

ED & TECH INTERNATIONAL LIMITED

(Formerly known as Visu International Limited)

**21st
ANNUAL REPORT
2017-2018**

ED & TECH INTERNATIONAL LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. B. Prabhakara Reddy - Executive Director cum CEO (DIN:00166326)
Mrs. C. Sophia Reddy - Non Executive Director(DIN: 01979550)
Mr. S. Muralidhara Reddy - Independent Director(DIN: 02014101)
Mr. K V.S Mallikarjuna - Independent Director (DIN: 02237814)
Mr. Dennis Paul Dunham - Independent Director (DIN: 02680532)

CHIEF FINANCIAL OFFICER:

Mr. C.C.Vema Reddy

COMPLIANCE OFFICER:

Mr.V.Venkata Narayana

REGISTERED OFFICE

Flat No.104-106, Lumbini Enclave
Punjugutta Hyderabad 500 082
Ph: 040-23373803,23399241

STATUTORY AUDITORS:

M/s. M. M. Reddy & Co.
Chartered Accountants,
G-8, Amrutha Ville, Opp. Yashodha Hospital,
Rajbhavan Road, Somajiguda,
Hyderabad - 500 082

SECRETARIAL AUDITOR:

Ms. Aakansha Shukla
Practicing Company Secretary
Plot No. 8-2-603/23/3 & 8-2-603/23,15,
2nd Floor, HSR Summit,
Banjara Hills, Road No. 10,
Beside No. 1 News Channel office,
Hyderabad - 500034

CORPORATE IDENTITY NUMBER:

L72200AP1997PLC027073

ED & TECH INTERNATIONAL LIMITED

AUDIT COMMITTEE:

- | | |
|----------------------------|------------|
| 1. Mr.K.V.S. Mallikarjuna | - Chairman |
| 2. Mr.B. Prabhakara Reddy | - Member |
| 3. Mr. S. Muralidhar Reddy | - Member |

NOMINATION & REMUNERATION COMMITTEE:

- | | |
|----------------------------|------------|
| 1.Mr.K.V.S. Mallikarjuna | - Chairman |
| 2. Mr. S. Muralidhar Reddy | - Member |
| 3. Mrs. C.Sophia Reddy | - Member |

STAKEHOLDERS RELATIONSHIP COMMITTEE:

- | | |
|----------------------------|------------|
| 1. Mr.K.V.S. Mallikarjuna | - Chairman |
| 2. Mr. S. Muralidhar Reddy | - Member |
| 3. Mr. B. Prabhakara Reddy | - Member |

RISK MANAGEMENT COMMITTEE

- | | |
|----------------------------|------------|
| 1. Mr. B. Prabhakara Reddy | - Chairman |
| 2. Mr. K V.S Mallikarjuna | - Member |
| 3. Mrs. C.Sophia Reddy | - Member |

REGISTRAR & SHARE TRANSFER AGENTS :

M/s. Aarthi Consultants Private Limited
1-2-285, Near Gaganmahal Nursing Home,
Street No 7, Domalguda , Hyderabad-500029.
Ph: 040-27638111/27634445, Fax: 040-27632184
Email: info@aarthiconsultants.com

BANKERS

Indian Overseas Bank,
Bank Street, Koti
Hyderabad 500 095

LISTED AT

BSE Limited.
National Stock Exchange of India Limited

DEMAT ISIN NUMBER IN NSDL& CDSL:

INE965A01016

WEBSITE : www.visuintl.com

INVESTOR E-MAIL ID : operations@visuintl.com

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NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the Shareholders of M/s. Ed & Tech International Limited (formerly known as Visu International Limited) will be held on Wednesday, the 26th day of September 2018 at 3.00 p.m. at the registered office of the company situated at Flat No.104-106, Lumbini Enclave, Punjagutta Hyderabad 500 082 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To re-appoint a Director in place of Mr. B. Prabhakara Reddy who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. **Re-Appointment of Mr. Kovuru Venkata Subrahmanya Mallikarjuna as an Independent Non-Executive Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) 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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kovuru Venkata Subrahmanya Mallikarjuna (DIN: 02237814), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT Mr. B. Prabhakara Reddy, Executive Director cum CEO of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

4. Re-Appointment of Mr. Seethana Muralidhar Reddy as an Independent Non-Executive Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) 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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. SeethanaMuralidhar Reddy (DIN: 02014101), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT Mr. B. Prabhakara Reddy, Executive Director cum CEO of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

5. Re-Appointment of Mr. Dennis Paul Dunham as an Independent Non-Executive Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules,

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2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dennis Paul Dunham (DIN: 02680532), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT Mr. B. Prabhakara Reddy, Executive Director cum CEO of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

**For and on behalf of the Board
Ed & Tech International Limited**

Sd/-

**B. Prabhakara Reddy
Executive Director cum CEO
(DIN: 00166326)**

**Place: Hyderabad
Date: 11.08.2018**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 20.09.2018 to 26.09.2018 (Both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical

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form can submit their PAN details to the Company/Registrar and Share Transfer Agents (M/s. Aarthi Consultants Pvt. Ltd.)

8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
9. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Pvt. Ltd., Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat /Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
15. Electronic copy of the Annual Report for 2017-2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes

unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-2018 is being sent in the permitted mode.

16. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website www.visuintl.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: operations@visuintl.com.

17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 23, 2018 (09.00 am) to September 25, 2018 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2018, may cast their vote electronically. The e-voting module shall be disabled by

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CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at operations@visuintl.com. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote.

The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below: