

**CENTURY 21st
PORTFOLIO LIMITED**

**28th
ANNUAL REPORT
2013-2014**

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Century 21st Portfolio Limited

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 21st Portfolio Limited

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Shareholders of M/s Century 21st Portfolio Limited will 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 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st 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 17th 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 31st 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
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).