

CENTURY 21ST PORTFOLIO LIMITED

Regd. Office : 404, Mayfair Gardens, Road No. 12, Banjara Hills, Hyderabad-500 034 (A.P.)

NOTICE

Dear Shareholders,

Notice is hereby given that an Extra-Ordinary General Meeting (EOGM) of the Members of the Company will be held on Friday, the 25th day of April 2014 at Plot No.45, 2nd Floor, P & T Colony, Karkhana Road, Secunderabad – 500 009 (A.P.) at 11.30 AM to transact the following special business :-

1. To increase Authorized Capital of the Company.
2. To alter and substitute Capital Clauses of Memorandum of Association & Articles of Association to give effect of increase in Authorized Capital.
3. To issue and allot up to 41,00,000 Equity Shares of ₹ 10/- each on Preferential basis to Non-Promoters group subject to approval of appropriate authorities including Members of the Company.

SPECIAL BUSINESS :

INCREASE IN AUTHORIZED CAPITAL

1. To Consider, and if thought fit, to pass with or without modification(s), the following Resolution a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 16, 86, 94 and all other applicable provisions, if any, of the Companies Act, 1956, as amended up to date (including any statutory modification(s) or re-enactments thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from ₹ 350,00,000/- (₹ Three Crore Fifty Lac Only) comprising of 35,00,000 (Thirty Five Lac) Equity Shares of ₹ 10/- (Rs. Ten) each to ₹ 7,00,00,000/- (₹ Seven Crore) Only divided into 70,00,000 (Seventy Lac) Equity shares of ₹ 10/- (₹ Ten) each.

ALTERNATION IN MEMORANDUM OF ASSOCIATION & ARTICLES OF ASSOCIATION

2. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :

“**RESOLVED THAT** in accordance with the provisions of Section 16, 31 and all other applicable provisions, if any, of the Companies Act, 1956, as amended up to date (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, the existing clauses of the Memorandum of Association of the Company and of the Articles of Association of the Company be and here by substituted as follows:

“The Authorized Share Capital of the Company is ₹ 7,00,00,000/- (₹ Seven Crore) Only divided into 70,00,000 (Seventy Lac) Equity shares of ₹ 10/- (₹ Ten) each with power to increase and reduce the Capital, to divide the share in the Capital for the time being into several classes and respectively such preferential, or Special rights thereto attach privileges and conditions as may determined by or in accordance with the regulations of the companies Act, 1956 and to vary, modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company and consolidate or sub-divide the shares and issue shares of higher denomination.”

FURTHER ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

3. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :

“**RESOLVED THAT** pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company and the applicable provisions of Securities and Exchange Board of India, (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 (hereinafter referred to as ICDR Regulations) and clarifications thereon issued from time to time and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the appropriate authorities (hereinafter referred to as “the appropriate Authorities”) and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the “requisite approvals”), and which may be agreed to by the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any committee which the Board may have constituted

or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized to create, offer, issue and allot not more than 41,00,000 (Forty One Lac) Equity Shares of ₹ 10/- (₹ Ten) each, from time to time in one or more tranches, Equity Shares entitling to apply for Equity Shares to be subscribed by Individuals or Other Entities, whether or not such Investors are Members of the Company, under a preferential issue through offer letter and/or circular and/or such other documents / writings, in such a manner or such terms and conditions as may be determined by the Board in its absolute discretion, provided that the price of the Equity Shares so issued shall be ₹ 22/- (₹ Twenty Two) per Equity Share including premium of ₹ 12/- (₹ Twelve) per share in one or more tranches and in the manner as may be decided by the Board.”

“RESOLVED FURTHER THAT

- i. The relevant date for the purpose of calculating the issue price of the above mentioned new Equity Shares in accordance with the SEBI (ICDR) Regulations, 2009 relating to the preferential issue is 26th March 2014, being the 30 days prior to 25th April 2014 (i.e. the 30 days prior to the date on which the meeting of the Shareholders is being held in term of Section 81(1A) of the Companies Act 1956, to consider the proposed Issue).
- ii. The Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company.
- iii. The new Equity Shares to be allotted to the Investors shall be subject to a lock-in period of one year in accordance with Regulation 78 of SEBI ICDR Regulations, 2009.
- iv. The Board be and is hereby authorized to accept any modification(s) to or to modify the terms of issue of the said new Equity Shares subject to the provisions of Companies Act, 1956, and SEBI guidelines/Regulations, without being required to seek any further consent or approval of the Company in General Meeting.
- v. For the purpose of giving effect to these resolutions, the Board be and is hereby authorized to do all acts, deeds and things at the Board may in its absolute discretion consider necessary, proper, desirable and appropriate for making the said issue as aforesaid and to settle any question, difficulty or doubt that may arise in this regard, in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or the Managing Director or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.”

By order of the Board of Directors
S/d

Place : Hyderabad
Date : 31st March 2014

D. V. Surendra Babu
Director

NOTES :

1. A Member entitled to attend and Vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself. A Proxy need not be a member.
2. Proxy Form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 Hours before the meeting.
3. The explanatory statement pursuant to section 102 of the Companies Act, 2013 for the items of Special Business is annexed hereto.
4. Members/Proxies should bring their copy of Notice and Attendance Slip duly filled in for attending the meeting.
5. All documents, referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 AM to 4.00 PM up to the date of the Extra-Ordinary General Meeting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

The Company, in order to meet its growth objectives and strengthen its financial positions and to implement its expansion plan, requires long-term resources by issuing Equity Shares. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company from ₹ 3.50 Crore to ₹ 7.00 Crore and for that purpose the Memorandum of Association and

Articles of Association of the Company are proposed to be suitably altered as set out at item No. 1 and 2 of accompanying Notice.

The provisions of Companies Act, 1956 require the Company to seek the approval of the Members for increase in the Authorized Share Capital and for the alteration of Capital Clause of the Memorandum of Association and of the Articles of Association of the Company.

The Board of Directors accordingly recommends the resolutions set out at item No. 1 & 2 of the accompanying Notice for approval of the Members. Your approval is sought in terms of the provisions of Companies Act, 1956.

None of the Directors, key managerial personnel and their relatives are concerned or interested in the above said resolution.

ITEM NO. 3

The Board of Directors of the Company at its Meeting held on 31st March 2014 have resolved to issue and offer for subscription and allot up to 41,00,000 Equity Shares to several parties belonging to the Non-Promoters group particulars of whom are given hereinafter. The price of the Equity Shares so issued shall be ₹ 22/- including Premium of ₹ 12/- per Share, which is higher than that arrived at pursuant to SEBI (ICDR) Regulations, 2009 and certified by the Company's Auditors. The proposed Preferential Allotment as aforesaid would not result in any change in control of the Company.

Since Equity Shares are proposed to be issued on private placement basis and not on rights basis to the new shareholders of the Company, consent of the shareholders by a Special Resolution is necessary in terms of Section 81(1A) of the Companies Act, 1956. Moreover since the Equity Shares of the Company are listed on BSE Ltd. (BSE), the provisions of Securities & Exchange Board of India, SEBI (ICDR) Regulations, 2009 in so far as related to Preferential Issue are also applicable to this issue.

As required under the SEBI (ICDR) Regulations, 2009, the following salient features in relation to the Issue of Shares may be noted as under :-

1. **Pricing of Equity Shares & Relevant Date** : Each Equity Share of the face value of ₹ 10/- shall be issued at a price of ₹ 22/- including premium of ₹ 12/- per Equity Share. Such Price has been arrived at with respect of relevant date that is 26th March 2014 as prescribed under the SEBI (ICDR) Regulations, 2009.

The "relevant date" which is 26th March, 2014 as mentioned in the Resolution is the date which is 30 days prior to the date of the Extra-Ordinary General Meeting wherein the Resolutions have been passed. In terms of Clause 76 of said Guidelines the price at which the Equity Shares issued on preferential basis shall not be less than higher of the following:

- a. The average of weekly high and low of the closing prices of the related shares quoted on the Stock Exchange during the six months preceding the relevant date; or
- b. The average of weekly high and low of the closing prices of the related shares on the Stock Exchange during the two weeks preceding the relevant date.

"Stock Exchange" for the purpose of this clause means any of the recognized stock exchange i.e. BSE Ltd. on which the shares are listed and in which highest trading volume in respect of the shares of the Company has been recorded during the six months preceding the relevant date.

2. **Utilization of Proceeds** : The proceeds of the issue of shares will be utilized in the business of the Company and in order to meet its growth objectives and strengthen its financial positions and to implement its expansion plan, and for the requirement long-term resources.

3. **Proposal of the Promoters, Directors, Key Management persons to subscribe to this Offer** : None of the Promoters, Directors and Key Management Persons intends to subscribe the new Equity issue.

4. **Auditors' Certificate** : Copies of the Certificates from Statutory Auditors of the Company as per SEBI ICDR Regulations 2009 shall be placed before the Shareholders meeting.

5. **Proposed Time within which Allotment shall be completed** : The Allotment of Equity Shares is expected to be completed within 15 (Fifteen) days of the date of passing the above Resolution provided that where the Allotment is pending on account of pendency of any approval of such Allotment by any Regulatory Authority or the Central Government, the Allotment is expected to be completed within 15(Fifteen) days from the date of receipt of such approval.

6. **Lock-in Provisions** : The Equity Shares be allotted to the proposed Allottees shall be subject to "lock-in" for the period of 1 year from the date of trading approval from all the stock exchanges where the securities of the Company are listed.

7. Identity of the natural persons and the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control; the proposed allottees and percentage or pre and post preferential issue capital that may be held by them: :-

No.	Name of Proposed Allottees	Name of Ultimate Beneficial Owner	Pre – Issue Holding		Category	No. of Shares	% (Post Issue)
			Shares	% of Shares			
1.	A. Padma	A. Padma	Nil	Nil	Non Promoter	50,000	0.81%
2.	Aarti Singal	Aarti Singal	Nil	Nil	Non Promoter	200,000	3.24%
3.	Abid Hasan Mushrif	Abid Hasan Mushrif	Nil	Nil	Non Promoter	50,000	0.81%
4.	Aditya Sah (HUF)	1. Aditya Shah 2. Chaitali Shah 3. Tanaay Shah 4. Nikhil Shah	Nil	Nil	Non Promoter	50,000	0.81%
5.	Anekant Arvind Jain	Anekant Arvind Jain	Nil	Nil	Non Promoter	50,000	0.81%
6.	Aniket Singal	Aniket Singal	Nil	Nil	Non Promoter	200,000	3.24%
7.	Anku Bala Goel	Anku Bala Goel	Nil	Nil	Non Promoter	50,000	0.81%
8.	Ashish Bansal	Ashish Bansal	Nil	Nil	Non Promoter	50,000	0.81%
9.	Ashish Begwani (HUF)	1. Ashish Begwani 2. Sangeeta Begwani 3. Ayush Begwani 4. Ayusha Begwani	Nil	Nil	Non Promoter	50,000	0.81%
10.	Biren N Vaidya	Biren N Vaidya	Nil	Nil	Non Promoter	50,000	0.81%
11.	C.Soma Sekhar Rao	C.Soma Sekhar Rao	Nil	Nil	Non Promoter	150,000	2.43%
12.	Ch. Purnachandar Rao	Ch. Purnachandar Rao	Nil	Nil	Non Promoter	150,000	2.43%
13.	Ghazala Shehroz Malik	Ghazala Shehroz Malik	Nil	Nil	Non Promoter	50,000	0.81%
14.	Hansa Devi Agarwal	Hansa Devi Agarwal	Nil	Nil	Non Promoter	50,000	0.81%
15.	Hemendra Kr. Sharma	Hemendra Kr. Sharma	Nil	Nil	Non Promoter	50,000	0.81%
16.	K V Sai Ranjan	K V Sai Ranjan	Nil	Nil	Non Promoter	150,000	2.43%
17.	M.Geetha Sree	M.Geetha Sree	Nil	Nil	Non Promoter	150,000	2.43%
18.	M.Sreenivas	M.Sreenivas	Nil	Nil	Non Promoter	150,000	2.43%
19.	Mahesh Kumar	Mahesh Kumar	Nil	Nil	Non Promoter	50,000	0.81%
20.	Manjula Popat	Manjula Popat	Nil	Nil	Non Promoter	100,000	1.62%
21.	Mulchand Maloo	Mulchand Maloo	Nil	Nil	Non Promoter	50,000	0.81%
22.	Munni Devi Agarwal	Munni Devi Agarwal	Nil	Nil	Non Promoter	50,000	0.81%
23.	Neeru Goel	Neeru Goel	Nil	Nil	Non Promoter	50,000	0.81%
24.	Neetu Goel	Neetu Goel	Nil	Nil	Non Promoter	50,000	0.81%
25.	Pawan Kr. Agarwal	Pawan Kr. Agarwal	Nil	Nil	Non Promoter	50,000	0.81%
26.	Pradeep Agrawal	Pradeep Agrawal	Nil	Nil	Non Promoter	50,000	0.81%
27.	Preeti Kapadia	Preeti Kapadia	Nil	Nil	Non Promoter	50,000	0.81%
28.	Purnima Rajeev Sheth	Purnima Rajeev Sheth	Nil	Nil	Non Promoter	50,000	0.81%
29.	Rahila Saeed Malik	Rahila Saeed Malik	Nil	Nil	Non Promoter	50,000	0.81%
30.	Rahul Manish Kapadia	Rahul Manish Kapadia	Nil	Nil	Non Promoter	50,000	0.81%
31.	Rama Devi Kalangi	Rama Devi Kalangi	Nil	Nil	Non Promoter	150,000	2.43%
32.	Ritu Aggarwal	Ritu Aggarwal	Nil	Nil	Non Promoter	50,000	0.81%
33.	Ruchi Gupta	Ruchi Gupta	Nil	Nil	Non Promoter	50,000	0.81%
34.	Saeed Ahmed Z H Malik	Saeed Ahmed Z H Malik	Nil	Nil	Non Promoter	50,000	0.81%
35.	Sangeeta Begwani	Sangeeta Begwani	Nil	Nil	Non Promoter	50,000	0.81%
36.	Sanjay Singal	Sanjay Singal	Nil	Nil	Non Promoter	200,000	3.24%
37.	Sanjay Singal (HUF)	1. Sanjay Singal 2. Aarti Singal 3. Aniket Singal	Nil	Nil	Non Promoter	200,000	3.24%
38.	Shital Biren Vaidya	Shital Biren Vaidya	Nil	Nil	Non Promoter	50,000	0.81%
39.	Siva Rama Krishna Rao Kalangi	Siva Rama Krishna Rao Kalangi	Nil	Nil	Non Promoter	150,000	2.43%
40.	Subbaiah Choudary Koneru	Subbaiah Choudary Koneru	Nil	Nil	Non Promoter	150,000	2.43%
41.	Sulochna Goel	Sulochna Goel	Nil	Nil	Non Promoter	50,000	0.81%
42.	Vandana Somani	Vandana Somani	Nil	Nil	Non Promoter	50,000	0.81%

43.	Vijay Kumar Yerram	Vijay Kumar Yerram	Nil	Nil	Non Promoter	150,000	2.43%
44.	Vikash Kumar Maloo	Vikash Kumar Maloo	Nil	Nil	Non Promoter	50,000	0.81%
45.	Vinay K Dewani	Vinay K Dewani	Nil	Nil	Non Promoter	50,000	0.81%
46.	Vinod Kumar Agarwal (HUF)	1. Vinod Kr. Agarwal 2. Neenadevi Agarwal 3. Tapan Agarwal	Nil	Nil	Non Promoter	50,000	0.81%
47.	Vivek Sah (HUF)	1. Vivek Shah 2. Asha Shah 3. Malhaar Shah 4. Ranay Shah	Nil	Nil	Non Promoter	50,000	0.81%
48.	Yakkali Bhargavi	Yakkali Bhargavi	Nil	Nil	Non Promoter	50,000	0.81%
49.	Yerram Vanitha	Yerram Vanitha	Nil	Nil	Non Promoter	150,000	2.43%
Total						41,00,000	66.44%

8. **Shareholding Pattern** : Shareholding Pattern before or after the Preferential Allotment (assuming full allotment of Equity Shares arising out of the Securities issued as above is given below :

Category		Pre Issue		Post Issue	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters' Holding				
	1. Promoters				
	- Indian Promoters	147300	7.11	147300	2.39
	2. Persons Acting in Concert	0	0.00	0	0.00
	Sub-Total	147300	7.11	147300	2.39
B	Non-Promoters' Holding				
	1. Institutional Investors				
	- Mutual Funds & UTI	0	0.00	0	0.00
	- Banks & Financial Institutions	0	0.00	0	0.00
	- FIIs	0	0.00	0	0.00
	Sub-Total	0	0.00	0	0.00
	2. Others				
	- Private Corporate Bodies	104273	5.04	104273	1.69
	- Indian Public	1777526	85.83	5877526	95.25
	- NRIs/OCBs	0	0.00	0	0.00
	- Trust	0	0.00	0	0.00
	- Clearing Members	41801	2.02	41801	0.68
	Sub-Total	1923600	92.89	6023600	97.61
	Grand Total	2070900	100.00	6170900	100.00

9. **Undertaking from the Company regarding re-computation of Price of the Equity Shares in terms of the provisions of these Regulations** : The Company undertakes to re-compute the Price of Equity Shares in terms of the provisions of these Regulations.

10. **Undertaking that if the amount payable on account of the re-computation of the price is not paid within the time stipulated in these Regulations, the specified Securities shall continue to be locked-in till the time such amount is paid by the Allottee** : The Company undertakes that if the amount payable on account of the re computation of the price is not paid within the time stipulated in these Regulations, the specified Securities shall continue to be locked-in till the time such amount is paid by the Allottee.

The Board of Directors has already approved the issue and allotment of Equity Shares on a Preferential basis to the proposed Allottee.

None of the Directors, key managerial personnel and their relatives are concerned or interested in the above said resolution.

The Board of Directors recommends the resolution set out at the accompanying Notice for the approval of the Members.

By order of the Board of Directors
S/d

Place : Hyderabad
Date : 31st March 2014

D. V. Surendra Babu
Director

CENTURY 21ST PORTFOLIO LIMITED

Regd. Office : 404, Mayfair Gardens, Road No. 12, Banjara Hills, Hyderabad-500 034 (A.P.)

PROXY FORM

I/We _____ resident of _____
in the district of _____ being member/members of the above
named Company, hereby appoint _____
resident of _____ in the district of _____
or failing him _____ resident of _____
_____ in the district of _____ as my/our proxy to
attend and vote for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company to be
held on Friday, the 25th day of April 2014 at 11.30 A.M., at Plot No.45, 2nd Floor, P & T Colony,
Karkhana Road, Secunderabad – 500 009 (A.P.) and any adjournment thereof.

Registered Folio No./DP-Client ID _____ No. of Shares held _____

Signed on this _____ day of _____ 2014

Signed by the said _____

Signature of Proxy _____

Attested by Shareholder _____

Affix Revenue Stamp



CENTURY 21ST PORTFOLIO LIMITED

Regd. Office : 404, Mayfair Gardens, Road No. 12, Banjara Hills, Hyderabad-500 034 (A.P.)

ATTENDANCE SLIP

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Friday, the
25th day of April 2014 at 11.30 A.M., at Plot No.45, 2nd Floor, P & T Colony, Karkhana Road,
Secunderabad – 500 009 (A.P.).

Name of Shareholder/s _____

Father/Husband's Name _____

Name of Proxy or Company Representative _____

Registered Folio No. / DP-Client ID _____ No. of Shares held _____

Signature of the Shareholder(s) or Proxy or Company Representative _____