

FOURTEENTH
ANNUAL REPORT
2010 - 2011



Creating Global Careers



Visu International Ltd.

BOARD OF DIRECTORS**Sri C. Chandrasekhar Reddy****Chairman-cum-
Managing Director****Sri B. Prabhakar Reddy**

Executive Director

Sri B. Siva Kumar Reddy

Director

Dr. Dennis Dunham

Director

Sri R. Venkateswara Rao

Director

BANKERSIndian Overseas Bank,
Bank Street, Koti,
Hyderabad – 500 082**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**104-106, 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. Aarathi 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 Fourteenth Annual General Meeting of the company will be held on Friday, the 30th day of September, 2011, at 4.00 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, 2011 and the Profit and Loss Account for the year ended as on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. Dennis Dunham, who retires by rotation and being eligible offers himself for re- appointment.
3. 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:

To consider and if thought fit to pass with or without modification the following resolutions as Ordinary Resolutions:

4. Appointment of Sri R. Venkateswara Rao as a Director of the Company

"RESOLVED that Sri R. Venkateswara Rao who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 10, 2011 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company."

5. Appointment of Sri B.Prabhakar Reddy as Executive Director

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 316 read with Schedule XIII to the Companies Act, 1956 and all other applicable provisions if any, of the said Act, including any statutory modification(s) or re-enactment(s) thereof for time being in force and the Articles of Association of the Company, Approval of the members of the company, be and is hereby accorded for appointment of Sri B. Prabhakar Reddy as an Executive Director of the Company for a period of 5 years at a remuneration of Rs.6,00,000/- per annum (inclusive of all perks and allowances) w.e.f. 24th December, 2010.

RESOLVED FURTHER THAT the Executive Director shall have such powers as he may deemed to exercise under the provisions of the Articles of Association of the Company, the Companies Act, 1956 but is under the superintendence, control and directions of the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for giving effect to this Resolution."

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

6. Redesignation of Sri C.Chandrasekhar Reddy as Chairman-cum-Managing Director

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 316 read with Schedule XIII to the Companies Act, 1956 and all other applicable provisions if any, of the said Act, including any statutory modification(s) or re-enactment(s) thereof for time being in force and the Articles of Association of the Company, consent of the members of the company be and is hereby accorded for re-designation of Sri C Chandrasekhar Reddy as Chairman-cum-Managing Director of the Company w.e.f. 12th January, 2011 for a period of 3 years at a remuneration of Rs.42,00,000/- per annum (inclusive of all perks and allowances) w.e.f. 12th January, 2011.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for giving effect to this Resolution.

BY ORDER OF THE BOARD

Place: Hyderabad
Date : 02-09-2011.

C. CHANDRA SEKHAR REDDY
Chairman-cum-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, 2011 to 30th September, 2011 (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 dematerialized 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.
- j) As a part of green initiative in the Corporate Governance, the Ministry of Corporate Affairs vide its Circular No.17/2011 dated 21st April 2011 permitted service of notices and documents in electronic mode. Hence, members are requested to register their e-mail ID's with the Company's Registrar and Transfer Agent, Aarthi Consultants Private Limited at the address given in the Corporate Governance section.

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 Date of Appointment Date of Birth	Dr. Dennis Dunham 02.02.2005 20.11.1948	Sri C.Chandrasekhar Reddy 14.09.1998 24.04.1938	Sri B. Prabhakar Reddy 01.09.1999 01.06.1949	Sri R.Venkateswar Rao 10.02.2011 15.11.1939
Qualification Expertise in Specific functional areas	Phd in psychology More than 25 years of experience in education field.	B.A.B.L Vast experience in the field of educational consultancy, coaching for more than 25 years	B.Sc. Has got vast experience in the field of education and associated with the company for more than 10 years.	Graduate in English literature Has got experience in the field of education
Board Membership of other Indian Public Companies	NIL	Visu Group Services Ltd.	NIL	NIL
Chairman/Member of the Committees of other Companies in which he is a Director.	Visu International Ltd. Audit and Remuneration Committee of Visu International Ltd - member (from 24.10.2010)	NIL	Visu International Ltd Audit Committee - Member Remuneration Committee - member (upto 24.10.2010) Investor Grievance Committee - Chairman	Visu International Ltd Audit Remuneration and investors grievance Committee of Visu International Ltd - member (from 10.02.2011)

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956:**Item No.4**

Sri R. Venkateswara Rao was co-opted as additional director of the company on the board of the company pursuant to section 260 of the companies act, 1956 on 10th February 2011. Sri R. Venkateswara Rao holds office of the Director up to the date of this Annual General Meeting. The company has received notice from a member along with required deposit, proposing the candidature of Sri R. Venkateswara Rao for the office of Director under the provisions of section 257 of the companies act, 1956.

Your Directors recommend the ordinary resolution for your approval.

None of the Directors except Sri R. Venkateswara Rao are concerned or interested in the proposed resolution.

The profile of Director is given under the head "Brief profile of the directors seeking appointment/re-appointment at the AGM."

Mr.R.Venkateswara Rao is a graduate in English literature from Andhra University. He is also a member of "Samvedana" a literary journal edited by Rachamalla Ramachandra Reddy. He is an academic and creative writer in English and Telugu in various magazines. He has also translated more than 135 English books into Telugu language. He serves as a director of the company.

Item No.5

Sri B.Prabhakar Reddy has been appointed as Whole Time Director by the Board of Directors of your Company in their Meeting held on 24-12-2010 for a period of 5 (five) years.

The Remuneration Committee has approved the proposed remuneration in view of his Contributions in the business affairs of the Company. Hence, the aforesaid resolution has been recommended for member's approval in the ensuing Annual General Meeting.

This may be treated as an abstract of the terms of Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Sri B.Prabhakar Reddy is directly or indirectly interested or concerned in this Resolution.

Item No.6

Sri C.Chandrasekhar Reddy has been Re-Designated as Chairman- cum-Managing Director by the Board of Directors of your Company in their Meeting held on 12-01-2011 for a period of 3 (Three) years. He has been the Chairman of the Company since incorporation.

He is a Director on the Boards of Visu Group Services Ltd., Visu Films Pvt. Ltd., Visu Communications Pvt. Ltd. He does not hold any committees memberships in any company.

The Remuneration Committee has approved the proposed remuneration in view of his Contributions in the business affairs of the Company. Hence, the aforesaid resolution has been recommended for member's approval in the ensuing Annual General Meeting.

This may be treated as an abstract of the terms of Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Sri C.Chandrasekhar Reddy is directly or indirectly interested or concerned in this Resolution.

ANNEXURE TO EXPLANATORY STATEMENT FOR ITEM NO. 6

I. General Information:

1. Nature of Industry:

The Company is engaged in providing global education and consultancy services. With over two decades of its experience in this field, the Company offers specialized consultancy and guidance to future aspirants. The Company operates from different facilities and offices.

2. The Company has commenced its commercial activity in the year 1983.

3. The Company is in existence for over 2 decades hence, clause 3 of General Information is not applicable.

4. Financial Performance (based on audited financial statements):

(Rs. in Crores)

Sl. No	Financial Year	Paid-up Capital	Net Sales	Profit before Tax	Provision for tax	Profit after Tax	Dividends (as % of paid up capital)
1	31.03.2007	35.33	90.70	14.67	1.15	13.52	NIL
2	31.03.2008	38.33	58.93	8.50	0.96	7.54	NIL
3	31.03.2009	38.33	31.15	3.16	0.36	2.80	NIL
4	31.03.2010	38.33	14.87	1.02	0.20	0.82	NIL
5	31.03.2011	38.33	17.51	0.99	0.18	0.81	NIL

5. Export performance (based on audited financial statements):

(Rs. in Crores)

Financial Year →	March	March	March	March	March
Particulars ↓	2011	2010	2009	2008	2007
Export sales	1.73	1.48	19.27	46.94	73.45

6. There is no Foreign Investment or Foreign Collaboration.

II. Information about the appointee:

1. Background Details :

Sri C Chandrasekhar Reddy is the promoter and Chairman-cum-Managing Director of the Company. He was exposed to International Law and represented India in various International Law Conferences. He was a resident of U.S. for about two decades and he was a member of the U.S. Technology Transfer Society, U.S. Chamber of Commerce and Australian Chamber of Commerce. He was the member of standing committee of Association of Indian Universities wherein all the Indian Universities are members.

2. Past Remuneration:

(Rs. in lakhs)

S.No.	Sri. C Chandrasekhar Reddy Chairman-Cum-Managing Director	31.03.2010	31.03.2009	31.03.2008
1	Salary	18.00	12.00	6.00

3. Recognition or Awards

Sri C Chandrasekhar Reddy has rich and extensive experience in international business and management, which is steering strength for the development of the Company.

4. Job Profile and Suitability:

Sri C Chandrasekhar Reddy is engaged in overall management of the company with specific focus on organizational development and business promotion.

5. Proposed Remuneration:

The remuneration is as mentioned in Notice above.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The Company is a medium sized Company and in view thereof, the remuneration proposed is considered to be reasonable and is within the scale of remuneration payable as per Schedule XIII of the Companies Act, 1956, is well in comparison with the remuneration payable to Chairman-cum-Managing Director in the industry.

7. Pecuniary relationship directly or indirectly with the company:

There is no pecuniary relationship of the managerial personnel with the Company indirectly other than the approved remuneration.

III. OTHER INFORMATION:

Inevitable market conditions are the key factors for inadequacy in profits. However, the present special resolution is proposed as an abundant caution to enable the Company to pay minimum remuneration within the limits of schedule XIII to the Companies Act, 1956.

IV. DISCLOSURES :

- The Board has taken required steps to inform the shareholders about the remuneration of Managerial Person.
- Disclosure in the Corporate Governance Report is attached in the relevant section of this report.

DIRECTORS' REPORT

To
The Members
VISU INTERNATIONAL LIMITED

Your Directors have pleasure in presenting you the **Fourteenth Annual Report** together with the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement for the financial year ended 31st March, 2011.

FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	2010-2011	2009-2010
Total Income	1751.49	1487.40
Coaching / Training Services	609.61	424.84
Educational Consultancy	960.69	908.43
Merchant Exports	173.29	147.99
Other Income	7.90	6.14
Profit before Financial Charges & Depreciation	758.76	626.32
Financial Charges	312.13	239.91
Depreciation	346.64	284.37
Net Profit Before Tax	99.99	102.04
Profit After Tax	81.45	82.21
Basic Earning Per Share (Rs.)	0.21	0.21

PERFORMANCE

The revenue was recorded at Rs.1751 Lakhs as compared to Rs.1487 Lakhs during the previous year and posted net profit after tax at Rs. 81 Lakhs as against Rs. 82 Lakhs during the previous year. Efforts are unleashed to enhance turnover and bottom line in the coming years.

BUSINESS OVERVIEW

Education has long been receiving the major wallet share of the Indian middle class. The education market is generally regarded as the only market towards which Indians are not price-sensitive because it has helped them reach their present standard of living and promises better earnings and prospects for their children.

India's education sector currently offers an estimated US\$40 billion market, with a potential 16% five-year CAGR. This spans the kindergarten through grade 12 (K-12) segment (US\$20 billion), private professional colleges (US\$7 billion) and tutoring (US\$5 billion), vocational training (US\$1.4 billion), test preparation (US\$1.7 billion), and preschools (US\$1 billion).

The most attractive and scalable sectors in this group are test preparation, K-12 and preschools. Parents increasingly prefer private institutions in all domains due to the low quality and poor infrastructure of government-owned and -aided institutions. While just 7% of the more than 1 million schools in India are privately owned, they account for 40% of the country's 219 million students enrolled.

An increase in GPRS use and the introduction of 3G technology in India should also give a boost to concepts such as e-learning in the country. The e-learning market is currently estimated at US\$21.5 million and is projected to grow to US\$225 million by 2012. A few companies are also concentrating on management systems for schools and colleges which help maintain attendance records, conduct examinations, and manage timetables, administration, reports, and many other things. The publishing of textbooks and other books for children is a low-growth market because of the high (70%) reusability of these books.

The Indian middle class is expected to expand significantly, from 300 million people today to 583 million people in 2025. By 2025, about three-quarters of India's urbanites will be part of the middle class, compared with slightly more than one-tenth today. As Indians continue to climb the economic ladder, the composition of their spending will likely change significantly. Spending on education is expected to grow by 11% over the next 20 years, to 9% of the household income. With the growth of the Indian middle class and the increase in its members' spending power, there is expected to be a major supply-demand gap, which opens up many entrepreneurial opportunities in this sector.

DIVIDEND

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, 2011 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