

18th

Annual Report 2014 - 2015



Visu International Ltd.

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VISU INTERNATIONAL LIMITED
(CIN: L72200AP1997PLC027073)

BOARD OF DIRECTORS:

Name of the Director	DIN	Designation
Mr. B.Prabhakara Reddy	00166326	Executive Director & CEO
Mr. Dennis Paul Dunham	02680532	Director
Mrs. C.Sophia Reddy	01979550	Additional Director
Mr. S. Muralidhara Reddy	02014101	Independent Director
Mr. K V.S Mallikarjuna	02237814	Independent Director

CHIEF FINANCIAL OFFICER

Mr. K. Yedukondalu

COMPLIANCE OFFICER:

Mr.V.Venkat Narayana

STATUTORY AUDITORS:

P. Murali and Co.

Chartered Accountants

6-3-655/2/3, Somajiguda,

Hyderabad-500082

Phone: 040-2332 6666

Fax 040-2339 2474

SECRETARIAL AUDITOR

Mr. N. Jaipal Reddy

REGISTERED OFFICE:

Flat No.104-106, Lumbini Enclave,

Punjagutta, Hyderabad 500 082

Ph: 040-23399241, 23373803

Fax: 040-23395214

BANKERS:

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

SHARE TRANSFER AGENTS:

M/s Aarthi Consultants Private Limited

1-2-285, Domalguaad, Hyderabad 500 029

Ph Nos. 040-27634445, 27638111

Fax No. 040-27632184

Email : info@aarthiconsultants.com

Company E Mail : operations@visuintl.com

Company Website: www.visuglobaledu.com

LISTING AT STOCK EXCHANGES & STOCK CODES

National Stock Exchange Ltd.- VISUINTL

Bangalore Stock Exchange Ltd.-VISUINTL

Bombay Stock Exchange Ltd.-590038

ISIN: INE965A01016

BOARD COMMITTEES:

AUDIT COMMITTEE:

Mr. KVS Mallikarjuna, Chairman, Member

Mr. S. Muralidhara Reddy, Member

Mr. B. Prabhakara Reddy, Member

HUMAN RESOURCES, NOMINATION & REMUNERATION COMMITTEE:

Mr. KVS Mallikarjuna, Chairman, Member

Mr. S. Muralidhara Reddy, Member

SHAREHOLDERS' AND INVESTORS' GRIEVANCE COMMITTEE:

Mr. KVS Mallikarjuna, Chairman, Member

Mr. S. Muralidhara Reddy, Member

Mr. B. Prabhakara Reddy, Member

ETHICS & COMPLIANCE COMMITTEE:

Mr. KVS Mallikarjuna, Chairman, Member

Mr. S. Muralidhara Reddy, Member

NOTICE:

NOTICE is hereby given that the Eighteenth Annual General Meeting of the company will be held on Wednesday, the 30th Day of September, 2015 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, 2015 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 Sri Dennis Paul Dunham, who retires by rotation and being eligible offers himself for re-appointment.
3. To Re-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

4. Regularisation of Mrs. Sophia Reddy's Appointment

To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mrs. Sophia Reddy Chavva (DIN: 01979550) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 6th October 2014 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company".

BY ORDER OF THE BOARD

B. PRABHAKARA REDDY
Executive Director & CEO

Place : Hyderabad
Date : 05-09-2015

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. Documents relating to any of the items mentioned in the Notice are open for inspection at the Registered Office of the Company on any working day during the business hours.
3. The Register of Members and share transfer books will remain closed from 19.09.2015 to 30.09.2015 both days inclusive.
4. 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 transfer of shares, and request for demat of shares to our Registrar and Share Transfer Agents.
5. The trading in the Company's equity shares on the Stock Exchanges is permitted only in dematerialized form for all classes of investors. In view of numerous advantages offered by the depository system, members are requested to avail of the facility of dematerialization of the Company's equity shares held by them.
6. Members are requested to bring duly filled in Attendance Slip for attending the meeting. The Corporate Members are requested to attach the Certified True Extract of the Board Resolution duly authorizing their representative to attend this Annual General Meeting along with the attendance slip.
7. The Register of Directors and Key managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services on all resolutions set forth in this Notice. The instructions for e-voting are as under:
9. The security holders should log on to "www.evotingindia.com" during the duration **(i.e Sunday, 27th September, 2015 to Tuesday 29th September, 2015)** of the voting period and cast their votes for the resolutions on the e-Voting System.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 10.00 a.m. on 27th September, 2015 and ends at 5.00 p.m. on 29th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "VISU INTERNATIONAL LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 10. 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.
- 11. 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.
- 12. Members holding shares in dematerialization form are requested to notify/send any change in their address to the concerned depository participant(s).
- 13. 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.
- 14. Corporate Members intend to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- 15. Shareholders/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.

Other Information in relation to e-voting

- The e-voting period commences on Sunday, 27th September, 2015 and ends on Tuesday 29th September, 2015. During this period, Members of the Company, holding shares or in dematerialized form, as on 18th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- Voting rights for e-voting: The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 18th, 2015 (cut-off date for e-voting).
- Voting rights at the AGM: The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 18, 2015 (Book Closure).
- The Board Appointed Mrs. P Sarada, Company Secretary in Practice as the Scrutinizer to scrutinize the e-voting process (including votes casted electronically at the Venue of the AGM) in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- **A Member can opt for only one mode of e - voting i.e. either through e-voting or at the Venue.** If a Member casts vote through e-voting He/She shall not be entitled to vote at the AGM Venue.

BY ORDER OF THE BOARD

B. PRABHAKARA REDDY
Executive Director & CEO

Place : Hyderabad

Date : 05-09-2015

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the business set out in the accompanying Notice.

Item No.4

Appointment of Mrs. Sophia Reddy Chavva (DIN: 01979550), as Director of the Company

Pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ("Act") Mrs. Sophia Reddy Chavva (DIN: 01979550) was appointed by the Board of Directors as an Additional Director of the Company w.e.f 6th October 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company.

Mrs. Chavva Sophia Reddy has More than 15 years of experience in the areas of Business Administration, management consulting, corporate finance and Designing and introduction of different educational services.

The above resolution at item no.4 is submitted to the meeting for the approval by the members of the Company. The Board of Directors re-commends the above resolution at item no.4 for the members' approval in the Annual General Meeting

None of the Directors and Key Managerial Persons of the Company is concerned or interested in this resolution.

ANEXURE-A **ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT**

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

Particulars	Description
Name of the Director	Dennis Paul Dunham
Date of Appointment	02-02-2005
Date of Birth	20.11.1948
Expertise in Functional Area	Phd in Psychology more than 28 years of experience in education field

Particulars	Description
Name of the Director	Chavva Sophia Reddy
Date of Appointment	06-10-2014
Date of Birth	18-02-1971
Expertise in Functional Area	B.E (ECE), MBA-15 years experience in the areas of Business Administration, Management consulting, Corporate Finance & Educational services
List of Public Companies in which she is a Director as on 31-03-2015	1
Chairman/Member of the Committees of Committees in which she is a Director as on 31-03-2015	0

DIRECTORS' REPORT

To

The Members,

The Board of Directors take pleasure in presenting their Report along with the Audited Accounts of the Company for the year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS:

(in lakhs)

Particulars	Stand Alone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Financial Performance				
Revenues	0	1.72	1,128.36	1096.79
Total Income	0	1.72	1,128.96	1096.79
Identifiable operating expenses	83.12	2488.30	1165.70	3485.03
Depreciation	-	385.48	34.14	394.75
Profit or Loss for the year before interest	(83.12)	(2872.06)	(71.47)	(2388.23)
Add : Other income	0.60	0.33	0.60	0.84
Less : Interest expenses	0.43	50.83	5.20	54.78
Net profit before Tax	(82.96)	(2829.16)	(76.08)	(2836.92)
Provision for taxation	-	-	-	16.81
Prior period items	-	-	-	-
Net profit after taxes and before exception items	(82.96)	(2829.16)	(76.08)	(2770.85)
Exceptional Items	-	-	-	-
Profit/(Loss) for the Period	(82.96)	(2829.16)	(76.08)	(2770.85)

The Consolidated Total Revenue was recorded at Rs.1128.36 in lakhs as compared to Rs. 1096.79 lakhs, during the previous year and posted net loss after tax at Rs.76.08 in lakhs as against net loss Rs. 2770.85 during the previous year.

DIVIDEND:

To maintain liquidity, your Directors have not recommended any dividend for the reporting period.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A Management Discussion and Analysis Report for the year under review as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges is presented in a separate section forming part of the Annual Report.