

# Century 21<sup>st</sup> Portfolio Limited

CIN: L01400AP1986PLC062463

Regd. Office : Plot No. 45, P & T Colony, Kharkhana, Secunderabad-500 009

Tel : +91 44 6668 4223, Fax : +91 44 6668 4220, Email : cscenport@gmail.com

## FORM A

### Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	Century 21 <sup>st</sup> Portfolio Limited
2.	Annual Financial Statements for the Year ended	31st March 2014
3.	Type of Audit Observation	NIL
4.	Frequency of Observation	Not Applicable

Signed by

For Century 21<sup>st</sup> Portfolio Limited

*D*



D V Surender Babu  
Director

For M. M. Reddy & Co.  
Chartered Accountants

*Key*



M Madhusudhan Reddy  
Partner

Place: Hyderabad

Date: 30.05.2014

**CENTURY 21<sup>st</sup>  
PORTFOLIO LIMITED**

**28<sup>th</sup>  
ANNUAL REPORT  
2013-2014**

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## CORPORATE INFORMATION

### **BOARD OF DIRECTORS:**

1. Mr. D.V.Surendra Babu	--	Executive Director (DIN: 03229560)
2. Mr. Y. Kondal Reddy	--	Non- Executive Independent Director (DIN: 03221609)
3. Mr. P. Satyanarayana	--	Non- Executive Non - Independent Director (DIN: 02043748)
4. Mr. M. Aditya Vardhan Reddy	--	Non- Executive Independent Director (DIN: 06897440)

### **REGISTERED OFFICE:**

Plot No. 45, P & T Colony,  
Karkhana, Secunderabad – 500009  
E-mail id: cenport@gmail.com

### **AUDITORS:**

M. M. Reddy & Co.,  
Chartered Accountants,  
Rajbhavan Road,  
Somajiguda, Hyderabad.

### **AUDIT COMMITTEE:**

- 1) Y Kondal Reddy
- 2) P Stayanarayana
- 3) M Aditya Vardhan Reddy

### **NOMINATION & REMUNERATION COMMITTEE:**

- 1) Y Kondal Reddy
- 2) P Stayanarayana
- 3) M Aditya Vardhan Reddy

### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

- 1) Y Kondal Reddy
- 2) P Stayanarayana
- 3) M Aditya Vardhan Reddy

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### **LISTED AT:**

- 1) BSE Limited
- 2) Delhi Stock Exchange Limited
- 3) Ahmedabad Stock Exchange Limited
- 4) Ludhiana Stock Exchange Limited

### **REGISTRAR & SHARE TRANSFER AGENTS:**

Venture Capital and Corporate Investments  
Private Limited  
12-10-167, Bharat Nagar,  
Hyderabad – 500 018.

### **DEMAT ISIN NUMBER IN NSDL& CDSL**

INE485K01014

### **INVESTOR E-MAIL ID**

cenport@gmail.com

### **CORPORATE IDENTITY NUMBER**

L01400TG1986PLC062463

# Century 21<sup>st</sup> Portfolio Limited

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## NOTICE

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the Shareholders of M/s Century 21<sup>st</sup> Portfolio Limited will be held on Monday, the 29<sup>th</sup> day of September, 2014 at 12.00 Noon at the registered office of the Company at Plot No.45, P & T Colony, Karkhana Road, Secunderabad-500009 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. D. V. Surendra Babu who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. M.M.Reddy & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company for a term of three years up to the conclusion of 17<sup>th</sup> Annual General Meeting to be held in the year 2017 subject to ratification at every Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS:

**4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. Pabbati Satyanarayana, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30.05.2014 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Pabbati Satyanarayana as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.”

**5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. M. Aditya Vardhan Reddy, who was appointed 'Additional Director' in the Board of the Company on 30.05.2014 in terms of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. M. Aditya Vardhan Reddy as a candidate for the office of a director of the company who meets the criteria of Independence as provided under

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Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director upto 31<sup>st</sup> March, 2019, who is not liable to retire by rotation."

**6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Y Kondal Reddy (holding DIN 03221609), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, who is not liable to retire by rotation."

**7. To consider and if thought fit, to pass with or with out modification(s), the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered in the following manner:

a) In interpretation clause of Article 2 the following definition is inserted after the existing definitions:

**'Electronic mode'** means carrying out electronically-based, transactions whether main server is installed in India or not, including, but not limited to:

- i. business to business and business-to-consumer transactions, data interchange and other digital supply transactions;
- ii. offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;
- iii. financial statements, web-based marketing, advisory and transactional services, database services and products, supply chain management;
- iv. online services such as telemarketing, telecommuting, education and information research; and all related data communication services;
- v. facsimile telecommunication when directed to the facsimile number or electronic mail directed to electronic mail addresses, using any electronic communication mechanism that the message so sent, received or forwarded is storable and retrievable;
- vi. posting of an electronic message board or network that the company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting; or
- vii. other means of electronic communication, in respect of which the Company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and

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viii. video conferencing, audio-visual mode, net conferencing and/or any other electronic communication facility.

b) A new clause 77 (d) is being inserted under Article 77 (c) which is as under:

**“ 77(d) Voting by members through electronic mode**

A member may exercise his vote at a General Meeting or Postal Ballot by electronic mode in accordance with Section 108 of the Companies act, 2013 and rules made thereunder and shall be eligible to vote only once for a single resolution.”

c) A new clause 104 (b) is being inserted after Article 104 (a) which is as under:

**“104 (b) Participation in Meeting of the Board by Directors through electronic mode**

Notwithstanding anything contained herein, the director(s) may participate in the meeting(s) of the Board or any committee thereof through electronic mode by video conferencing or other audio visual modes as may be prescribed, and the Director(s) so participating shall be deemed to be present at the meeting for the purposes of quorum, voting, recording of minutes and all other relevant provisions in this regard by following procedure specified under applicable laws for the time being in force and rules, regulations, circulars, notifications, guidelines etc. issued/to be issued from time to time by competent/statutory authority(ies).”

d) A new Clause 141(c) is being inserted under Article 141(b) which is as under:

**“141(c). Service of documents through electronic mode**

Notwithstanding anything contained in these articles and as per Sections 20 & 134 of the Companies Act, 2013 read with rules made thereunder, a Company may serve copies of the Balance sheet, Statement of Profit and loss, Auditors' Report, Directors' Report, Notice of the General Meeting along with explanatory statements etc. and any other documents to the members through electronic mode, by following conditions laid down under the relevant Rules.”

e) A new Article 162 is being inserted after Article 161 which is as under:

**“162. Maintenance of registers and records in electronic mode**

Notwithstanding anything contained in these Articles, Registers, Index, Agreement, Memorandum, Minutes, Books of Accounts or any other documents required to be kept by the Company under the Companies Act, 2013 may be kept in electronic form in such form and manner as may be prescribed under Section 120 of the Companies Act, 2013 and rules made thereunder.”

f) A new Article 163 is being inserted after Article 162 which is as under:

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### 163. “General Clause – Overriding effect of Companies Act, 2013”

The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the Statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these articles is inconsistent or contrary to the provisions of the Companies Act, 2013 and rules made thereunder, the provisions of Companies Act, 2013 and rules made thereunder shall override the provisions of these Articles and these Articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the Companies Act, 2013 if any.”

8. 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 Section 13 and rules made there under and other applicable provisions of the Companies Act, 2013, if any, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from **“CENTURY 21” PORTFOLIO LIMITED**” to **“ARUNJYOTI BIO VENTURES LIMITED”** or such other name as may be approved by the Registrar of Companies, Andhra Pradesh in this behalf.”

**“RESOLVED FURTHER THAT** consequent to the above, Clause I in the Memorandum of Association be and is hereby altered by substituting the same with the following:

The name of the Company is **“ARUNJYOTI BIO VENTURES LIMITED.”**

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things for this resolution including signing all such necessary documents as may be required in this regard.”

**For and on behalf of the Board of  
Century 21st Portfolio Limited**

**Sd/-  
D. V. Surendra Babu  
Director  
(DIN: 03229560)**

**Place: Secunderabad  
Date: 25.08.2014**

**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.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 27.09.2014 to 29.09.2014 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants. The address/bank mandate as furnished to the Company by the respective Depositories viz., NSDL and CDSL will be printed on the dividend warrants.
5. 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.
6. 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.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant

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with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

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. 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. Venture Capital and Corporate Investments Pvt. Ltd., Share Transfer Agents of the Company for their doing the needful.
10. Electronic copy of the Annual Report for 2013-14 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 2013-2014 is being sent in the permitted mode.
11. 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 [cenport@gmail.com](mailto:cenport@gmail.com)
12. **Voting through electronic means**  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 14th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

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The instructions for e-voting are as under:

### (A) In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Enter your User ID- For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DPID followed by 8 Digits Client ID, Members holding shares in Physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and click on login.
- (v) If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.co.in](http://www.evotingindia.co.in) for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	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.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

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\* 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 sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) 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. Eg. If your name is Shyam with sequence number 1 then enter SH00000001 in the PAN Field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id/folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & \*). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (ix) Click on the relevant EVSN on which you choose to vote.
- (x) 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.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

**(II) In case of members receiving the Physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**

- (A) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
  - (B) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
  - (C) The voting period begins on 23rd September, 2014 at 9.00 A.M. and ends on 25<sup>th</sup> September 2014 at 6.00.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the 29<sup>th</sup> August 2014 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - (D) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 26<sup>th</sup> September 2014.
- VII. Mr. Vivek Surana, Practicing Company Secretary, bearing C.P.Number 12901 has been appointed as the Scrutinizer to scrutinize the e-voting process.

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- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) 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.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.cenport.com](http://www.cenport.com) and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock exchange.
- X. Since the Company is required to provide members facility to cast their vote by electronic means, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 26<sup>th</sup> September 2014. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

**For and on behalf of the Board of  
Century 21st Portfolio Limited**

**Sd/-  
D. V. Surendra Babu  
Director  
(DIN: 03229560)**

**Place: Secunderabad  
Date: 25.08.2014**

**EXPLANATORY STATEMENT**

[Pursuant to Section 102 of the Companies Act, 2013]

**ITEM NO.4**

The members may note that **Mr. Pabbati Satyanarayana** was inducted into Board as Additional Director of the company, with effect from 30.05.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from member of the company along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

Hence, the Board recommends the resolution for your approval.

Except **Mr. Pabbati Satyanarayana**, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**ITEM NO.5**

Mr. M. Aditya Vardhan Reddy was appointed Additional Director on 30.05.2014, in terms of Section 161 (1) of the Companies Act, 2013, in the category of 'Non-Executive Independent' and is continuing as 'Independent Director'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office upto the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. M. Aditya Vardha Redy as 'Independent Director' for a term upto 31.03.2019, and pass the resolution set out at Item No. 5. The appointment of Mr. M. Aditya Vardhan Reddy is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013.

Mr. M Aditya Vardhan Reddy has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that his continued association with the Company would benefit to the Company. Further, in the opinion of the Board, Mr. M Aditya Vardhan Reddy fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and he is independent of the Management.

No Director other than Mr. M Aditya Vardhan Reddy himself or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 5 Further, Mr. M Aditya Vardhan Reddy is not related to any other Director of the Company.

### **ITEM NO 6**

Mr. Y Kondal Reddy is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 2010. Mr. Y Kondal Reddy is the Chairman of the Audit Committee and a member of the Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Y Kondal Reddy retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Y Kondal Reddy being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mr. Y Kondal Reddy as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Y Kondal Reddy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Y Kondal Reddy as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Y Kondal Reddy as an Independent Director, for the approval by the shareholders of the Company.

**ITEM NO. 7**

Due to the enactment of majority provisions of the Companies Act, 2013 certain changes are required to be made in the Articles of Association of the Company. Some new articles/clauses are proposed to be inserted in relation to use of electronic mode for voting by members, participation in meeting of the Board by Directors, service of documents and maintenance of registers and records.

A general clause is also proposed to be inserted to the effect that if any provision as mentioned in the articles is inconsistent with the provisions of the Companies Act, 2013 and Rules made therein, then the provisions of the Companies Act, 2013 and rules made therein shall override the provisions of these Articles.

The Board therefore recommends the resolution under section 14 of the Companies Act, 2013 as a special resolution for your approval.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

**Item No. 8**

The Board of directors of the company felt a need to change the name of the company and has approved the change of name of the company and accordingly decided to amend the Memorandum and Articles of Association subject to the approval of the Registrar of Companies and members of the company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, change of name of the company requires approval of members. Hence, approval of the members is, therefore, sought in terms of the said sections.

Your Directors recommend the above Special Resolution for your approval. None of the Directors or key managerial personnel or their relatives of the company are in anyway concerned or interested in the above resolutions

**For and on behalf of the Board of  
Century 21st Portfolio Limited**

**Sd/-  
D. V. Surendra Babu  
Director  
(DIN: 03229560)**

**Place: Secunderabad  
Date: 25.08.2014**

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## Century 21<sup>st</sup> Portfolio Limited

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### DIRECTORS' REPORT

To,  
The Members

We have pleasure in presenting the 28<sup>th</sup> Annual Report with Audited Statements of Accounts for the year ended 31<sup>st</sup> March 2014.

#### FINANCIAL HIGHLIGHTS AND OPERATIONS

The operating results for the year are as follows: (Rupees in Lakhs)

Particulars	2013-2014	2012-2013
Total Income	4.45	8.35
Profit/(Loss) before Interest and Depreciation	(0.64)	1.20
Interest and Financial Charges	-	-
Depreciation and other Write-offs	-	0.83
Profit/(Loss) before tax	(0.64)	0.37
Provision for current tax and deferred tax	-	-
Profit/(Loss) after tax	(0.10)	0.37
Add: Balance Brought forward	-	(42.17)
Balance carried forward	--	(41.80)

#### **OPERATIONS:**

During the year 2013-14, the Company had made revenue of Rs. 4.45 Lakhs against which the company is into net loss of Rs. (0.10) Lakhs as compared to the revenue of Rs. 8.35 Lakhs against a net profit of Rs. 0.37 Lakhs in the previous year 2012-13.

#### **DIVIDEND:**

Keeping in view the financial position of the Company, your Directors expressed inability to recommend dividend for the financial year 2013-14.

#### **TRANSFER TO RESERVES:**

In view of the loss incurred during the year, there is no transfer to Reserves & Surplus.

**PUBLIC DEPOSITS:**

Your Company has not accepted any deposits falling within the meaning of Sec.58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

**LISTING:**

The equity shares of your company are listed on the BSE Ltd, Delhi Stock Exchange Limited, Ludhiana Stock Exchange Limited and Ahmedabad Stock Exchange Limited.

**CAPITAL OF THE COMPANY:**

Authorized capital of the company stands at Rs. 3,50,00,000 divided into 35,00,000 equity shares of Rs. 10/- each. Paid up capital of the company stands at Rs. 2,07,09,000 divided into 20,70,900 equity shares of Rs. 10/- each.

**SUBSIDIARY COMPANY:**

The Company does not have any subsidiary company.

**DIRECTORS:**

Mr. K. Ravi Kumar, Director of the company resigned w.e.f. 30.05.2014. The Board places on records its deep appreciation and gratitude for the valuable services rendered by him during his tenure as director on the Board of the company.

Mr. P. Satyanarayana and Mr. M. Aditya Vardhan Reddy were appointed as Additional Directors w.e.f. 30.05.2014. Now the Board proposes him to regularize.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. With the changes in the Companies Act, the Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint existing independent directors, as Independent Directors on the Board of the Company for a term up to five consecutive years. A brief profile of proposed Independent Directors, including nature of their expertise, is provided in this Annual Report.

## Century 21<sup>st</sup> Portfolio Limited

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Notices have been received from Members proposing candidature of the Directors namely Mr. Y Kondal Reddy and Mr. M Aditya Vardhan Reddy for the office of Independent Directors of the Company. In the opinion of the Board, they fulfil the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Mr. D V Surender Babu will retire by rotation at the ensuing Annual General Meeting in terms of Section 152 and any other applicable provisions of the Companies Act, 2013 and being eligible offers himself for re-appointment.

### **BRIEF PROFILE:**

Particulars	Mr. Pabbati Satyanarayana	Mr. M Aditya Vardhan Reddy	Mr. D. V. Surendra Babu	Y Kondal Reddy
Date of Birth	15.03.1954	11.01.1987	01.06.1963	24.08.1980
Date of Appointment	30.05.2014	30.05.2014	12.07.2010	12.07.2010
Qualifications	Graduate	B Tech	Graduate	CA
No. of Shares held in the Company	194	NIL	NIL	NIL
Directorships held in other companies (excluding private limited and foreign companies)	NIL	NIL	NIL	NIL
Positions held in mandatory committees of other companies	NIL	NIL	NIL	NIL

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

The Directors confirm:

- (i) that in the preparation of the annual accounts for the financial year ended March 31, 2014, the applicable accounting standards have been followed;
- (ii) that they have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the

## Century 21<sup>st</sup> Portfolio Limited

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company as at the end of the financial year and of the profits of the company for the year under review;

- (iii) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that they have prepared the annual accounts for the financial year ended March 31, 2014 on a 'going concern' basis.

### **COMPLIANCE CERTIFICATE:**

Your Company has obtained a Secretarial Compliance Certificate under proviso to subsection (1) of Section 383A of the Companies Act, 1956 from Mr. S. Sarveswar Reddy, Practicing Company Secretary, Hyderabad and the same is enclosed to this report as an Annexure.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO :**

The required information as per Sec.217 (1) (e) of the Companies Act 1956 is provided hereunder:

#### **A. Conservation of Energy:**

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

#### **B. Technology Absorption:**

- |   |   |     |
|---|---|-----|
| 1. Research and Development (R&D)                 | : | NIL |
| 2. Technology absorption, adoption and innovation | : | NIL |

#### **C. Foreign Exchange Earnings and Out Go:**

- |                           |   |     |
|---------------------------|---|-----|
| Foreign Exchange Earnings | : | NIL |
| Foreign Exchange Outgo    | : | NIL |

**PARTICULARS OF EMPLOYEES:**

There is no employee who is falling under section 217 (2A). Therefore, the disclosures required to be made under section 217 (2A) of the Companies Act, 1956 and the rules made there under are not applicable.

**AUDITORS:**

M/s. M.M.Reddy & Co., Chartered Accountants, Statutory Auditors of the Company retires 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 there under, it is proposed to appoint them as Statutory Auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the AGM to be held in the year 2017, subject to ratification of their appointment at the subsequent AGMs.

**CODE OF CONDUCT:**

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director is given in Annexure.

**AUDITOR'S REPORT:**

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31st, 2014 and has noted that the same does not have any reservation, qualification or adverse remarks.

**STATUTORY COMPLIANCE:**

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company. However the Company was imposed a penalty of Rs. 2,00,000/- by Securities and Exchange Board of India for non compliance of Clause 35 of the equity listing agreement read with Section 21 of the SCRA.

**ACKNOWLEDGEMENTS:**

Your directors would like to express their grateful appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

**DECLARATION BY DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:**

**The shareholders,**

I, D. V. Surendra Babu , Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

**For and on behalf of the Board of  
Century 21st Portfolio Limited**

**Sd/-  
D. V. Surendra Babu  
Director  
(DIN: 03229560)**

**Place: Secunderabad  
Date: 25.08.2014**

## Century 21<sup>st</sup> Portfolio Limited

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### COMPLIANCE CERTIFICATE

CIN : L01400AP1986PLC062463  
Authorised Capital : Rs.3,50,00,000  
Paid-up Capital : Rs.2,07,09,000

To  
The Members of  
**M/S. CENTURY 21<sup>ST</sup> PORTFOLIO LIMITED**  
Plot No. 45, P & T Colony, Kharkhana  
Secunderabad – 500009  
Telangana

We have examined the registers, records, books and papers of **M/S. CENTURY 21<sup>ST</sup> PORTFOLIO LIMITED** as required to be maintained under the Companies Act, 1956/2013 and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2014. In our opinion and to the best of information provided and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company, being a public limited Company, comments is not required.
4. The Board of Directors duly met 5 (Five) times respectively on 30.05.2013, 14.08.2013, 14.11.2013, 13.02.2014 , 31.03.2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

## Century 21<sup>st</sup> Portfolio Limited

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5. The Company closed its Register of Members from 26.09.2013 to 28.09.2013 and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 28.09.2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to under Section 295 of the Act and Section 185 of the Companies Act, 2013.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has recorded all the entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of the section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company:
  - i) has delivered all the certificates on lodgment for transfer/transmission in accordance with the provisions of the Act.
  - ii) has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
  - iii) was not required to post warrants to any member of the Company as no dividend was declared during the financial year.
  - iv) was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to investor Education and Protection Fund.

## Century 21<sup>st</sup> Portfolio Limited

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- v) has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and there was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/ or such authorities prescribed under various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has so far not issued any redeemable preference shares/debentures.
22. During the year under review, the Company has not declared any dividend, rights shares and bonus shares and hence the question of keeping in abeyance right to dividend, rights shares and bonus shares pending registration of transfer of shares does not arise.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has not made any borrowings during the financial year ended 31<sup>st</sup> March 2014.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.

## **Century 21<sup>st</sup> Portfolio Limited**

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26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was/were no prosecution initiated against or show cause notices received by the Company, and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company was not required to constitute Provident Fund during the financial year and hence section 418 of the Act is not applicable to the Company.

**For S. S. Reddy & Associates**

**Place: Hyderabad**  
**Date: 25.08.2014**

**Sd/-**  
**S. Sarveswar Reddy**  
**Proprietor**  
**C. P. No.: 7478**

## Century 21<sup>st</sup> Portfolio Limited

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### ANNEXURE 'A'

#### Registers as maintained by the Company:

SI No	Statutory Registers:	
1	Register of Members	u/s 150 of the Act
2	Register of Directors	u/s 303 of the Act
3	Register of Directors' Shareholding	u/s 307 of the Act
4	Minutes of the General Meetings	u/s 193 of the Act
5	Minutes of the Board Meetings	u/s 193 of the Act
6	Register of Charges	u/s 143 of the Act
7	Register of Contracts	u/s 301 of the Act
8	Register of Directors' shareholdings	u/s 307 of the Act
9	Register of Contracts, Companies And Firms in which Directors, etc. are Interested	u/s 301(3) of the Act
10	Investments Register	u/s 49(7) and 372(5) of the Act

#### Other Registers:

1. Attendance Register of General Meetings.
2. Attendance Register of Board Meetings.

**For S. S. Reddy & Associates**

**Place: Hyderabad**  
**Date: 25.08.2014**

**Sd/-**  
**S. Sarveswar Reddy**  
**Proprietor**  
**C. P. No.: 7478**

## Century 21<sup>st</sup> Portfolio Limited

### ANNEXURE 'B'

1.) Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31<sup>st</sup> March, 2014.

Sl. no.	Form No/ Return	Filed under Section	For	Date of filing	Whether filed with in prescribed time yes / no	If delay in filing, whether requisite additional fee paid yes / no
1.	Form 20B	159	Filing of Annual return for the year 2012-2013	09.11.2013	Yes	No
2.	Form 66	383A of the Companies Act, 1956, and rule 3(2) of the Companies (Compliance Certificate) Rules, 2001	Filing of Compliance Certificate	23.10.2013	Yes	No
3.	Form 23AC & ACA- XBRL	220	Filing of Balance Sheet and Profit & loss account for the year 2012-2013	24.10.2013	Yes	No
4.	Form 23	192	Special Resolution for Voluntary Delisting of Securities Delhi Stock Exchange Limited, Ahmedabad Stock Exchange Limited and Ludhiana Stock Exchange Limited.	01.10.2013	Yes	No

2.) Forms as filed with Regional Director, Central government or other authorities during the financial year ending 31st March 2014 - NIL

**For S. S. Reddy & Associates**

**Place: Hyderabad  
Date: 25.08.2014**

**Sd/-  
S. Sarveswar Reddy  
Proprietor  
C. P. No.: 7478**

# Century 21<sup>st</sup> Portfolio Limited

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## Independent Auditors Opinion

To

The Members of

**CENTURY 21ST PORTFOLIO LIMITED**

Hyderabad.

### **Report on the financial Statements**

We have audited the accompanying financial Statements of M/s CENTURY 21ST PORTFOLIO LIMITED which comprise the Balance Sheet as at 31<sup>st</sup> March 2014, The statement of Profit & Loss Account and the cash flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

### **Managements Responsibility for the Financial Statements**

The Companies management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the company in accordance with the accounting standards referred to in Sub-section (3C) of section 211 of the companies Act, 1956. This responsibility includes the design, Implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

### **Auditors Responsibility**

We have audited the attached Balance Sheet of M/s CENTURY 21ST PORTFOLIO LIMITED, Hyderabad as at 31<sup>st</sup> March 2014, the Profit & Loss Account and also the Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation.

We believe that our audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us the said accounts read with other notes to accounts and accounting policies give the information required by the Companies Act 1956, in the manner so required and give a true and fair view:-

- i) In the case of Balance Sheet of the state of the affairs of the Company as at 31st March 2014 and
- ii) In the case of Profit & Loss Account of the Profit of the Company for the year ended on that date.
  
- iii) In the Cash Flow statement of the Cash Flow for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

As required by Section 227(3) of the Act, we report that:

- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

**For M M REDDY & CO.,  
Chartered Accountants  
Firm Registration No.010371S**

**Place: Hyderabad  
Date : May 30th, 2014**

**Sd/-  
M. Madhusudhana Reddy  
Partner  
Membership No.213077**

**ANNEXURE TO AUDITOR'S REPORT**

[Referred to in paragraph 3 of Auditor's Report of even date to the members of CENTURY 21ST PORTFOLIO LIMITED on the financial statements for the year ended March 31, 2014]

1. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) According to the information and explanations given to us, fixed assets were physically verified by the management during the year and no material discrepancies were noticed on such verification.  
(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the company during the year.
2. The Company does not have any inventories and accordingly the provisions of clause 4 (ii) (a), (b) and (c) of the order are not applicable to this Company.
3. The company has neither granted nor taken any loans secured or unsecured to/from companies, firms or parties covered in the register maintained under section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of fixed assets and for the sale of services. The activities of the company do not involve purchase of inventory and sale of goods. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. According to the information and explanations given to us, there have been no contracts or arrangements referred to section 301 of the Act during the year to be entered in the register required to be maintained under that section. Accordingly, commenting on transactions made in pursuance of such contracts or arrangements does not arise.
6. The company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.

7. The Company has an adequate internal audit system commensurate with its size and nature of its business.
8. The maintenance of cost records is not applicable to this company.
9. (a) According to the information and explanations given to us and the records of the company examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, and other material statutory dues as applicable with the appropriate authorities. According to the  
  
information and explanations given to us and the records of the company examined by us, excise duty and cess are not applicable to the company for the current year.  
  
(b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales-tax, wealth tax, service tax, customs duty which have not been deposited on account of any dispute.
10. The Company has accumulated losses of Rs.19.04 Lakhs as at 31st March, 2014 which is not more than 100% of net worth of the company and company not incurred cash losses during the financial year ended on that date and no loss in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of dues to banks and to the financial institutions.
12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not in the business of Nidhi/ Mutual Benefit Fund/ Societies.
14. In our opinion, the company is not a dealer or trader in shares, securities, debentures and other investments.
15. In our opinion and according to the information and explanations given to us, the company has not given guarantee for loans taken by others from banks or financial institutions during the year.

## Century 21<sup>st</sup> Portfolio Limited

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16. In our opinion and according to the information and explanation given to us, the term loan has been applied on an overall basis, for the purposes for which they are obtained.
17. On the basis of an overall examination of the balance sheet of the company, in our opinion and according to the information and explanations given to us, we report that funds raised on short-term basis have not been used for long-term investment.
18. The Company has not made any preferential allotment of shares during the year
19. The Company has not issued any debentures during the year.
20. The company has not raised any money by public issues during the year.
21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

**For M M REDDY & CO.,  
Chartered Accountants  
Firm Registration No.010371S**

**Place: Hyderabad  
Date : May 30th, 2014**

**Sd/-  
M. Madhusudhana Reddy  
Partner  
Membership No.213077**

## Century 21<sup>st</sup> Portfolio Limited

### BALANCE SHEET AS ON 31.03.2014

(All amounts in Indian Rupees except for share data or otherwise stated)

(Amount in Rs.)

Particulars	Note No.	As at	
		31-03-2014	31-03-2013
<b>EQUITY AND LIABILITIES</b>			
Shareholders' Funds			
Share Capital	1	20,709,000	20,709,000
Reserves and Surplus	2	(1,904,638)	(1,895,194)
Preference Share Warrant			-
	A	18,804,362	18,813,806
<b>Non - current liabilities</b>			
Long - term borrowings		-	-
Deferred tax liabilities (Net)		-	-
Long term provisions		-	-
	B	-	-
<b>Current liabilities</b>			
Short - term borrowings		-	-
Trade Payables	3	946,512	872,538
Short - term provisions	4	145,285	135,524
	C	1,091,797	1,008,062
<b>Total</b>	<b>(A+B+C)</b>	<b>19,896,159</b>	<b>19,821,868</b>
<b>ASSETS</b>			
Non-current assets			
Fixed assets			
(i) Tangible Assets	5	331,189	418,080
(ii) Intangible Assets			
(iii) Capital work- in- progress			
Deferred tax assets (Net)			
Long - term loans and advances	6	17,756,314	17,756,314
Non-current investments	-	-	-
Other Non- Current Assets		-	-
	A	18,087,503	18,174,394
<b>Current assets</b>			
Inventories			
Trade receivables	7	1,785,386	1,476,889
Cash and cash equivalents	8	23,270	12,597
Short - term loans and advances		-	-
Other current assets	9	-	157,988
	B	1,808,656	1,647,474
<b>Total</b>	<b>(A+B)</b>	<b>19,896,159</b>	<b>19,821,868</b>

The Notes referred to above are form an integral part of the Balance Sheet  
This is the Balance Sheet referred to in our report of even date.

For M M REDDY & CO.,  
Firm Registration Number : 010371S  
Chartered Accountants

Sd/-  
M Madhusudhana Reddy  
Partner  
Membership No. 213077  
Place : Hyderabad  
Date : 30/05/2014

For and on behalf of the Board of Directors of  
CENTURY 21ST PORTFOLIO LIMITED

Sd/-  
D. V. Surendra Babu  
Director  
(DIN: 03229560)

Sd/-  
Y. Kondal Reddy  
Director  
(DIN: 03221609)

## Century 21<sup>st</sup> Portfolio Limited

### Profit and Loss Account for the year ended

(All amounts in Indian Rupees except for share data or otherwise stated)

(Amount in Rs.)

Particulars	Note No.	Year Ended	
		31-03-2014	31-03-2013
<b>INCOME</b>			
Turnover (Gross)			
Revenue from operations		795,446	736,000
Other Income		47,520	99,000
<b>Total Revenue</b>		<b>842,966</b>	<b>835,000</b>
<b>EXPENDITURE</b>			
Operating Expenses		58,949	47,000
Administration expenses	10	706,569	715,569
Depreciation/amortization	5	86,892	83,761
<b>Total</b>		<b>852,410</b>	<b>846,330</b>
<b>Profit / (Loss) before tax</b>		(9,444)	(11,330)
Provision for taxation			
- Current Year Tax		-	-
- Deferred tax		-	-
<b>Total tax expense</b>		-	-
<b>Profit/(Loss) from continuing operations</b>		(9,444)	(11,330)
Balance brought forward from previous year		(4,228,944)	(4,217,614)
<b>Balance carried to Balance Sheet</b>		<b>(4,238,388)</b>	<b>(4,228,944)</b>
<b>Earnings per share</b>			
Basic		(0.00)	(0.01)
Weighted Average Number of Shares		2,070,900	2,070,900
Nominal value		10	10
<b>Notes to accounts</b>			

The Notes referred to above are form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our report of even date.

**For M M REDDY & CO.,**  
**Firm Registration Number : 010371S**  
**Chartered Accountants**

**For and on behalf of the Board of Directors of**  
**CENTURY 21ST PORTFOLIO LIMITED**

**Sd/-**  
**M Madhusudhana Reddy**  
**Partner**  
**Membership No. 213077**  
**Place : Hyderabad**  
**Date : 30/05/2014**

**Sd/-**  
**D. V. Surendra Babu**  
**Director**  
**(DIN: 03229560)**

**Sd/-**  
**Y. Kondal Reddy**  
**Director**  
**(DIN: 03221609)**

## Century 21<sup>st</sup> Portfolio Limited

### Cash Flow Statement for the year ended March 31, 2014

(All amounts in Indian Rupees except for share data or otherwise stated)

(Amount in Rs.)

Particulars	As at	
	31-03-2014	31-03-2013
<b>A. Cash flow from operating activities</b>		
<b>Net profit / (Loss) before tax</b>	<b>(9,444)</b>	<b>(11,330)</b>
<b>Adjustments for:</b>		
Preliminary Expences Written Off		
Depreciation	86,892	83,761
Dividend Income	-	-
Interest expense	-	-
<b>Operating profit before working capital changes</b>	<b>77,448</b>	<b>72,431</b>
<b>Movements in working capital :</b>		
Increase in Trade Receivables	(308,497)	(257,290)
Increase in inventories	-	-
Increase / (Decrease) in long loans and advances	-	-
decrease in other current assets	157,988	17,497
increase in short term provision	9,761	-
increase in Trade Payables	73,974	161,002
<b>Cash generated from /(used in) operations</b>	<b>10,674</b>	<b>(6,360)</b>
Taxes paid	-	-
<b>Net cash used in /(generated from ) operating activities</b>	<b>10,674</b>	<b>(6,360)</b>
<b>B. Cash flows from investing activities</b>		
Purchase of fixed assets	-	-
Sale of Investments	-	-
Fixed deposits	-	-
Dividends received	-	-
<b>Net cash used in investing activities</b>	<b>-</b>	<b>-</b>
<b>C. Cash flows from financing activities</b>		
Proceeds Share capital	-	-
Increase In capital reserve due to Forfeiture of shares	-	-
Proceeds from Short Term Borrowings	-	-
Interest received	-	-
Interest paid	-	-
Net cash generated from /(used in) financing activities	-	-
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>10,674</b>	<b>(6,360)</b>
Cash and cash equivalents at the beginning of the year	<b>12,597</b>	<b>18,957</b>
Cash and cash equivalents at the end of the year	<b>23,271</b>	<b>12,597</b>

The Notes referred to above are form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our report of even date.

**For M M REDDY & CO.,**

**Firm Registration Number : 010371S**

**Chartered Accountants**

**Sd/-**

**M Madhusudhana Reddy**

**Partner**

**Membership No. 213077**

**Place : Hyderabad**

**Date : 30/05/2014**

**For and on behalf of the Board of Directors of**

**CENTURY 21ST PORTFOLIO LIMITED**

**Sd/-**

**D. V. Surendra Babu**

**Director**

**(DIN: 03229560)**

**Sd/-**

**Y. Kondal Reddy**

**Director**

**(DIN: 03221609)**

# Century 21<sup>st</sup> Portfolio Limited

## Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	As at 31-3-2014 Rs.	As at 31-3-2013 Rs.
<b>Note 1 : Share Capital</b>		
Authorised: 35,00,000 Equity shares of Rs.10/- each	35,000,000	35,000,000
Issues, Subscribed and Paid up 20,70,900 Equity shares of Rs. 10/- each	20,709,000	20,709,000
<b>TOTAL</b>	20,709,000	20,709,000
<b>"Note (i) The Reconciliation of the number of shares outstanding is set out below"</b>		
Equity Share at the beginning of the year	20,709,000	20,709,000
Add: Issued during the year	-	-
<b>Equity shares at the end of the year</b>	20,709,000	20,709,000
Note (ii) The details of shareholders holding more than 5% shares:	<b>No. of Shares % of Shares</b>	<b>No. of Shares % of Shares</b>
P V Ravi Kumar	142,400 6.88%	150,000 7.24%
Appar Finance & Investment Ltd		128,325 6.20%
<b>Note 2 : Reserves and Surplus</b>		
<b>Capital Reserve</b>	2,333,750	2,333,750
Forfeiture of shares on Capital Reduction		
Profit & Loss A/c Surplus		
Balance in the statement of profit & loss	(4,228,944)	(4,217,614)
Additions during the year	(9,444)	(11,330)
	(1,904,638)	(1,895,194)

## Century 21<sup>st</sup> Portfolio Limited

### Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	As at 31-3-2014 Rs.	As at 31-3-2013 Rs.
<b>Note 3 : Trade Payables</b>		
Sundry Creditors	678,541	646,973
Expenses payable	82,544	77,497
Other Liabilities	185,427	148,068
<b>TOTAL</b>	<b>946,512</b>	<b>872,538</b>
<b>Note 4 : Short - term provisions</b>		
Provison for Expences	145,285	135,524
<b>TOTAL</b>	<b>145,285</b>	<b>135,524</b>
<b>Note 6 : Long - term loans and advances</b>		
Capital advances	-	-
Security deposits	17,756,314	17,756,314
Others	-	-
<b>TOTAL</b>	<b>17,756,314</b>	<b>17,756,314</b>
<b>Note 7 : Trade receivables</b>		
(Unsecured, considered good, unless otherwise stated)		
Debts outstanding for a period exceeding six months		
Considered good		
Considered doubtful		
Other debts		
Considered good		
	1,785,386	1,476,889
	1,785,386	1,476,889
Less: Provision for doubtful debts	-	-
<b>TOTAL</b>	<b>1,785,386</b>	<b>1,476,889</b>

## Century 21<sup>st</sup> Portfolio Limited

### Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	As at 31-3-2014 Rs.	As at 31-3-2013 Rs.
<b>Note 8 : Cash and cash equivalents</b>		
Cash on hand	21,720	11,047
Balances with Noted banks	1,550	1,550
On current accounts	-	-
On deposit accounts	-	-
<b>TOTAL</b>	<b>23,270</b>	<b>12,597</b>
<b>Note 9 : Other current assets</b>		
Prepaid Expenses	-	157,988
Dividend Recievable	-	-
Interest Receivable	-	-
	-	157,988
<b>Note 10: Administration Expenses</b>		
Salaries & Other Benefits to Employees	245000	86,000
Advertisement	19845	21,560
Communication Expenses	12165	2,670
Annual Fees -NSDL & CDSL	9,248	9,248
Electricity Charges	8546	7,730
Printing & Stationery	12151	1,034
Miscellaneous Expenses	38548	1,170
Office Rent	120000	216,000
Directors Remuneration	96000	180,000
Traveling & Conveyance	14518	3,884
Office Maintenance	15455	5,429
Listing Fees	29564	90,276
Auditors remuneration	30000	70,000
Bank Charges	546	585
Insurance	4983	4,983
Professional Charges	50000	15,000
<b>TOTAL</b>	<b>706,569</b>	<b>715,569</b>

Note 5 : Fixed Assets

Particulars	Gross Block		Depreciation /amortization		Net Block	
	As at April 1, 2013	As at Additions March 31, 2014	As at April 1, 2013	Additions March 31, 2014	As at March 31, 2014	As at March 31, 2013
1. Computers	178,9670	1,789,670	1,780,279	9,391	1,789,670	9,391
2. Furniture and Fixtures	59,653	59,653	37,888	3,776	41,664	21,765
3. Office Equipments	161,491	-	48,863	10,222	59,085	112,628
4. Vehicles	883,191	-	616,232	62,442	678,674	266,959
5. Electrical Fittings	15,000	-	7,663	1,061	8,724	7,337
<b>Total</b>	<b>2,909,005</b>	<b>2,909,005</b>	<b>2,490,925</b>	<b>86,892</b>	<b>2,577,817</b>	<b>418,080</b>
<b>Previous year</b>	<b>2,909,005</b>	<b>-</b>	<b>2,407,165</b>	<b>83,761</b>	<b>2,490,926</b>	<b>501,840</b>

**NOTE 11 :-**

**SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS:**

**I. SIGNIFICANT ACCOUNTING POLICIES:**

**1. Basis of preparation of financial statements**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) (which continues to be applicable in terms of General circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013) and other relevant provisions of the Companies Act, 1956.

Management evaluates all recently issued or revised accounting standards on an ongoing basis. The financial statements are prepared under the historical cost convention. Recognition of income and expenses, accrual basis of accounting is followed.

**2. Use of Estimates**

The preparation of financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed assets and intangible assets.

Management periodically assessed using external and internal sources whether there is an indication that an asset may be impaired. Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated. Actual results could differ from those estimates.

**3. Revenue Recognition**

Revenues from contracts priced on a time and material basis are recognized when services are rendered and related costs are incurred.

Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognised over the life of the contract

using the proportionate completion method, with contract costs determining the degree of completion.

Revenues from sale of software licences are recognised upon delivery.

Revenues from maintenance contracts are recognised pro-rata over the period of the contract.

In respect of Business Process Outsourcing (BPO) services, revenue on time and material and unit priced contracts is recognized as the related services, rendered, whereas revenue from fixed price contracts is recognized as per the proportionate completion method with contract cost determining the degree of completion.

#### **4. Expenditure**

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities.

#### **5. Fixed Assets, intangible assets and capital work-in-progress**

Fixed Assets are stated at cost, less accumulated depreciation. All direct costs are capitalized until fixed assets are ready for use including taxes, duties, freight and other incidental expenses relating to acquisition and installation. Capital work-in-progress comprises outstanding advances paid to acquire fixed assets, and the cost of fixed assets that are not yet ready for their intended use at the balance sheet date. Intangible assets are recorded at the consideration paid for acquisition.

#### **6. Depreciation and amortization**

Depreciation on fixed assets is applied on straight-line method, pro-rata for the period of usage, in accordance with the rates prescribed under schedule XIV of the Companies Act, 1956.

#### **7. Income tax**

Income taxes are computed using the tax effect accounting method, in accordance with the Accounting Standard (AS 22) "Accounting for Taxes on Income" which includes current taxes and deferred taxes. Deferred income taxes reflect the impact if current year timing differences between taxable income and accounting income for the year and the relevant of timing difference of earlier years. Deferred tax asset and liabilities are measured at the tax rates that are expected to apply to the period when the asset / liability is realized, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred Tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**8. Employee Benefits**

Liability for employee benefits, both short term and long term, for present and past services which are due as per the terms of employment are recorded in accordance with Accounting Standard (AS) 15 (revised) "Employee Benefits " issued by the Institute of Chartered Accountants of India.

Contribution to Provident Fund (a defined contribution plan) made to Regional Provident Fund Commissioner is recognized as expenses.

**9. Foreign currency transactions**

Income and expenses in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognized in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

**10. Inventories**

Raw materials, sub-assemblies and components are carried at the lower of cost and net realizable value. Cost is determined on a weighted average basis. Purchased goods-in-transit are carried at cost. Work-in-progress is carried at the lower of cost and net realizable value. Stores and spare parts are carried at lower of cost and net realizable value. Finished goods produced or purchased by the Company are carried at lower of cost and net realizable value. Cost includes direct material and labour cost and a proportion of manufacturing overheads.

**11. Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the

## Century 21<sup>st</sup> Portfolio Limited

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balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

### 12. Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

### NOTES TO ACCOUNTS:

12. Contingent Liabilities : Nil
13. The Company has no Subsidiaries.
14. Directors Remuneration: Rs. 96,000/-
15. The Company's Loans and Advance are other than Hire Purchase Advances.
16. Auditors Remuneration : Rs. 30,000/- (Last Year: Rs. 70,000/-)

### 17. Earnings per share:

In determining earnings per share, the company considers the net profit after tax and includes the past tax effect of any extraordinary/exceptional item.

Particulars	Amounts in Rupees	
	31.03.2014	31.03.2013
Weighted average number of shares outstanding	20,70,900	20,70,900
Face value of equity shares	10	10
Net Profit after tax	(9,444)	(11,330)
Earnings per share	0.00	(0.01)

## Century 21<sup>st</sup> Portfolio Limited

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12. Foreign Exchange earned and outgo  
Earnings:  
FOB Value of Exports : Rs. Nil/-  
  
Out Go:  
Expenditure in Foreign Currency : Rs. Nil/-
13. Dues to micro and small-scale industrial undertakings As at March 31, 2014 as per available information with the company, there are no dues to small scale Industrial Undertakings.
14. Related party transactions:  
As per AS-18 issued by The Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are NIL.
15. There were no employees in respect of remuneration of Rs. 24 00 000/- or more per annum or Rs. 2 00 000/- or more per month, if employed for part of the year.
16. Additional information pursuant paragraphs 3, 4C and 4D of part II of schedule of VI of the companies Act, 1956 is not applicable to the Company.
17. Financial figures have been rounded off to nearest rupee.
18. Notes 1 to 24 form part of Balance Sheet and have been authenticated.

### AS PER OUR REPORT OF EVEN DATE

For M M REDDY & CO.,  
Firm Registration Number : 010371S  
Chartered Accountants  
Sd/-  
M Madhusudhana Reddy  
Partner  
Membership No. 213077  
Place : Hyderabad  
Date : 30/05/2014

### For and on behalf of the Board of Directors of CENTURY 21ST PORTFOLIO LIMITED

Sd/-  
D. V. Surendra Babu  
Director  
(DIN: 03229560)

Sd/-  
Y. Kondal Reddy  
Director  
(DIN: 03221609)

# Century 21<sup>st</sup> Portfolio Limited

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## Form No. MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L01400TG1986PLC062463  
Name of the company: Century 21<sup>st</sup> Portfolio Limited  
Registered office: Plot No. 45, P & T Colony,  
Karkhana, Secunderabad - 500009

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....

Address :

E-mail Id :

Signature: ....., or failing him

2. Name : .....

Address:

E-mail Id :

Signature: ....., or failing him

3. Name : .....

Address:

E-mail Id:

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the company, to be held on the 29<sup>th</sup> day of September 2014 at 12.00 Noon. at Plot No.45, P & T Colony, Karkhana Road, Secunderabad – 500009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 Approval of financial statements for the year ended 31.03.2014

2 Appointment of Mr. D. V. Surendra Babu as Director who retires by rotation

3 Appointment of statutory auditors and fixation of their remuneration

## Century 21<sup>st</sup> Portfolio Limited

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- 4 Appointment of Mr. Pabbati Satyanarayana as a Director
- 5 Appointment of Mr. M Aditya Vardhan Reddy as Independent Director
- 6 Appointment of Mr. Y Kondal Reddy as Independent Director
7. Alteration of Articles of Association of the company.
8. Change of name of the company.

Signed this ..... day of..... 2014

Affix  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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### CENTURY 21<sup>ST</sup> PORTFOLIO LIMITED

Plot No. 45, P & T Colony, Karkhana, Secunderabad – 500009

#### **ATTENDANCE SLIP**

(Please present this slip at the Meeting venue)

I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the members of the company to be held on Monday, the 29th day of September, 2014 at 12.00 Noon at the registered office of the Company at Plot No.45, P & T Colony, Karkhana Road, Secunderabad - 500009.

Shareholders/Proxy's Signature \_\_\_\_\_

Shareholders/Proxy's full name \_\_\_\_\_  
(In block letters)

Folio No. / Client ID \_\_\_\_\_

No. of shares held \_\_\_\_\_

#### Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

*If undelivered please return to :*

**Century 21st Portfolio Limited**

Plot No. 45, P & T Colony,  
Karkhana, Secunderabad - 500009.