

19th Annual Report 2015 - 2016



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Ed & Tech International Ltd.

**Ed & Tech International Limited
(Formerly Known as Visu International Limited)
(L72200AP1997PLC027073)**

BOARD OF DIRECTORS:

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

Jaipal Reddy.N & Associates

Company Secretaries

#3-4-1013/3, ICICI Bank Lane,
Barkatpura, Hyderabad - 500027

Registered Office:

Flat No.104-106,

Lumbini Enclave,

Punjagutta

Hyderabad 500 082

Ph: 040-23373803,23399241

Fax: 040-23395214

Bankers:

Indian Overseas Bank,

Bank Street, Koti

Hyderabad 500 095

Registrar & Share Transfer Agents:

M/s Aarhi Consultants Private Limited

1-2-285, Domalguaad,

Hyderabad 500 029

Ph Nos. 040-27634445, 27638111

Fax No. 040-27632184

Email : info@aarhiconsultants.com

Company E Mail : operations@visuintl.com

Company Website: www.visuglobaledu.com

Listing at Stock Exchanges &

Stock Codes

The National Stock Exchange of India Limited

(Scrip ID: VISUINTL)

BSE Limited (Scrip Code: 590038)

ISIN: INE965A01016

Committees of the Board of Directors

I. Composition of Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	K.V.S. Mallikarjuna	Non-Executive; Independent Director	Chairman of the Committee
2	B. Prabhakara Reddy	Executive Director	Member
3	S. Muralidhar Reddy	Non-Executive; Independent Director	Member

II. Composition of Nomination & Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	K.V.S. Mallikarjuna	Non-Executive; Independent Director	Chairman of the Committee
2	S. Muralidhar Reddy	Non-Executive; Independent Director	Member
3	Chavva Sophia Reddy	Non-Executive; Non Independent Director	Member

III. Composition of Stake-Holders Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	K.V.S Mallikarjuna	Non-Executive; Independent Director	Chairman of the Committee
2	S. Muralidhar Reddy	Non-Executive; Independent Director	Member
3	B. Prabhakara Reddy	Executive Director	Member

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the company will be held on Friday, the 30th day of September, 2016 at 3.00 P.M. at Sundaraiah Vignana Kendram, (Mini Hall), Bagh Lingampally, Hyderabad – 500 044 to transact the following business :

Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2016 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended on that date and Reports of Directors and Auditors thereon for the said year.
2. To re-appoint a Director in place of Mrs. C Sophia Reddy who retires by rotation and being eligible offers herself for reappointment.
3. To appoint Auditors and to fix their remuneration and for this purpose to consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

“Resolved that Pursuant to the Provisions of Section 139 and other applicable Provisions, if any, of the Companies Act, 2013, and pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 30, 2014, M/s P.Murali & Co., Chartered Accountants, Hyderabad, the retiring Auditors be and are hereby reappointed as the statutory Auditors of the company to hold the office till the conclusion of the 20th Annual General Meeting to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them”.

Special Business:

4. **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, Mr. Dennis Paul Dunham, (DIN: 02680532), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 31st March 2016 up to 30th March 2021.”

For and on behalf of the board
For **Ed & Tech International Limited**
(Formerly Known as Visu International Ltd)

Sd/-

B. Prabhakara Reddy
CEO & Executive Director

Place: Hyderabad.
Date: 29.08.2016

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** 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 members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September 2016 to Friday 30th September 2016 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. The relevant details of Directors seeking re-appointment under items no. 2 & 4 of this Notice are provided in the Annual Report.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Share Transfer Agent of the Company www.aarthiconsultants.com, to M/s. Aarthi Consultants Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
7. **The instructions for shareholders voting electronically are as under:**

Voting through electronic means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with 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 the Listing Regulations, the Company is pleased to provide facility to members to

exercise their right to vote at the 19th 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 National Securities Depository Limited (NSDL).

- II. 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.
- III. 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.
- IV. The remote e-voting period commences on 27th September, 2016 (10:00 am) and ends on 29th September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

(a) In case of Shareholders' receiving e-mail from NSDL

- (i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of **Ed & Tech International Limited / Visu International Limited**
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/

Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail csjaipal@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

8. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

- a. Any person who acquires shares of the Company and become member of the company after dispatch of the AGM Notice and holding shares as of the Cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Arthi Consultants Pvt. Ltd (RTA). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- b. The Company has appointed Mr. N Jaipal Reddy, Company Secretary in Practice, an Independent Professional as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- c. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper" or "Polling Paper" for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
- d. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding.
- e. The Results shall be declared immediately upon receipt of Scrutinizer's Report after the Annual General Meeting of the Company. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.visuglobaledu.com unitechgroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED

Brief Details of Directors seeking re-appointment at this Annual General Meeting
(Pursuant to SEBI (LODR) Regulations 2015)

Name of the Director	Mrs. C Sophia Reddy
Date of Appointment	06/10/2014
Date of Birth/Age	18/02/1971
Expertise in Specific functional areas	B.E (ECE), MBA-15 years experience in the areas of Business Administration, Management consulting, Corporate Finance & Educational services
List of other Public Companies in which Directorships held as on 31.03.2016.	1
Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2016.	Nil

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 30 years of experience in education field
List of other Public Companies in which Directorships held as on 31.03.2016.	Nil
Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2016.	Nil

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, 2016.

FINANCIAL HIGHLIGHTS:

(in lakhs)

	Year ended 31.03.2016	Year ended 31.03.2015
Total Income (Other Income)	292.20	0.60
Total Expenditure	1977.94	83.56
Provision for Tax	0	0
Net Profit / loss	(1685.74)	(82.96)

THE COMPANY'S PRODUCTS / SERVICES

Your company is a no.1 choice for students for taking specialized coaching to appear for pre-requisite test like GRE, GMAT, SAT, TOEFL, and IELTS. It gives immense confidence and faith to Students and parents. This is the driving force of our success

OPERATIONS

Your company has registered a total (other) income of Rs. 292.20 lakhs for 2015-16 as compared to Rs. 0.60 lakhs for 2014-15 and the company posted a net loss of Rs.1685.74 lakhs for 2015-16 as compared to Rs. 82.96 lakhs for 2014-15.

DIVIDEND

The Directors regret their inability to recommend dividend for the year under review due to insufficient profit.

BUSINESS RISK MANAGEMENT

Your company is committed for the Risk Management which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. A Group Risk Management Policy was reviewed and approved by the Board.

DEPOSITS

The Company has not accepted deposits covered under Chapter V of the Companies Act, 2013 and accordingly, the disclosure requirements stipulated under the said Chapter are not applicable.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review, the company has not given any loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, except the remuneration to managerial personnel, there is no other related party transactions to be disclosed.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith elsewhere in the Annual Report.

DEMAT SUSPENSE ACCOUNT UNCLAIMED SHARES

As on 31st March 2016, there were no Equity Shares of Shareholders were lying in the Escrow Account due to non-availability of the correct particulars.

CORPORATE GOVERNANCE

Your Directors are happy to report that your Company is compliant with the Corporate Governance requirements as per the provision of SEBI (LODR) Regulations 2015. A separate section on Corporate Governance together with a certificate from the Statutory Auditor's confirming compliance is set out in the Annexure forming part of this report.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

A Management Discussion and Analysis Report, has been attached and forms part of the Annual Report.

ADDITIONAL INFORMATION AS REQUIRED U/ S 134(3)(m) OF THE COMPANIES ACT, 2013

- (a) Conservation of Energy: Not Applicable
 - (i) the steps taken by the company for utilising alternate sources of energy -Nil
 - (ii) the capital investment on energy conservation equipments - Nil
- (b) (i) Technology Absorption, adaptation and innovation:- Indigenous Technology is involved for the manufacturing the products of the Company.
- (ii) Research and Development (R & D): No research and Development has been carried out.
- (c) Foreign exchange earnings: Nil
- (d) Foreign exchange out go: Nil

PARTICULARS OF EMPLOYEES

The Directors are to report that none of the employee was in receipt of remuneration exceeding the limit prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

STATUTORY AUDITORS

M/s. P. Murali & Co., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The said Auditors have furnished the Certificate of their eligibility for re-appointment. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder.