CENTURY 21ST PORTFOLIO LIMITED

26th ANNUAL REPORT
2011-2012

CONTENTS

1. Corporate Information
2. Notice of Annual General Meeting
3. Directors' Report
4. Auditor's Report
5. Annexure to Auditor's Report
6. Balance Sheet
7. Profit and Loss Account
8. Cash Flow Statement
9. Notes to Accounts
10. Significant Accounting Policies and Notes to Accounts
11. Proxy Form & Attendance Slip

CORPORATE INFORMATION

Board of Directors:

1. Mr. Hemraj Baid	—	Director
2. Mr. K. Ravi Kumar	—	Director
3. Mr. Y. Kondal Reddy	—	Director
4. Mr. D.V.Surendra Babu	—	Director

Registered Office:

8-2-682/3/A&B, Suite No.404,
Mayfair Gardens, Road No.12,
Banjara Hills, Hyderabad- 500034.

Auditors:

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

Bankers:

HDFC Bank
Road No. 1, Banjara Hills,
Hyderabad - 500 034.
SBH
Secunderabad.

Listed At:

1) Bombay Stock Exchange 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.

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Shareholders of Century 21st Portfolio Limited will be held on Monday the 24th day of September, 2012 at 12.00 noon, at 8-2-682/3/A&B,Suite 404, Mayfair Gardens, Road No.12,Banjara Hills, Hyderabad - 500034, to transact the following of business:

ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report, the Audited Profit and Loss Account and the Cash Flow statement for the year ended 31st March, 2012, and the Balance Sheet as at that date.
2. To appoint a director in place of Mr. K. Ravi Kumar who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions of the Companies Act, 1956 and Rules framed there under, the existing Articles of Association of the Company be and is hereby amended as under :

   i) After Article 67 of the Articles of Association of the Company, the following new a shall be inserted:

   67a: The Board may provide video conference facility and/or other permissible electronic mode of communication to the shareholders of the Company for participating in General Meetings of the Company. Such participation by the shareholders at General Meetings of the Company through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force.

   ii) After Article 104 of the Articles of Association of the Company, the following new Article 104a is inserted:

   104a:Directors may participate in Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible electronic mode of communication. Such participation by the Directors at Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force."

"FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or any person which the Board may nominate/constitute to exercise its powers, including the powers by this Resolution) be and is hereby authorized to carry out the abovementioned amendments in the existing Articles of Association of the Company and that the Board may take all such steps as may be necessary to give effect to this Resolution."

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

Place: Hyderabad
Date: 14.08.2012

K. Ravi Kumar
Director

NOTES:

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING**.
3. The Register of Members and Share Transfer Books of the Company will be closed from 21.09.2012 to24.09.2012 (Both days Inclusive).
4. Members are requested to produce the Attendance Slip duly signed as per the Specimen Signature recorded with the Company/Depository Participant for admission to the meeting hall.
5. Members are requested to notify immediately any change in their address to the Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
6. A Member desirous of receiving any information on the accounts or operations of the company is requested to forward his/her queries to the Company at least 7 working days prior to the meeting, so that the required information can made available at the meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e. Electric/Telephone Bill, Driving License or a copy of passport and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA without any delay.

8. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP IDs for easier identification of attendance at the meeting.
9. It shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company / RTAs for registration of such transfer of shares, for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed companies.
10. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 53 of the Companies Act, 1956. Keeping in view shareholders are requested to update their E-Mail ID with their DP.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item 4:

The Ministry of Corporate Affairs (MCA), Government of India, New Delhi vide General Circulars No.27/2011 and 28/2011 dated May 20, 2011 and Circular No. 35/2011 dated June 06, 2012 have permitted the companies to hold Board Meetings and Shareholders' Meetings through video conference facility, as part of the Green Initiatives under Corporate Governance.

Further, MCA vide Circular No. 72/2011 dated December 27, 2011 made the video conference facility at the Shareholders' Meetings optional to the Company. In order to provide video conference facility to its Directors and Shareholders, your Company has been advised to carry out necessary amendments in the existing Articles of Association of the Company by inserting enabling provisions. In terms of Section 31 of the Companies Act, 1956, approval of the Members by way of a Special Resolution is required to amend the Articles of Association of the Company.

The Articles of Association with alterations proposed therein as referred to in the Notice shall be available for inspection by the Members at the Registered Office of the Company any working day during usual business hours up to the date of the Meeting and will also be available at this Annual General Meeting.

Accordingly, your Board recommends passing of the Resolution No.4 as a Special Resolution.

None of the Directors are interested or concerned in this Resolution.

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

Place: Hyderabad
Date: 14.08.2012

K. Ravi Kumar
Director