

CENTURY 21ST PORTFOLIO LIMITED

**27th ANNUAL REPORT
2012-2013**

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CORPORATE INFORMATION

Board of Directors:

- | | | |
|--------------------------|---|----------|
| 1. Mr. K. Ravi Kumar | — | Director |
| 2. Mr. Y. Kondal Reddy | — | Director |
| 3. 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.

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.

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Shareholders of Century 21st Portfolio Limited will be held on Saturday the 28th day of September, 2013 at 3.00 P.M. at Plot No.45, 2nd Floor, P & T Colony, Karkhana Road, Secunderabad-500009 to transact the following 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, 2013, and the Balance Sheet as at that date.
2. To appoint a director in place of Mr. Y. Kondal Reddy 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 at a remuneration fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modifications as special resolution

“RESOLVED THAT subject to the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956, and the rules framed there under, listing agreement, SEBI (Delisting of Securities) Guidelines, 2003, as amended from time to time and such other applicable laws, rules, regulations and guidelines, and subject to such approvals, permission and sanctions, as may be necessary, the Board of directors of the company be and is hereby authorised to seek voluntarily delisting of its securities from Ludhiana Stock Exchange Limited, Delhi Stock Exchange and Ahmedabad Stock Exchange Limited .”

“RESOLVED FURTHER THAT the securities of the company shall continue to be listed on the stock exchange having nationwide trading terminals viz. the Stock Exchange, Mumbai (BSE Limited) and therefore as per the said guidelines issued by the Securities and Exchange Board of India, no exit opportunity need to be given to the shareholders of the company.”

“RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable and to execute all such deeds and documents as may be considered necessary and expedient to give effect to the above said resolution.”

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

Place: Hyderabad
Date: 14.08.2013

Sd/-
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 26.09.2013 to 28.09.2013 (Both days Inclusive).
4. 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.
5. 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.
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 desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to send the same to the office of the Registrar and Transfer Agent of the Company.
8. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
9. 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.
10. 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 Private Limited, Share Transfer Agents of the Company for their doing the needful.

11. 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 no. 4: Voluntary Delisting of Securities from Delhi Stock Exchange Limited, Ahmedabad Stock Exchange Limited and Ludhiana Stock Exchange Limited:

The Securities & Exchange Board of India (SEBI) notified guidelines for voluntary delisting of securities from the stock exchanges. As per clause 5.2 of SEBI (Delisting of Securities) Guidelines, 2003 an exit opportunity to the shareholders need not be given where securities of the company remain listed on the stock exchange having nationwide trading terminal, i.e., The Stock Exchange, Mumbai (BSE Ltd), the National Stock Exchange of India and any other stock exchange that may be specified by SEBI in this regard.

At present the equity shares of the company are listed at The Stock Exchange, Mumbai (BSE Limited), Delhi Stock Exchange Limited, Ludhiana Stock Exchange Limited and Ahmedabad Stock Exchange Limited. Considering nil trading and as a part of its cost reduction measure, the consent of members is sought for getting its securities delisted from Delhi Stock Exchange Limited, Ahmedabad Stock Exchange Limited and Ludhiana Stock Exchange Limited as proposed in the special resolution. The securities of the company shall continue to be listed on the BSE Ltd.

The Board recommends the resolution for approval of members.

None of the directors is, in any way, concerned or interested in the said resolution.

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

Sd/-

K. Ravi Kumar
Director

Place: Hyderabad
Date: 14.08.2013

DIRECTORS' REPORT

To,
The Members

We have pleasure in presenting the 27th Annual Report with Audited Statements of Accounts for the year ended 31st March 2013.

FINANCIAL HIGHLIGHTS AND OPERATIONS

The operating results for the year are as follows:

(Rupees in Lakhs)

Particulars	2012-2013	2011-12
Total Income	8.35	21.33
Profit/(Loss) before Interest and Depreciation	1.20	2.28
Interest and Financial Charges	—	—
Depreciation and other Write-offs	0.83	1.60
Profit/(Loss) before tax	0.37	0.68
Provision for current tax and deferred tax	—	—
Profit/(Loss) after tax	0.37	0.68
Add: Balance Brought forward	(42.17)	(42.85)
Balance carried forward	(41.80)	(42.17)

OPERATIONS:

During the year 2012-13, the Company had made revenue of Rs. 8.35 Lakhs against which the company earned a net profit of Rs. 0.37 Lakhs as compared to the revenue of Rs. 21.33 Lakhs against a net profit of Rs. 0.68 Lakhs in the previous year 2011-12.

DIVIDEND:

Keeping in view the financial position of the Company, your Directors expressed inability to recommend dividend for the financial year 2012-13.

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.

PROPOSED DELISTING OF SECURITIES :

Considering nil trading and as a part of its cost reduction measure, your Directors recommend for members approval the proposed De-listing of shares at 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:

In accordance with the Companies Act, 1956 read with Articles of Association of the company the Director namely Mr.Y.Kondal Reddy retires by rotation and being eligible, offers himself for re-appointment at this ensuring Annual General Meeting. Your Directors recommend his re-appointment.

During the year, Mr. Hemraj Baid resigned from the Board w.e.f 19.10.2012. The Board placed on record its sincere appreciation for the valuable services rendered by him during his tenure as Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 217(2AA) of the Companies Amendment Act, 2000 your directors confirm

1. That the directors in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanations relating to material departures.
2. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year.
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and deleting fraud and other irregularities.
4. That the directors had prepared the annual accounts on the going concern basis.

Compliance Certificate :

Your company has obtained a Secretarial Compliance Certificate under proviso to subsection (1) of section 383A of Companies Act, 1956 from a practising Company Secretary and the same is enclosed with this report as 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.