THE BOMBAY STOCK EXCHANGE LIMITED

Date, time and Venue of the 13th Annual General Meeting

Thursday, the 30th September, 2010
at 9.00 a.m.

Royal Pavilion, Ameerpet, Ground Floor
Conference Hall, Hyderabad - 500 016.

Book Closure :

26.09.2010 to 30.09.2010
(Both days inclusive)

NOTICE OF THE THIRTEENTH ANNUAL GENERAL MEETING

Notice is hereby given to all the members of the Company that the Thirteenth Annual General Meeting of the Company will be held on Thursday, the 30th September, 2010 at 9.00 A.M. at Royal Pavilion, Ground Floor, Conference Hall, Ameerpet, Hyderabad – 500 016.

ORDINARY BUSINESS:

01. To receive, consider and adopt the Annual Accounts consisting of Balance Sheet and Profit and Loss Account as on 31st March 2010, together with the notes and schedules thereto and the reports of Directors and Auditors thereon.
02. To appoint a Director in place of Mr. K. S. Rao who retires by rotation and being eligible offers himself for reappointment.
03. To appoint a Director in place of Mr. K. Bhavani Prasad who retires by rotation and has not offered himself for reappointment.
04. To appoint a director in place of Mr. V. Suresh Babu who retires by rotation and being eligible offers himself for reappointment.
05. To appoint a director in place of Mr. P Jagadeesh Babu who retires by rotation and being eligible offers himself for reappointment.
06. To appoint Auditors and to fix their remuneration. The retiring auditors M/s Balaji Viswanath & Co., Chartered Accountants, Hyderabad being eligible offer themselves for re appointment.

SPECIAL BUSINESS:

07. To consider and, if though fit, to pass with or without modification(s) the following Resolution an Ordinary Resolution.

“RESOLVED that Mr. P Guru Krishna, who was appointed w.e.f.28.10.2009 as Additional Director of the Company and holds office up to date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company whose office shall be liable to determination through retirement by rotation.

08. To consider and, if though fit, to pass with or without modification(s) the following Resolution as Special Resolution.

“RESOLVED that pursuant to Section 21 and other applicable provisions, if any, of the Companies Act 1956, and subject to approval of Central Government i.e. Registrar of Companies, Andhra Pradesh, name of the company as has been made available to the Company by the Registrar of Companies, Andhra Pradesh vide its letter dated 03.03.2010 be and is hereby changed from “COMP-U-LEARN TECH INDIA LTD TO CTIL LTD” and further Mr. K.S. Rao, Managing Director, Mr. P.V.V. Satyanarayana Director of the Company are severally authorized to sign and execute all such documents, deeds, letters, affidavits, etc., and to do such things or perform such acts as are required in this regard and to file such returns / forms with concerned authorities in this regard”.

09. To consider and, if thought fit, to pass with or without modification (s) the following resolution as a Special Resolution:

- (a) RESOLVED that pursuant to the provisions of Section 81(1A) and other applicable provisions, if any of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) and the provisions of the Foreign Exchange Management Act, 2000 (FEMA) Foreign Exchange Management (Transfer or issued of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended, the Securities and Exchange Board of India (SEBI) Regulations and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (GOI), the

Reserve Bank of India (RBI), SEBI and / or any other competent authorities and the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company's shares are listed and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which terms shall include any committee thereof) consent of the Company be and is hereby accorded to the Board to offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted) either in India or in the course of International offering(s) in one or more foreign markets, such number of Equity Shares with or without a green shoe option. American Depository Receipts (ADRs) Global Depository Receipts (GDRs), in registered or bearer form. Qualified Institutional Placement (as defined by the SEBI (DIP) Guidelines, 2000) pursuant to a Qualified Institutions Placements, as provided under Chapter XIII A of the SEBI DIP Guidelines (QIP) and / or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, to any eligible person, including foreign / resident investors (whether Institutions, incorporated bodies, mutual funds, individuals or otherwise). Foreign Institutional Investors, Indian and / or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians stabilizing agents, and / or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the "Investors") through public Issue (s) of prospectus in India or outside India, a qualified Institutional placement, a rights offering, private placement(s) / preferential allotment in India or outside India, or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with Lead Managers, up to an amount not exceeding Rs.500 Crores (Rupees Five hundred Crores only) either in foreign currency or Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

- b) RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, all such shares being pari passu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.
- c) RESOLVED FURTHER THAT such of these Securities to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion thinks fit in accordance with the provisions of law.
- d) RESOLVED FURTHER THAT the issue to the holders of the securities with equity shares underlying such securities shall be inter alia, subject to suitable adjustment in the number of shares, the price and the time period, etc., in the event of any change in the equity capital structure of the Company consequent upon any merger, amalgamation, takeover or any other re-organisation or restructuring in the Company.
- e) RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Securities or Instruments representing the same, as described in paragraph (a) above, the