COMP-U-LEARN®
Setting Standards in Technology

COMP-U-LEARN TECH INDIA LTD.

14TH
ANNUAL REPORT
2010-2011

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Comp-U-Learn Tech India Limited

COMPANY ON GROWTH TRACK:

YEAR UNDER REVIEW:

- GROWTH AT A GLANCE

Rs. In Lakhs

PARTICULARS	CONSOLIDATED		
	FY 2011	FY 2010	GROWTH IN %
A. Financial Performance			
i. Income	7909.12	2846.10	177.89
ii. Operating Profit (PBDITA)	1633.55	711.06	129.73
iii. PAT	775.44	368.00	112.50
iv. Return on Capital in %	40.48	19.89	20.94
B. Financial Position:			
v. Fixed Assets (Gross Block)	833.81	806.81	3.35
vi. Net Current Assets	5116.31	2405.64	112.68
vii. Share Capital	1915.50	1850.00	3.54
viii. Reserves & Surplus	1258.76	371.97	240.16
ix. Secured Loans	897.01	439.30	104.32
x. Networth	2499.33	1922.21	30.36

BOARD OF DIRECTORS

Mr. P V V Satyanarayana	-	Chairman
Mr. K. Ramesh	-	Executive Director
Mr. P Obul Reddy	-	Executive Director
Mr. P Jagadeesh Babu	-	Director
Mr. P Guru Krishna	-	Director
Mr. Gottipati S S Prasad	-	Director
Mr. V Suresh Babu	-	Director
Mr. Baljinder Sharma	-	Director
Mr. Raj Konaraju	-	Director

AUDITORS:

M/s Balaji Vishwanath & Co
Chartered Accountants
1st Floor, Rahul Residency
Skanda Enclave, Eswar Villa's Road,
Nijampet, Hyderabad – 500 090
Ph. No: 040-23161679

BANKERS:
UCO BANK
62, M.G. Road, Secunderabad 500 003

AXIS BANK
Srinagar Colony Branch, Hyderabad 500 004

HDFC BANK
Banjara Hills Branch, Hyderabad 500 34

STANDARD CHARTERED BANK
SD Road Branch, Secunderabad

REGISTRAR AND SHARE TRANFER AGENTS:
M/s Big Share Services Private Limited
G-10, Left Wing, Amrutha Ville
Opp: Yashodha Hospital
Somajiguda, Raj Bhavan Road
Hyderabad – 500 082
Ph No: 040-23374967
Fax No: 040-23370295

REGISTERED OFFICE:
4th Floor, My Home Tycoon
Life Style Building, Greenlands
Begumpet, Hyderabad – 500 016

Date, time and Venue of the
14th Annual General Meeting
Friday, the 30th September, 2011
at 9.00 A.M.
Vasavi Club, Khairtabad
HYDERABAD – 500 004.

BOOK CLOSURE:
26.09.2011 TO 30.09.2011
(BOTH DAYS INCLUSIVE)

LISTED AT:

THE BOMBAY STOCK EXCHANE LIMITED

NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

Notice is hereby given to all the members of the Company that the Fourteenth Annual General Meeting of the Company will be held on Friday, the 30th September, 2011 at 9.00 A.M. at Vasavi club, Khairtabad, Hyderabad – 500 004.

ORDINARY BUSINESS:

01. To receive, consider and adopt the Annual Accounts consisting of Balance Sheet and Profit and Loss Account as on 31st March 2011, together with the notes and schedules thereto and the reports of Directors and Auditors thereon.
02. To appoint a Director in place of Mr. Baljinder Sharma who retires by rotation and has not offered himself for reappointment.
03. To appoint Mr.K. Ramesh as an Executive Director.
04. To appoint a director in place of Mr. GSS Prasad who retires by rotation and being eligible offers himself for reappointment.
05. To appoint a director in place of Mr. P Obul Reddy 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. In Consider and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 and 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the members of the Company is hereby given to the appointment of Mr. Koritala Ramesh, as a Executive Director of the Company for a period of 5 Years effective from 02.09.2011 on the following Remuneration:

01. By way of Salary, and other allowances etc., hereinafter referred to, as Remuneration as below:

Basic	30000
HRA	17000
Conveyance	5000
Medical Allowance	8000
TOTAL	60000

The Whole time Director shall not be eligible to receive sitting fees for attending meetings of the Board of Directors , of any committee thereof.

The remuneration as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Section 198 and 309 of the companies Act, 1956 read with Schedule XIII to the said Act or any statutory modifications or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, Whole time Director subject to the approval of a Remuneration Committee of the directors of the Company shall be paid such remuneration not exceeding the ceiling limits specified under Part A' of Schedule XIII of the Companies Act, 1956.

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

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (Act), (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, the Listing Agreement entered into between the Company and the Bombay Stock Exchange Ltd., the Guidelines for Preferential Issues contained in the SEBI (Issue of Capital and disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations), and subject to all other applicable norms, guidelines, regulations in force, and statutory approvals, consents, permissions or sanctions, as may be necessary, of appropriate authorities, institutions or bodies, subject to lock-in for such period as may be required under the SEBI Guidelines and subject to such conditions as the authorities may impose at the time of granting their approvals / consents / permissions / sanctions and which may be agreed to by the Board of Directors of the Company (the 'Board', which expression shall include any Committee(s) thereof constituted by the Board) if it thinks fit, in the interest of the Company, consent of the Company be and is hereby accorded to the Board to offer, issue and allot on a preferential basis, 34,50,000 share warrants of Rs.10/- each at a price of Rs.12/- (including premium of Rs.2/- Per share) for cash and are convertible within the time in accordance with the SEBI ICDR Regulations to selected persons other than the Promoters on the following principal terms and conditions and in such manner as the Board may deem fit, whose details are given below.

SL. NO.	NAME OF THE PROPOSED ALLOTTEE	NO. OF EQUITY SHARE WARRANTS	CATEGORY (PROMOTER / NON-PROMOTER)	ALLOTTEE IS QIB / MF / FI / TRUST / BANKS
01.	BENNETT, COLEMAN & CO. LIMITED	15,00,000	NON-PROMOTER	NA
02.	M/s. GKML SOFTWARE TECHNOLOGIES PVT. LTD.	6,00,000	NON-PROMOTER	NA
03.	M/s. GARUDA INFO SYSTEMS PVT. LTD.	3,00,000	NON-PROMOTER	NA
04.	M/s. PPK SOFTWARE SERVICES PVT. LTD.	3,00,000	NON-PROMOTER	NA
05.	G. VENKATESWARA RAO	2,00,000	NON-PROMOTER	NA
06.	VEENA JAIN	1,00,000	NON-PROMOTER	NA
07.	KRISHNA MOHAN VAJALLA	3,00,000	NON-PROMOTER	NA
08.	M/s. RUBINA IT SOLUTIONS PVT. LTD.	50,000	NON-PROMOTER	NA
09.	K. LAKSHMI KUMARI	50,000	NON-PROMOTER	NA
10.	SHEETHAL KUMARI	50,000	NON-PROMOTER	NA
	TOTAL:	34,50,000		

a. Issue Price:

One new Equity share warrant of the Company of the face value of Rs.10/- each at a premium of Rs.3/- Per share i.e. at a price of Rs.13/- Which is in accordance with the existing SEBI ICDR Regulations and duly certified by the Statutory Auditors of the Company.

b. Terms of payment:

An amount of Rs. 3.25 Per equity share warrant, being 25% of the issue price, including the premium, shall be payable with the application.

c. Conversion period:

The holder of 1 (one) equity share warrant shall be entitled to be issued and allotted 1 (one) equity share of Rs.10/- each in the capital of the company credited as fully paid, which shall be allotted within such time, not exceeding 18 months from the date of issue, as may be determined by the Board. The Equity share warrants as well as, the resultant Equity shares after conversion and issued pursuant to the resolution shall be subject to lock-in in accordance with the applicable SEBI ICDR Regulations.

d. The warrant holders shall also be entitled to any further Bonus / Rights Issue (s) of Equity shares or other securities convertible into Equity shares by the Company, in the same proportion and manner as any other shareholders of the company for the time being.

e. Regulations issued by the SEBI, or any other authority as the case may be, or any modifications thereof. The issue of Equity share warrants and / or Shares arising out of the conversion of Warrants, shall be governed by the .

f. Any of the Equity Share Warrants issued as above, that my remain unsubscribed for any reason whatsoever may be offered and allotted by the Board in its absolute discretion to.

g. Any other person / entity / investor within the same category / class on the same terms and condition.

h. Ranking of Equity Shares.

The Equity shares to be issued and allotted by the Company, by way of allotment and also as a consequence of the conversion / exchange, of the Equity share warrants in the manner aforesaid shall be subject to the Memorandum and Articles of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company.

i. Listing:

The Board be and is hereby authorized to seek listing of the Equity Shares issued / allotted at Bombay Stock Exchange Limited, Mumbai, where the shares of the Company are already listed.

Date : 02.09.2011
Place: Hyderabad

For COMP-U-LEARN TECH INDIA LIMITED

Sd/-
P.V.V. Satyanarayana
Chairman

EXPLANATORY STATEMENTS PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956 AND CLAUSE 49 OF THE LISTING AGREEMENT

ITEM 7

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING (In pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr. Koritala Ramesh
Designation	Executive Director
Age	45
Date of appointment	02-09-2011
Experience in specific functional areas	More than 20 years of experience in finance, administration. He serviced may corporate in various capacities and held positions such as President, Director Finance etc., His vast exposure to several high and corporate matters such as structuring, Budgeting, Control, bought out deals can be leveraged in a bid to attain the growth of the Company.
Qualification	B.Com
List of Companies in which Directorship is held as on 02.09.2011	NIL
Member of the Committee of the Boards of the other Companies on which he is a Director as on 02.09.2011	NIL
Number of shares held in the Company	NIL

In consonance with the above Resolution and in order to comply with the provisions of the Companies Act, 1956, the Articles of Association of the Company and other applicable provisions, if any, it is to proposed to appoint the above mentioned Director K. Ramesh as Executive Director of the Company. A Notice in writing has been received the Company from a member as per Section 257 of the Companies Act, 1956 signifying their intention to propose the appointment of Mr. K. Ramesh as the Executive Director in its meeting held on 2nd September, 2011, subject to the approval of the shareholder at the Annual General Meeting.

Keeping in view the experience and knowledge of the incumbent, your Directors recommend your approval to be given to his appointment as Executive Director of the Company to be passed by the way of Ordinary Resolution.

None of the Directors except the proposed appointee is Interested in the Resolution. Shareholder may note that the details provided herein shall also be considered in compliance of section 302 of the Companies Act, 1956 relating to disclosure of interest of Executive Director in the appointment of Mr. K Ramesh.

ITEM NO 8:

The Company is considering raising the funds in order to finance the expansion and growth plans of the Company. As a part of the same, it is proposed to issue the equity share warrants to the investors whose details are provided in the Resolution. Disclosures which are required to be given in terms Chapter VII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations)

1. The object of the issue on preferential basis:
   The overall object of the issue of Securities in terms of the foregoing is to
   a) Raise long-term resources to finance its expansion and growth plans, and
   b) Raise funds for general corporate purposes including for working capital and other requirements.

   The issue expenses would be met out of the proceeds of the issue.
   The total issued Capital after the preferential issue of 34,30,000 Share warrants presuming 100% conversion of warrants into shares will be 2,26,05,000 Equity shares of Rs.10/-each.

2. Proposed time within which the allotment shall be completed:
   The allotment is proposed to be completed within 15 days from the date of passing the Resolution at this meeting or from the date of approvals, if any, required from any regulatory authority (SES)-or the Central Government, as the case may be, whichever is later.

3. Auditor's Certificate:

   A copy of the Certificate from M/s Balaji Vishwanath & Co., Chartered Accountants, the statutory auditors of the Company, certifying that the issue of shares in being made in accordance with requirements of SEBI guidelines for preferential issues shall be placed before the shareholders at the Annual General Meeting.

4. The identify of the proposed allottees and the percentages of the pre and post -preferential issue capital that may be held by them:

   The allottees of the proposed Equity share warrants have been identified keeping in view of possible business held that the Company would derive from them. They have a relatively good understanding of the technology companies providing state of art security systems. They have confirmed their readiness in writing to subscribe for the Equity shares and Equity Shares warrants of the Company as per the price formula fixed by SEBI Guidelines.

The proposed allottees and their percentage holdings, pre and post preferential issue Capital are as given under the following table based on beneficiary position dated 02.09.2011.

SL. No.	CATEGORY (PROMOTER / NON PROMOTER)	NAME OF PROPOSED ALLOTTEE	PRE ISSUE		POST ISSUE	
			NO. OF SHARES	%	NO. OF SHARES	%
01.	NON-PROMOTER	M/s. BENNETT, COLEMAN & CO. LIMITED	NIL	NIL	15,00,000	6.63
02.	NON-PROMOTER	M/s GKML SOFTWARE TECHNOLOGIES PVT LTD	NIL	NIL	6,00,000	2.65
03.	NON-PROMOTER	M/s GARUDA INFO SYSTEMS PVT LTD	NIL	NIL	3,00,000	1.33
04.	NON-PROMOTER	M/s PPK SOFTWARE SERVICES PVT LTD	NIL	NIL	3,00,000	1.33
05.	NON-PROMOTER	G.VENKATESWARA RAO	NIL	NIL	2,00,000	0.88
06.	NON-PROMOTER	VEENA JAIN	NIL	NIL	1,00,000	0.44
07.	NON-PROMOTER	KRISHNA MOHAN VAJALLA	NIL	NIL	3,00,000	1.33
08.	NON-PROMOTER	M/s. RUBINA IT SOLUTIONS PVT. LTD.	NIL	NIL	50,000	0.22
09.	NON-PROMOTER	K.LAKSHMI KUMARI	NIL	NIL	50,000	0.22
10.	NON-PROMOTER	SHEETHAL KUMARI	NIL	NIL	50,000	0.22
TOTAL:			NIL	NIL	34,50,000	15.25

The Total issued Capital after the Preferential Issue of 34,50,000 share warrants 100% conversion of warrants into equity shares will be 2,26,05,000 Equity shares of Rs.10/- each. Persons Acting in Concert (PAC): As per the declarations given by the proposed allottees, there are no other persons acting in concert for acquiring shares in this preferential allotment.