THIRTEENTH ANNUAL REPORT 2009 - 2010

Creating Global Careers



Visu International Ltd.

BOARD OF DIRECTORS	**Sri C. Chandrasekhar Reddy**	Chairman
	Dr. Y. Sonia Reddy	Managing Director
	Sri B. Prabhakar Reddy	Director
	Sri B. Siva Kumar Reddy	Director
	Dr. K. Vishwanath Reddy	Director
	Dr. Dennis Dunham	Director

BANKERS

Indian Overseas Bank,
Bank Street, Koti
Hyderabad – 500 095.

AUDITORS

M/s. P. Murali & Co.,
Chartered Accountants,
6-3-655/2/3, Somajiguda,
Hyderabad – 500 082
Ph.No.:040-23326666
Fax: 040-23392474

REGISTERED OFFICE

104, Lumbini Enclave,
Opp. NIMS, Punjagutta,
Hyderabad – 500 082
Phone: 040-23399241, 23398359
Fax No. 040-23395214
Email : operations@visuintl.com

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Aarthi Consultants Pvt. Ltd.,
1-2-285, Domalguda,
Hyderabad - 500 029
Ph Nos. 040-27634445, 27638111
Fax No. 040-27632184
Email : info@aarthiconsultants.com

NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting of the company will be held on Thursday, the 30th day of September, 2010, at 3.00 P.M. at Sundarayya Kala Nilayam, (Sundarayya Vignana Kendram), Bagh Lingampally, Hyderabad-500 044 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and the Profit and Loss Account for the year ended as on that date and the Reports of the Directors and the Auditors thereon.

2. To appoint a Director in place of Sri B. Siva Kumar Reddy, who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint a Director in place of Sri B. Prabhakar Reddy, who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

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

   "RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, as amended from time to time, consent of the members of the Company be and is hereby accorded for reappointment of Dr. Y. Sonia Reddy, Managing Director of the Company for a period of five (5) years with effect from 1st September, 2010 at a remuneration and on the terms and conditions as given below :

   a. Salary : Rs. 2,00,000 /- (Rupees two lakhs only) per month including Dearness Allowance and all other allowances not otherwise specified herein.

   b. Commission : Commission shall be allowed upto 1 % (one percent) on the net profits of the Company calculated as per the provisions of Section 349 and 350 of the Companies Act, 1956.

   c. Perquisites : In addition, the Managing Director will be entitled to the following perquisites :

      1. Housing : Rent free accommodation to the employee. In addition, the appointee shall be allowed free use of Company owned furniture and other consumable durables if required.

2. The expenditure incurred by the employee on gas, electricity, water and furnishing shall be reimbursed by the Company.

3. All medical expenses incurred by the employee for self and family shall be reimbursed by the Company.

4. Leave Travel Concession for the appointee and her family shall be allowed once in a year as may be allowed by the Board.

5. Fees of Club subject to a maximum of two clubs which will not include admission and life membership fee

6. Personal accident insurance, the premium of which shall not exceed Rs. 10,000/- p.a.

7. Contribution to Provident Fund, Superannuation Fund, Annuity Fund to the extent the same are not taxable under the Income Tax Act.

8. Provision of Car with driver for company's business purposes and telephone at residence.

REOLVED FURTHER THAT the remuneration as set out in this resolution including benefits, amenities and perquisites shall be allowed and paid to the Managing Director as Minimum remuneration during the tenure of her office, notwithstanding the absence or inadequacy of profits for any financial year, but shall not, in any such financial year, exceed the ceiling laid down in this behalf in Schedule XIII to the Companies Act, 1956 including amendments made thereto from time to time."

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

"RESOLVED THAT in supercession of earlier resolution passed at the Extra-ordinary General Meeting of the Shareholders of the Company held on 25th October, 1999, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company pursuant to Section 293(1)(d) and other applicable provisions of the Companies Act, 1956, for borrowing from time to time, any sum or sums of money for the purposes of the Company upon such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, not withstanding, that the money or monies to be borrowed by the Company (apart from the Temporary loans obtained or to be obtained from time to time from the Company's Bankers in the ordinary course of business) together with the money already borrowed, may exceed the aggregate of the Paid-up share Capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose(s), provided however that the money or monies to be borrowed by the Company together with the money already borrowed shall not, at any time exceed Rs.200 Crores (Rupees Two Hundred Crores only)".

BY ORDER OF THE BOARD

PLACE : HYDERABAD
DATE : 02-09-2010.

Dr. Y. SONIA REDDY
Managing Director

NOTES

a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/ HERSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

b) The Register of Members/Register of Beneficiaries and Share Transfer books of the company will remain closed from 28th September, 2010 to 30th September, 2010 (both days inclusive).

c) The relevant explanatory statement in respect of special business set out above, as required by Section 173 (2) of the Companies Act, 1956 is annexed hereto.

d) Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.

e) Members holding shares in physical form are requested to notify/send any change in their address to the company's share transfer agents, or to the company at its registered office.

f) Members holding shares in dematerialisation form are requested to notify/send any change in their address to the concerned depository participant (s).

g) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

h) Section 109A of the Companies Act, 1956 extends the nomination facility to individual shareholders of the company. Therefore, the shareholders willing to avail this facility may make nomination in form 2B.

i) Members / Proxies should bring duly filled attendance slips sent herewith for attending the meeting along with the copies of annual reports to the Annual General Meeting.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

Brief Details of Directors seeking reappointment at this Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Sri B. Siva Kumar Reddy	Sri B. Prabhakar Reddy
Date of Appointment	05.10.2001	01.09.1999
Date of Birth	01.07.1951	01.06.1949
Expertise in Specific functional areas	More than 29 years of experience in education field.	Has got vast experiance in the field of education and associated with the company for more than 10 years.
Board Membership of other Indian Public Companies	NIL	NIL
Chairman/Member of the Committees of other Companies in which he is a Director.	NIL	NIL

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956)

Item No. 5 :

Dr. Y. Sonia Reddy has been reappointed as Managing Director by the Board of Directors of your Company in their Meeting held on 02-09-2010 for a further period of 5 (five) years on the expiry of her previous term.

The particulars of Dr Y. Sonia Reddy as required under Clause 49 (vi) (A) of the Listing Agreement are given below :

Dr Y Sonia Reddy, aged 47 years, is a medical doctor. After working as a researcher in a Medical research Programs in USA for two years, she returned to India to take charge of the Company's business. She looks after the day to day management and smooth functioning of the Company under the supervision and control of the Board. She was instrumental in consolidating the business of the Company.

She is a Director on the Boards of Visu Group Services Ltd., Samya Bio Tech Ltd., Visu Films Pvt. Ltd., Indo African Industries Pvt. Ltd., Manya Bio Tech Ltd., Visu Communications Pvt. Ltd., Visu Publication & Media Limited & Visu Hospitality & Residency Private limited. She does not hold any committees memberships in any company.

The proposed appointment and remuneration package has been approved by the Remuneration Committee. The proposed Special Resolution is subject to the approval of the members in this Annual General Meeting.

Hence, the Board recommends the Special resolution for approval of the members in this Annual General Meeting.

The Explanatory Statement together with the accompanying Notice may be treated as an abstract of the terms of remuneration payable to Dr Y. Sonia Reddy pursuant to Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Dr Y Sonia Reddy and Sri C. Chandra sekhar Reddy is directly or indirectly interested or concerned in this Resolution.

Item No. 6 :

As per the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Public Company can not borrow money (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the Company's Paid-up Capital and Free Reserves (that is reserves not set apart for any specific purpose) without the consent of the shareholders in the General Meeting. In view of the proposed FCCB issue by the company the Debts may exceed the Paid up Capital and Free Reserves of the Company and further with this resolution the Company may avail further loans from the Banks/Financial Institutions or any other Lenders for business purposes, hence, it is considered necessary to enhance the said borrowing limits of the Board of Directors to Rs.200 Crores.

The Resolution set out at item No.6 of the notice is put forth for consideration of the members as a Special resolution pursuant to section 293(1)(d) of the Companies Act,1956, authorizing the Board of Directors to borrow upto a sum of Rs.200 Crores.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company is in any way concerned or interested in the said resolution.

BY ORDER OF THE BOARD

PLACE : HYDERABAD
DATE : 02-09-2010.

Dr. Y. SONIA REDDY
Managing Director

DIRECTORS' REPORT

To
The Members
VISU INTERNATIONAL LIMITED

Your Directors have pleasure in presenting you the **Thirteenth Annual Report** together with the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement for the financial year ended 31st March, 2010.

FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	2009-2010	2008-2009
Total Income	**1487.40**	3114.57
Coaching / Training Services	**424.84**	645.29
Educational Consultancy	**908.43**	510.90
Software Exports	**-**	1625.38
Merchant Exports	**147.99**	301.92
Trading	**-**	27.04
Other Income	**6.14**	4.04
Profit before Financial Charges & Depreciation	**626.32**	760.47
Financial Charges	**239.91**	218.53
Depreciation	**284.37**	226.10
Net Profit Before Tax	**102.04**	315.84
Profit After Tax	**82.21**	280.05
Basic Earning Per Share (Rs.)	**0.21**	0.73

PERFORMANCE

The revenue was recorded at Rs.1487 Lakhs as compared to Rs. 3115 lakhs during the previous year and posted net profit after tax at Rs.82 Lakhs as against Rs.280 Lakhs during the pervious year. Efforts are unleashed to enhance turnover and bottom line in the coming years.

BUSINESS OVERVIEW

Over the last few decades, the education sector has developed significantly with the introduction of various mechanisms to provide vertical and horizontal information on the global developments, its future impact and available avenues to reach the goals. The conventional and conservative way of approaching foreign universities has now taken back seat. Now, a large number of students are approaching private institutions directly to get the most useful and guiding advice. The services by the private institutions to the students on one to one basis gained tremendous craze. There is an increased demand for flexible educational institutes that allow students to gain knowledge in their various areas of interest.

The Institute of International Education reports that India has been the leading source of foreign students in the United States since 2000-2001. In the 2007-2008 academic years, 15 percent of all foreign students admitted were from India, corresponding to almost 95,000 people. The majority of these Indian students pursue graduate studies, as did three out of four Indian students in 2006-2007. However, the number of Indians submitting applications to US graduate schools shrunk 12 percent for the 2008-2009 school year compared with 2007-2008, according to a report from the Council of Graduate Schools, and the same trend has been continued in the year 2009-10. However your board of Directors has taken the initiative by developing necessary parallel and alternative measures for implementation for increasing the business.

POSTAL BALLOT RESOLUTIONS

The members have accorded their consent for issue of Securities/instruments in the form of Foreign Currency Convertible Bonds (FCCB's)/Global Depository Receipts (GDR's)/Qualified Institutional Placement(QIP's) and/or to Qualified Institutional Buyers (QIB's), the results of which were declared by the Chairman of the Company on 28th May, 2010.

DIVIDEND

In view of the present market conditions and to maintain liquidity, your Directors have not recommended any dividend for the reporting period.

FIXED DEPOSITS

The Company has not accepted fixed deposits as on 31st March, 2010 so as to attract the provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of the Deposits) Rules, 1975 as amended from time to time.

INFORMATION REQUIRED 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, 1988.

a) Conservation of Energy:

Your Company is engaged in non-manufacturing activities hence, need not provide information on conservation of Energy. However, we mention that the consumption of Electrical energy for the Company is limited to air conditioning the premises, Computers systems & accessories and lighting which is low intensive in nature and does not require any specific arrangements. In spite of this, the Company has been adopting necessary measures to control the power consumption wherever applicable and to the extent required.

b) Research and Development and Technology Absorption:

The R & D is a continuous process for exposure to new technology in respect of software engineering, technology in related avenues and products thereof. This environment creates aggravated minds to deliver efficiently and effectively thereby increasing the productivity level. Hence, to keep abreast of the challenges and competition, due importance to R & D is on.

c) Foreign Exchange Earnings and Outgo:

The Company during the reporting period earned foreign currency to the extent of Rs. 14,798,942/- and incurred in foreign currency Rs. 217,085/-.

PARTICULARS OF EMPLOYEES

In pursuance of the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, the names and other particulars of employees are set as under:

Employee name	Designation	Qualification	Age	Joining Date	Experience	Gross Remuneration Rs. In lakhs	Previous employment
Dr Y. Sonia Reddy	Managing Director	MBBS	47	12.05.1997	Over 13 yrs of experience in Educational field.	25.33	-

REPORT ON CORPORATE GOVERNANCE

Corporate Governance Report is set out as separate Annexure to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

This has been dealt with in the separate Annexure to this Report.

COMPLIANCE OF LISTING AGREEMENT

The Company is complying with the Listing Agreements from time to time. The company has paid the Annual Listing Fees. There are no listing fees dues pending.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;