

Citadel Realty And Developers Limited

50TH ANNUAL REPORT

2009-2010

CITADEL REALTY AND DEVELOPERS LIMITED

DIRECTORS

MR. V. B. HARIBHAKTI

MR. CHETAN R. SHAH

MR. NILESH DAND

MR. S. K. DIWANJI

MR. SUNDARAM RAMAMURTHI

AUDITORS

Bipin B. Shah & Co.

Chartered Accountants

REGISTERED OFFICE

"Futurex"
N. M. Joshi Marg
Lower Parel (West)
Mumbai - 400 013.

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CITADEL REALTY AND DEVELOPERS LIMITED
NOTICE OF THE FIFTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that FIFTIETH ANNUAL GENERAL MEETING of the Members of CITADEL REALTY AND DEVELOPERS LIMITED (formerly known as ROHIT PULP & PAPER MILLS LIMITED) will be held at Kilachand Conference Room, Second Floor, Indian Merchants Chamber, Churchgate, Mumbai 400 020 , on Thursday, the 23rd September 2010, at 3.30 p.m. to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2010 and the Balance Sheet as at 31st March, 2010 and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr.S. Ramamurthi, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors to hold Office from the conclusion of this Annual General Meeting till the conclusion of the next 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 Mr. Chetan R. Shah, who was appointed as an Additional Director on 14th January, 2010 and who holds such office up to the date of this Annual General Meeting under Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Regd. Office :
Marathon Nextgen
Ganpatrao Kadam Marg
Lower Parel
Mumbai 400013

By Order of the Board

NILESH D. DAND
DIRECTOR

Date : 26th May, 2010

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING MAY APPOINT A PROXY, WHO NEED NOT BE A MEMBER, TO ATTEND AND TO VOTE ON HIS / HER BEHALF. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
3. Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and Share Transfer Books shall remain closed from 16th September 2010 to 23rd September 2010 (both days inclusive)

CITADEL REALTY AND DEVELOPERS LIMITED

REQUEST TO MEMBERS :

- Members are requested to notify immediately, changes in their address, if any, to the Company's Registrar & Transfer Agents, quoting their folio numbers.
- To avoid multiple communications, please intimate to Registrar & Transfer Agents about consolidation, if any, of the shares held under more than one folio number by you singly or jointly with others in the same sequence. Please also send relevant Share Certificates for the purpose.
- Members / Proxy holders are requested to produce at the entrance, attendance slips duly completed and signed for admission to the Meeting Hall.
- Members are requested to bring their copies of the annual report to the Meeting as the Company has discontinued the practice of providing another copy in view of the increased cost of paper and printing.
- Since the equity shares of the Company are now Dematerialized. NSDL & CDSL have allotted ISIN (International Security Identification Number) INE906D01014 for the Company's Shares.
- Members who hold shares in Dematerialized form are requested to bring their client ID and DP ID numbers for easy identification for attendance at the Meeting.

Name of the Director	Mr.Chetan R.Shah	Mr.S. Ramamurthi
Age	54 Years	58 Years
Date of Appointment	14-01-2010	28-03-2007
Qualification	B.Tech. (Civil Engineering) from IIT Bombay and M.S. (Structural Engineering) from University of Houston, USA.	B.A., A.C.A. Post Graduate Degree in System Management from the Jamnalal Bajaj Institute of Management.
Expertise in specific function area	Construction of residential, commercial and industrial buildings; responsible for implementing Projects in Mumbai.	Experience in corporate finance and allied matters.
Other public companies in which membership of Committees of Directors held	Marathon Nextgen Realty Limited : Member of Audit Committee	Marathon Nextgen Realty Limited : Member of Share Transfer Committee & Borrowing Committee
No.of shares held as on 31st March, 2010	6,22,900	Nil
Directorship held in other Public Companies	Marathon Nextgen Realty Limited	Marathon Nextgen Realty Limited

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No.4 :

Appointment of Mr.Chetan R. Shah as Director

The Board of Directors at its meeting held on 14th January, 2010 had appointed Mr.Chetan R. Shah as an Additional Director of the Company. Pursuant to Section 260 of the Companies Act, 1956, he holds office upto the date of the forthcoming Annual General Meeting. Notice along with the necessary deposit of Rs.500/- has been received from a member under Section 257 of the Companies Act, 1956 proposing the appointment of Mr.Chetan R. Shah as Director of the Company.

Information required under Clause 49 VIA of the Listing Agreement

The Particulars of Directors who are proposed to be appointed / reappointed at the ensuing Annual General Meeting are given below pursuant to Clause 49 of the Listing Agreement.

Regd. Office :
Marathon Nextgen
Ganpatrao Kadam Marg
Lower Parel
Mumbai 400013.

By Order of the Board

NILESH D. DAND
DIRECTOR

Date : 26th May, 2010

CITADEL REALTY AND DEVELOPERS LIMITED

DIRECTORS' REPORT

The Directors take pleasure in presenting before the shareholders the Fiftieth Annual Report together with the audited statement of accounts of the Company for the year ended 31st March, 2010.

During the year under review the real estate sector showed considerable signs of improvement especially in the housing segments. The future business of your company would be concentrated in this sector. However the Balance Sheet of your company is currently not strong enough to embark in this sector on a stand alone basis and accordingly one of the associates of the Company is negotiating for the development of a project near Bhandup in which your company would be involved within the umbrella of the Group.

FINANCIAL RESULTS:

During the year under review the company posted a loss of Rs. 9.73 lakhs as against a loss of Rs.11.60 lakhs incurred during the previous year.

OPERATIONS:

The Company has not carried out any commercial activity during the year under review.

DIRECTORS :

At the meeting of the Board of Directors held on 14th January, 2010, Mr. Chetan R. Shah was appointed as an Additional Director of the Company. Pursuant to Section 260 of the Companies Act, 1956 Mr. Shah would hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Shah for office of Director, liable to retire by rotation. Mr. Shah is the Chairman and Managing Director of the Marathon Nextgen Realty Ltd. and brings with him wealth of experience in the realty sector. The company would benefit enormously in its association with Mr. Shah.

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. S. Ramamurthi retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

In view of certain technical factors the allotment of preferential allotment of Equity Shares has been withdrawn.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms :-

- i. That in the preparation of the accounts for the year ended 31st March 2010, the applicable accounting standards have been followed;
- ii. That appropriate accounting policies have been selected and applied consistently and reasonably so as to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for the year under review, as at 31st March, 2010;
- iii. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv. That the annual accounts for the year ended 31st March, 2010 have been prepared on the basis that the Company is "Going Concern".

DISCLOSURE UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956:

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable.

CORPORATE GOVERNANCE :

As required by Clause 49 of the Listing Agreement, Corporate Governance Report together with a certificate of compliance from practicing Company Secretary is attached as Annexure 1 to this report.

PARTICULARS OF EMPLOYEES :

In view of the cessation of operations the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rules, 1975 as amended from time to time is not applicable.

AUDITORS :

The Auditors of the Company, M/s.Bipin B. Shah & Company retire at this Annual General Meeting and are awaiting their peer review certificate and are eligible for reappointment. You are requested to appoint Auditors to hold office until the next Annual General Meeting and fix their remuneration.

ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mumbai
Dated: 26th May, 2010

V. B. HARIBHAKTI
CHAIRMAN.

ANNEXURE TO THE DIRECTORS' REPORT**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31ST MARCH, 2010.****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :**

The Company believes that good Corporate Governance practices enhances the value for all stakeholders.

2. BOARD OF DIRECTORS :**Composition:**

The present strength of the Board of Directors is five Directors and complies with the requirement of clause 49 of the Listing Agreement.

Number of Board Meetings held during the year ended 31st March 2010 and the dates of the Board Meetings :

Four Meetings of the Board of Directors were held. The dates on which the said meetings were held are as follows :

20-5-2009; 23-7-2009; 27-10-2009 and 14-1-2010.

Attendance of each Director at the said Board Meetings and the last AGM

Name of Director	Designation & Category of Directorship	No. of Board Meeting attended	Attendance at the last AGM
Mr. V.B.Haribhakti	Non-Executive Independent Director	4	Yes
Mr.S.K.Diwanji	Non-Executive Independent Director	4	Yes
Mr.S.Ramamurthi	Non-Executive	4	Yes
Mr.Nilesh Dand	Non-Executive	4	Yes
Mr.Chetan R. Shah	Non-Executive	1	No

*Mr. Chetan R. Shah was appointed as a Director of the Company at the meeting held on January, 14, 2010.

Number of other Companies or Committees where the Director (being a Director as on the date of the Directors' Report) is a Director/Chairman

Name of Director/ Chairmanship	Directorship in other companies including private companies in India.	No.of Committee in which Chairman/ Member (other than Citadel Realty and Developers Limited)
Mr. V.B.Haribhakti	7	6
Mr.S.K.Diwanji	6	5
Mr.S.Ramamurthi	2	1
Mr.Nilesh Dand	2	Nil
Mr.Chetan R. Shah	35	2

This excludes Directorship held in Foreign Companies, Companies formed under Section 25 of the Companies Act, 1956 and the Directorship held as an alternate Director.

NO. OF SHARES HELD BY NON-EXECUTIVE DIRECTORS AS ON 31ST MARCH, 2010

NAME OF DIRECTORS	NO. OF SHARES HELD
Mr.V.B.Haribhakti	Nil
Mr.S.K.Diwanji	Nil
Mr.S.Ramamurthi	Nil
Mr.Nilesh Dand	Nil
Mr.Chetan R. Shah	6,22,900

Committee of Directors includes Audit Committee, Shareholders / Investors' Grievances, Share Transfer Committee and Remuneration Committee of the company.

3. AUDIT COMMITTEE:

Terms of Reference:

The terms of reference of this committee are wide enough, covering matters specified for Audit Committee under the Listing Agreement.

Four Meetings of the Audit Committee were held during the year ending 31.3.2010.

The dates on which the said meetings were held are as follows :

20-5-2009; 23-7-2009; 27-10-2009 and 14-1-2010.

Attendance of each Director at the said Audit Committee Meetings

Name of Director	Designation & Category of Directorship	No. of Audit Committee Meeting attended	Attendance
Mr. V.B.Haribhakti	Non-Executive Independent Director	4	Yes
Mr.S.K.Diwanji	Non-Executive Independent Director	4	Yes
Mr.S.Ramamurthi	Non-Executive	4	Yes

CITADEL REALTY AND DEVELOPERS LIMITED

SHARE TRANSFER / INVESTOR GRIEVANCE COMMITTEE :

The Committee comprises of Mr. S. Ramamurthi as the Chairman and Mr. S. K. Diwanji and Mr. Nilesh D. Dand as the other members of the Committee.

The Committee deals with matters relating to transfer of shares, transmission of shares, issue of duplicate share certificates, demat, deletion of members name on death, investor grievance, etc. The Share Transfer Committee Meeting was held 12 times during the year ended 31st March, 2010

The details of payments of sitting fees paid to Non-Executive Directors during the year are given below :

Non-Executive Directors	Sitting Fees (Rs.)
Mr.V. B.Haribhakti	40,000
Mr.S.K.Diwanji	40,000
Mr.S.Ramamurthi	40,000
Mr.Nilesh Dand	20,000
Mr.Chetan R. Shah	5,000

5. CODE OF CONDUCT :

Citadel Realty and Developers Limited has laid down a Code of Conduct for all Board Members of the Company. All Board Members have affirmed compliance of the Code of Conduct.

6. COMPLIANCE OFFICER :

Mr. Nilesh Dand is the Compliance Officer of the Company during the financial year ended 31st March 2010.

7. GENERAL BODY MEETINGS :

Details of the location of the last three AGM and the details of the resolutions passed.

Year	Location	Date	Time
2006-07	M.C.Ghia Hall Bhogilal Hargovindas Bldg. 18/2, Kaikhushru Dubash Marg Mumbai 400001	18-09-2007	4.00 P.M
2007-08 (EGM)	-do- -do-	19-09-2008 17-10-2008	3.00 P.M. 4.00 P.M.
2008-09	Kilachand Conference Room 2 nd floor Indian Merchant Chambers,Churchgate Mumbai 400020	15-09-2009	4.00 P.M.

None of the resolutions proposed to be passed at the ensuing Annual General Meeting requires to be put through postal ballot.

8. DISCLOSURES :

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors, or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large : -

- i) Transactions with the related parties are disclosed in Note No.3 (a) of Schedule XII to the Accounts in the Annual Report.

None of the transaction with any of the related parties were in conflict with the interest of the Company.

- ii) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There were no instances of non-compliance of any matter related to the capital markets during the last three years.

9. MEANS OF COMMUNICATION :

The Company has published its quarterly results in the Free Press Journal and Navshakti Times.

10. GENERAL SHAREHOLDER INFORMATION :

Annual General Meeting Date : Thursday, the 23rd September 2010, time : 3.30 p.m. and venue : Kilachand Conference Room, Second Floor, Indian Merchants Chamber, Churchgate, Mumbai 400 020.

Financial Reporting for 2010-11 (tentative)

- | | |
|--|-------------------------------|
| 1. First quarter result | Second week of August 2010. |
| 2. Half yearly result | Second week of November 2010. |
| 3. Third quarter result | Second week of February 2011. |
| 4. Audited Results for the year ending 31st March 2010 | On or before May 2011. |
| 5. Annual General Meeting next year | On or before September 2011. |

Date of book closure : 16th September, 2010 to 23rd September, 2010 (both days inclusive)

CITADEL REALTY AND DEVELOPERS LIMITED

Dividend payment date(s) : Not applicable.
Listing on stock exchange(s): Bombay Stock Exchange Ltd. The Company has paid the Annual listing fees for the period 1st April 2010 to 31st March 2011.

Stock code : BSE 502445

Demat ISIN Number for : INE906D01014
NSDL & CDSL

Market Price Data :

The High & Low price, during each month in the last financial year, of the Company's shares and BSE SENSEX is as follows :

	---		SENSEX		
	High	Low	High	Low	Close
April 2009	16.03	8.65	11,492.10	9,546.29	11,403.25
May 2009	25.85	14.70	14,930.54	11,621.30	14,625.25
June 2009	25.65	15.65	15,600.30	14,016.95	14,493.84
July 2009	19.80	13.50	15,732.81	13,219.99	15,670.31
August 2009	22.08	14.65	16,002.46	14,684.45	15,666.64
September 2009	34.05	22.25	17,142.52	15,356.72	17,126.84
October 2009	32.00	25.75	17,493.17	15,805.20	15,896.28
November 2009	23.85	29.25	17,290.48	15,330.56	16,926.22
December 2009	30.00	23.55	17,530.94	16,577.78	17,464.81
January 2010	49.40	23.80	17,790.33	15,982.08	16,357.96
February 2010	46.40	35.00	16,669.25	15,651.99	16,429.55
March 2010	39.50	31.25	17,793.01	16,438.45	17,527.77

Registrar of Transfer Agents Computronics Financial Services (I) Pvt.Ltd.
1, Mittal Chambers,
Nariman Point,
Mumbai 400021.
Phone: 022-22882960
Fax:022-22873314
Email :
tnair@computronicsindia.com
fvaz@compuntronicsindia.com

Share Transfer system All the share transfers received are processed and approved by the Share Transfer Committee which normally meets once in a month.

Distribution of Shareholding and Shareholding Pattern as on 31st March 2010

Category	No.of shareholders	%	No.of shares	% to total
5000	3521	88.53	4,91,137	13.74
5001- 10000	265	6.66	2,06,918	5.79
10001- 20000	101	2.54	1,44,778	4.05
20001- 30000	31	0.78	76,587	2.14
30001- 40000	21	0.53	72,754	2.04
40001- 50000	8	0.20	37,393	1.05
50001- 100000	19	0.48	1,40,401	3.93
100001 and above	11	0.28	24,04,532	67.27
Total	3977	100.00	35,74,500	100.00

Categories of Shareholders as on 31st March 2010 :

Category	No. of held Shares	% of Shareholding
Promoters	21,90,882	61.29%
Public	13,81,376	38.65%
FI's, Mutual Funds & Banks	2,242	0.06%
Total	35,74,500	100.00%

Dematerialization of shares as on 31st March, 2010 :-

Total number of 35,74,500 shares, 32,19,614 Equity Shares representing 90.07% are in de-materialized form.

Convertible instruments As on date, the Company does not have any outstanding Convertible Instruments.

Address for correspondence:

101, Marathon House, Devidayal Road, Mulund (West), Mumbai-400 080.

The Registered Office of the Company is located at :

Marathon Nextgen, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013

Secretarial Audit Reports :

Quarterly Secretarial Audit Reports were furnished to the Stock Exchange to the following dates :

<u>Quarter ended on</u>	<u>Furnished on</u>
30-06-2009	20-07-2009
30-09-2009	20-10-2009
31-12-2009	07-01-2010
31-03-2010	08-04-2010

List of Promoters:

List of promoters of the Company constituting "Group" pursuant to Regulation 3(3)(i) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

Sr.No.	Names
1.	Marathon Realty Private Limited and Subsidiaries
2.	Chetan Ramniklal Shah
3.	Mayur Ramniklal Shah
4.	United Enterprises

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development

The company is planning to enter into the realty sector at an appropriate time alongwith the promoter group Company(ies).

Outlook, Opportunities and threats

The Company is associated with a group who are leaders in the development of realty space. On account of the down turn in the real estate market the company has not embarked on any project in the real estate sector. The management is of the opinion that the fortunes of the sector would revive shortly and the company would be able to take up a project / projects in the real estate sector.

Risk and Concerns

As the company is currently not executing any projects, there are no risks and concerns.

Internal Control system and their adequacy

In the Management's opinion, internal control systems are adequate for the current needs of the company.

Human Resource Development

This aspect will be considered when the company takes up a project for execution.

CERTIFICATE

To :

The Members of Citadel Realty and Developers Limited

Sub: Declaration by Director under clause 49 D(ii) of the Listing Agreement.

I, S. Ramamurthi, Director of Citadel Realty and Developers Limited hereby declare that all members of the Board of Directors and Senior Management Personnel have affirmed the compliance with the Code of Conduct for the year ended March 31, 2010.

For and on behalf of the Board of Directors

Place : Mumbai
Dated : 26-5-2010

S.Ramamurthi
Director.

CITADEL REALTY AND DEVELOPERS LIMITED

ANNEUXRE - I

CERTIFICATE ON COMPLIANCE FROM THE PRACTISING COMPANY SECRETARY

Certificate of the Practising Company Secretary has been obtained on the compliance of conditions of the Corporate Governance pursuant to Clause 49 of the Listing Agreement and the same is annexed.

To the Members of
CITADEL REALTY AND DEVELOPERS LTD.
Mumbai

I have examined the compliance of the conditions of Corporate Governance by Citadel Realty & Developers Limited ("the Company") for the year ended 31st March, 2010 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination was limited to procedures and implementations thereof, adopted by the company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Based on such a review and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance, as stipulated in clause 49 of the said Listing Agreement.

On the basis of records maintained by the Shareholders/Investor's Grievance Committee of the Company, I wish to state that there were no investors'/shareholders' grievances pending against the Company for a period exceeding one month.

I further state that such compliance is neither an assurance as to the future viability of the company, nor as the efficiency or effectiveness with which the management has conducted the affairs of the Company.

V. Nagarajan
Practising Company Secretary
ACS 1107 / CP 5080

Place : Mulund
Date : 25-5-2010

CITADEL REALTY AND DEVELOPERS LIMITED

AUDITORS' REPORT

**To,
THE SHAREHOLDERS OF**

CITADEL REALTY AND DEVELOPERS LIMITED

1. We have audited the attached Balance Sheet of Citadel Realty and Developers Limited as at 31 st March, 20] 0, and also the Profit & Loss Account for the year ended on that date and the Cash Flow Statements 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.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a 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 management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, a statement on the matters specified in paragraphs 4 and 5 of the said Order is annexed hereto.
4. Further to our comments in the statement referred to in paragraph (3) above, we report that:
 - a) We have obtained all the information and explanation, 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 appears from our examination of those books;
 - c) The Balance Sheet and 'Profit & Loss Account dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance sheet and Profit and Loss Account and Cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of the written representations received from the Directors, as on 31st March 2010 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2010 from being appointed as a Directors in terms of clause (g) of the sub-section (1) of section 274 of the Companies Act, 1956
 - f) In our opinion and to the best of our information and according to the explanations given to us , the said accounts read together with the significant Accounting policies and notes appearing in schedule XII, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2010.
 - ii. in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
 - iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date;

For Bipin B. Shah & Co.
Chartered Accountants

(Bipin B. Shah)
Proprietor
Membership No. 13191
Firm Registration No: 101511W
Place : Mumbai
Date: 26th May, 2010

CITADEL REALTY AND DEVELOPERS LIMITED

STATEMENT REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE TO THE MEMBER OF CITADEL REALTY AND DEVELOPERS LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH 2010

1. A) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
B) The Company has carried out the physical verification of fixed assets during the year.
C) There are no Fixed Assets with the company and hence this para is not applicable.
2. The Company did not have stock of raw material and work in process; hence this paragraph is not applicable.
3. The company has taken unsecured interest free Loans from the parties listed in the register maintained under section 301 of the Companies Act 1956, as under.
4. There are no purchases of inventory or fixed assets during the year. There being no activity there is no necessity for internal control.
5. The Company has taken unsecured interest free loans from the parties listed in the register maintained under section 301 of the Companies Act, 1956 as under.

Sr. No.	Name of the Party	Relationship with the Company	Opening Balance Rs. (In Lacs)	Loan taken during the year Rs. (In Lacs)	Loan repaid during the year Rs. (In Lacs)	Closing Balance Rs. (In Lacs)
1	Marathon Realty Pvt. Limited	Associate Concern	20.96	15.18	0	36.14
2	Fibre Box Bombay Pvt. Ltd.	Associate Concern	369	0	0	369

The aforesaid loans 'are interest free and have been accepted without any stipulation as regards repayment of principle. In our opinion terms and conditions are not prima facie prejudicial to the interest of the Company. Apart from above the Company has not taken / granted any loans whether secured or unsecured from/to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.

6. In accordance with the information and explanations given to us and based on our verification of books of account the Company has not accepted any deposits from the public during the year.
7. During the year the Company did not have an internal audit system.
8. The Central Government has not prescribed the maintenance of cost records for Company under section 209 (1) (d) of the companies Act, 1956.
9. a) Based on audit procedures applied by us and according to the information and explanations given to us the company has been regular in depositing undisputed statutory dues in respect of Provident Fund, Employees' State Insurance, Investor Education and Protection Fund, Income Tax, Service Tax, Wealth Tax, Custom Duty, Excise Duty, and Cess with the appropriate authorities.
b) According to the information and explanations given to us there were no dues of sales tax / income tax / custom duty/wealth tax/excise duty which have not been paid on account of any dispute.
10. The Company has accumulated losses as at 31.3.2010 in excess of fifty per cent of its net worth. Further it has incurred cash loss during the year.
11. Based on the audit procedures applied by us and according to the information and explanations given to us, no defaults were made by the Company in repayments of dues to financial institutions and banks.
12. The company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures, and other securities. Accordingly, the provision of Clause 4 (xii) of the order are not applicable to the company

CITADEL REALTY AND DEVELOPERS LIMITED

13. In our opinion, the company is not a chit fund, Nidhi / mutual benefit fund / society. According the provision of clause 4 (xiii) of the order are not applicable to the Company.
14. The company is not dealing or trading in shares, securities, debentures, and other securities. According the provision of 4 (xiv) of the order are not applicable to the company.
15. According to the information and explanations given to us, the company has not given any guarantee for loan taken the other from financial institution and banks.
16. According to the information and explanations ,given to us, the company has not taken any term loan during the year.
17. On the basis of overall examination of the balance sheet of the company, in our opinion & according to the information and explanations given to us, there are no funds raised on a short term basis which have been used for long term investment
18. The company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained u/s 301 of the companies act, 1956.
19. The company does not have any debentures; accordingly the provision of clause 4 (xix) of the order is not applicable to the company.
20. The company has not raised any money by public issue during the year.
21. According to the information and explanations given to us, and representation made by the management, we report that no fraud on or by the company has been noticed or reported by the company.

For Bipin B. Shah & Co.
Chartered Accountants
(Bipin B. Shah)
Proprietor

Membership No. 13191
Firm Registration No: 101511W
Place : Mumbai
Date: 26th May, 2010

CITADEL REALTY AND DEVELOPERS LIMITED

**CITADEL REALTY AND DEVELOPERS LIMITED
(Formerly known as ROHIT PULP & PAPER MILLS LIMITED)
BALANCE SHEET AS AT 31st MARCH - 2010**

	Schedule	AS AT 31-Mar-10 AMOUNT(Rs.)	AS AT 31-Mar-09 AMOUNT(Rs.)
SOURCES OF FUNDS			
SHAREHOLDERS' FUND			
Capital	I	48,245,000.00	48,245,000.00
Reserves & Surplus	II	51,351,300.00	51,351,300.00
		99,596,300.00	99,596,300.00
LOAN FUNDS			
Unsecured Loans	III	40,514,786.00	38,996,597.60
TOTAL		140,111,086.00	138,592,897.60
APPLICATION OF FUNDS			
CURRENT ASSETS, LOANS AND ADVANCES			
Cash & Bank Balances	IV	56,609.72	25,644.97
Loans & Advances	V	555,446.00	112,065.61
		612,055.72	137,710.58
Less :			
CURRENT LIABILITIES AND PROVISIONS			
Liabilities	VI	2,376,955.14	2,416,240.64
NET CURRENT ASSETS		(1,764,899.42)	(2,278,530.06)
PROFIT AND LOSS ACCOUNT			
TOTAL		141,875,986.02	140,871,427.66
		140,111,086.00	138,592,897.60

As per our report of even date
For BIPIN B. SHAH & CO.
Chartered Accountants

For and on behalf of the Board

Bipin Shah
Proprietor
(Membership No. 13191)
Firm Registration No: 101511W
Place : Mumbai
Date : 26th May, 2010

V.B.Haribhakti S.K.Diwanji S.Ramamurthi
Director Director Director

CITADEL REALTY AND DEVELOPERS LIMITED

**CITADEL REALTY AND DEVELOPERS LIMITED
(Formerly known as ROHIT PULP & PAPER MILLS LIMITED)
'PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH - 2010**

Particulars	Schedule	YEAR ENDED 31-Mar-10 AMOUNT(Rs.)	YEAR ENDED 31-Mar-09 AMOUNT(Rs.)
INCOME			
Other Income	VII	44,500.00	55,586.00
		44,500.00	55,586.00
EXPENDITURE			
Other Expenses	VIII	958,021.75	1,153,443.35
Interest (on ESIC dues)		59,784.00	59,784.00
		1,017,805.75	1,213,227.35
PROFIT /(LOSS) BEFORE TAXES		(973,305.75)	(1,157,641.35)
Fringe Benefit Tax		0.00	2,343.00
PROFIT/(LOSS) AFTER TAXES		(973,305.75)	(1,159,984.35)
Excess / (Short) provision for Income Tax written off		(31,252.61)	(355.00)
Balance brought forward from earlier Balance Sheet		(140,871,427.66)	(139,711,088.31)
BALANCE TRANSFERRED TO BALANCE SHEET		(141,875,986.02)	(140,871,427.66)
EARNING PER SHARE (FACE VALUE RS 10/-EACH) Basic & Diluted		(0.28)	(0.32)
NOTES TO ACCOUNTS	IX		

As per our report of even date
For BIPIN B. SHAH & CO.
Chartered Accountants

For and on behalf of the Board

Bipin Shah
Proprietor
(Membership No. 13191)
Firm Registration No: 101511W
Place : Mumbai
Date : 26th May, 2010

V.B.Haribhakti
Director

S.K.Diwanji
Director

S.Ramamurthi
Director

CITADEL REALTY AND DEVELOPERS LIMITED

**CITADEL REALTY AND DEVELOPERS LIMITED
(Formerly known as ROHIT PULP & PAPER MILLS LIMITED)
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2010**

	31-Mar-10 AMOUNT(Rs.)	31-Mar-09 AMOUNT(Rs.)
A > CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extraordinary items	(973,305.75)	(1,157,641.35)
Adjustments for :		
Depreciation	0.00	0.00
Provision no longer required	0.00	(43,965.00)
Profit/(Loss) on sale of Assets	0.00	0.00
Interest and Dividend Received	0.00	0.00
Excess provision of earlier years written off	(31,252.61)	
	(31,252.61)	(43,965.00)
Operating Profit/(Loss) before Working Capital changes	(1,004,558.36)	(1,201,606.35)
Adjustments for :		
(Increase)/Decrease in Trade and Other Receivable	(4,43,380.39)	(9,200.00)
Increase/(Decrease) in Trade and Other Payables	(39,285.50)	(186,354.50)
Increase/(Decrease) in Current Liabilities	(4,82,665.89)	(195,554.50)
Cash generated from Operations	(1,487,224.25)	(1,397,160.85)
Direct Taxes Paid for the year	0.00	0.00
Net Cash generated /(used) from operating activities	(1,487,224.25)	(1,397,160.85)
B > CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	0.00	0.00
Interest & Rent Received	0.00	0.00
Advance Income Tax W/ Back	0.00	43,965.00
Net Cash generated /(used) in Investing Activities	0.00	43,965.00
C > CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	0.00	0.00
Repayments of Long Term Borrowings	0.00	0.00
Increase/(Decrease) in Short Term Borrowings (Net)	1,518,189.00	720,242.60
Increase/(Decrease) in Unsecured Loans (Net)	0.00	0.00
Net Cash generated/(used) from Financing Activities	1,518,189.00	720,242.60
D > NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	30,964.75	(632,953.25)
E > CASH AND CASH EQUIVALENT AT THE BEGINNING OF YEAR	25,644.97	658,598.22
F > CASH AND CASH EQUIVALENT AT THE CLOSE OF THE YEAR (D+E)	56,609.72	25,644.97

Note : 1 The cash flow has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statements Issued by the Institute of Chartered Accountants of India.
2 Figures of the Previous Year have been regrouped wherever necessary to conform to this year's classification.

As per our report of even date
For BIPIN SHAH & CO.
Chartered Accountants

For and on behalf of the Board

Bipin Shah
Proprietor
Membership No. 13191
Firm Registration No: 101511W
Place : Mumbai
Date : 26th May, 2010

V.B.Haribhakti	S.K.Diwanji	S.Ramamurthi
Director	Director	Director

CITADEL REALTY AND DEVELOPERS LIMITED

**SCHEDULES TO THE ACCOUNTS :
SCHEDULE I**

SHARE CAPITAL	AS AT 31-Mar-10 AMOUNT(Rs.)	AS AT 31-Mar-09 AMOUNT(Rs.)
AUTHORISED : 70,00,000 Equity Shares of Rs. 10/- each	70,000,000.00	70,000,000.00
3,00,000 Preference Shares of Rs. 100/- each	30,000,000.00	30,000,000.00
	100,000,000.00	100,000,000.00
ISSUED,SUBCRIBED AND PAID UP : 35,74,500 Equity Shares of Rs. 10/- each fully paid up. Of the above 13,50,000 Shares of Rs.10/- each were allotted as fully paid up Bonus Shares by capitalisation of Reserves.	35,745,000.00	35,745,000.00
1,25,000, 0 % Redeemable Preference Shares of Rs.100/- each fully paid up at a premium of 5%, after 2012.	12,500,000.00	12,500,000.00
TOTAL	48,245,000.00	48,245,000.00

SCHEDULE II

RESERVES AND SURPLUS	AS AT 31-Mar-10 AMOUNT(Rs.)	AS AT 31-Mar-09 AMOUNT(Rs.)
SHARE PREMIUM Balance as per Last Balance Sheet	51,351,300.00	51,351,300.00
TOTAL	51,351,300.00	51,351,300.00

SCHEDULE III

UNSECURED LOANS	AS AT 31-Mar-10 AMOUNT(Rs.)	AS AT 31-Mar-09 AMOUNT(Rs.)
Short Term Loans & Advances : From others	40,514,786.60	38,996,597.60
TOTAL	40,514,786.60	38,996,597.60

CITADEL REALTY AND DEVELOPERS LIMITED

SCHEDULE IV

CASH AND BANK BALANCES	AS AT 31-Mar-10 AMOUNT(Rs.)	AS AT 31-Mar-09 AMOUNT(Rs.)
Cash on Hand	0.00	230.00
Balances with Scheduled Banks On Current Accounts	56,609.72	25,414.97
TOTAL	56,609.72	25,644.97

SCHEDULE V

LOANS AND ADVANCES (Unsecured, considered good)	AS AT 31-Mar-10 AMOUNT(Rs.)	AS AT 31-Mar-09 AMOUNT(Rs.)
<i>Other Current Assets</i>		
RPPM Supperannuation Fund (SBI)	14,650.00	14,650.00
RPPM Officers Gratuity Fund	3,269.00	3,269.00
Sales Tax Receivable GST/CST	38,366.00	38,366.00
Deposits (BEST)	22,528.00	22,528.00
Deposits (Others)	0.00	2,000.00
Advance Tax	0.00	31,252.61
Fringe Benefit Tax A.Y. 2009-10	2,343.00	0.00
Advance Paid to Supplier	4,74,290.00	0.00
TOTAL	5,55,446.00	1,12,065.61

SCHEDULE VI

CURRENT LIABILITIES AND PROVISIONS	AS AT 31-Mar-10 AMOUNT(Rs.)	AS AT 31-Mar-09 AMOUNT(Rs.)
Current Liabilities :		
Sundry Creditors	51,118.00	110,065.50
Unclaimed Fixed Deposit	0.00	44,000.00
Other Liabilities	2,323,494.14	2,259,832.14
Fringe Benefit Tax	2,343.00	2,343.00
TOTAL	2,376,955.14	2,416,240.64

CITADEL REALTY AND DEVELOPERS LIMITED

SCHEDULE VII

OTHER INCOME	AS AT 31-Mar-10 AMOUNT(Rs.)	AS AT 31-Mar-09 AMOUNT(Rs.)
Miscellaneous Income	500.00	11,621.00
Unclaimed Liability written back	44,000.00	43,965.00
TOTAL	44,500.00	55,586.00

SCHEDULE VIII

OTHER EXPENSES	AS AT 31-Mar-10 AMOUNT(Rs.)	AS AT 31-Mar-09 AMOUNT(Rs.)
Company's contribution to Provident and Other Funds	0.00	413.00
Telephone Charges	64.00	18,032.00
Welfare Expenses (Tea & coffee exp)	0.00	1,755.00
Repairs & Maintenance :		
Others	0.00	1,000.00
Rent	19,357.00	9,776.00
Director Fees	145,000.00	109,750.00
Legal & Professional Fees	293,409.00	194,631.60
Central Excise Duty	0.00	45,757.00
Managerial Remuneration (Gratuity / Superannuation)	0.00	360,000.00
Remuneration To Auditors	26,473.00	25,432.00
Miscellaneous Expenditure :		
Travelling & Conveyance	426.00	14,678.00
Postage & Courier	30,003.75	128,764.25
Printing & Stationery	62,550.00	87,166.50
Bank Charges	1,000.00	2,682.00
Advertisement Expenses	282,162.00	70,139.00
Sundry Expenses	97,577.00	83,467.00
	473,718.75	386,896.75
Total	958,021.75	1,153,443.35

CITADEL REALTY AND DEVELOPERS LIMITED

SCHEDULE XI - NOTES TO ACCOUNTS

1) Significant Accounting Policies

- a) The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ("GAAP") under the historical cost convention on an accrual basis and comply with all material respects with the mandatory Accounting Standards.
- b) The accounting policies have been consistently applied by the company and are consistent with those used in the previous years.
- c) The financial statements have been prepared on the assumption that the company is a "Going Concern".

2) Contingent Liabilities not provided for in respect of :-

	31.03.10 Amount Rs. in Lacs	31.03.09 Amount Rs. in Lacs
a) Show Cause Notice from Central Excise Authorities	1.42	1.42
b) Estimated Liability in respect of Suit filed by Ex Workers of the Company in Labour Court.	5.00	5.00
c) Claims not acknowledged as debt	2.06	2.06
d) Income Tax : During the year the Company was served notices under Sec. 147 of the Income Tax Act 1961 for Assessment Years 2004-05, 2005-06 and 2006-07 relating to sale of property of the company by the erstwhile management. The company filed the returns for the said three years on the basis of which the the Assessing Officer passed orders enhancing the income for the said assessment years. The company has appealed against the orders of the assessing officer with CIT(A). The company has been advised that on the basis of merits of the case, there is a fair chance of the orders being set aside at the appellate level. In the remote event that the orders of the assessing officer are upheld at the Appellate level the income so determined would be set off by the assessed carried forward lossess and unabsorbed depreciation that is available to the company. Accordingly no additional provision for tax is necessary.		

- 3) a) Disclosure of the transactions with related parties as required by Accounting Standard 18 (AS - 18) on "RELATED PARTY DISCLOSURES " issued by the Institute of Chartered Accountants of India.**

1) List of Related Parties & Relationship

A) Related Parties.	Relationship
1) Marathon Realty Pvt. Ltd.	Associate Concerns
2) Fiber Box Bombay Pvt. Ltd.	Associate Concerns

**2) Transaction with the related parties :
Nature of the Transaction**

	Amount (in Lacs) Related Parties Referred in 1(A) above
Unsecured Loans :	
<u>Fibre Box Bombay Pvt. Ltd.</u>	
Inter Corporate Deposit-Assigned	369.00 369.00
<u>Marathon Realty Pvt. Ltd.</u>	
Inter Corporate Deposit taken :	
Outstanding as on 31.03.2010	36.14 20.96
Inter Corporate Deposit taken	15.18 7.21

Note: The above information has been determined to the extent such parties have been identified on the basis of information provided by the company and approved by the management , which has been relied upon by the auditors.

- b) In terms of Accounting Standard (AS 22) on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, there is a net deferred tax asset for the past years, in view of Unabsorbed depreciation/Losses. In Compliance with the Provisions of the Accounting Standards, the company has not recognized the said deferred tax asset while preparing the account for the year under audit.

CITADEL REALTY AND DEVELOPERS LIMITED

- 4 (a) Balances of sundry debtors & creditors are subject to confirmation from them.
 (b) On the basis of information furnished by the Management, the Board is of the opinion that Current Assets, Loans & advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the Accounts except those items which are shown as doubtful or bad.
- 5 Information pursuant to provisions of paragraphs 3, 4, 4A, 4B, 4C & 4D of part II of the Schedule VI to the Companies Act, 1956 to the extent applicable.

(a) Managerial Remuneration

	31.03.10	31.03.09
	(Rs. In Lac)	(Rs. In Lac)
Remuneration paid to Managing Director		
a) Leave Encashment	0.00	3.60
Total Managerial Remuneration paid	-	3.60

(b) Remuneration to Auditors

	31.03.2010	31.03.2009
	Rs. In Lac)	
As Statutory Audit Fees	0.23	0.20
Certification	0.01	0.03
Service Tax	<u>0.02</u>	<u>0.02</u>
	<u>0.26</u>	<u>0.25</u>

- 6 Figures of the Previous Year are regrouped wherever necessary.

As per our report of even date
 For BIPIN B. SHAH & CO.
 Chartered Accountants

For and on behalf of the Board

Bipin Shah
 Proprietor
 (Membership No. 13191
 Firm Registration No: 101511W
 Place : Mumbai
 Date : 26th May, 2010

V.B.Haribhakti Director	S.K.Diwanji Director	S.Ramamurthi Director
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CITADEL REALTY AND DEVELOPERS LIMITED

Additional information pursuant to the provisions of Part IV to the Schedule VI to the Companies Act, 1956 is annexed hereto.

(1)	Registration Details :		
	Registration No.	:	11764
	State Code	:	11
	Balance Sheet Date	:	31/3/2010
(2)	Capital Raised during the year (Amount in Rs. '000s)		
	Public Issue	:	NIL
	Rights Issue	:	NIL
	Bonus Issue	:	NIL
	Private Placement	:	NIL
(3)	Position of Mobilisation and Deployment of Funds (Amount in Rs. '000s)		
	Total Liabilities	:	1,40,111
	Total Assets	:	1,40,111
	Sources of Funds		
	Paid Up Capital	:	48,245
	Reserves & Surplus	:	51,351
	Secured Loans	:	0
	Unsecured Loans	:	40,515
	Deferred Tax Liability	:	0
	Application of Funds		
	Net Fixed Assets	:	0
	Investments	:	0
	Net Current Assets	:	(1,765)
	Misc. Expenditure	:	0
	Accumulated Losses	:	1,41,876
(4)	Performance of Company (Amount in Rs. '000s)		
	Turnover	:	0
	Total Expenditure	:	1018
	Profit/ (Loss) before tax	:	973
	Profit/ (Loss) after tax	:	973
	Prior Period Item	:	0
	Earning per Share (in Rs.)	:	(0.28)
	Dividend Rate (in %)	:	NIL

(5) Generic Names of Three Principal Products/ Services of the Company

Sr. No.	ITC Code No.	Product Description
1	NA	Construction

PROXY FORM

I/We.....
of.....
.....being member / Members of
Hereby appointof
or failing him..... of
or failing him..... of

As my/our proxy to attend and vote for me/on our behalf at the 50th Annual General Meeting of the Company to be held on Thursday, 23rd September, 2010 3.30 p.m. and at any adjournment thereof.

As witness my/our hands (s) this day of 2010
Signed by the said.....
Member's Folio No.:..... DP I.D.*.....
No. Of Shares held:..... Client I.D.*.....

Affix
Rs.1
Stamp

*Applicable for investors holding shares in Electronic Form.

NOTE : The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.

TEAR HERE

TEAR HERE

ATTENDANCE SLIP

Name of the attending Member/Proxy (in block letter) :
Member's Folio No.:..... DP I.D.*.....
No. Of Shares held:..... Client I.D.*.....

I hereby record my presence at the 50th Annual General Meeting held on Thursday, 23rd Septembr, 2010 at 3.30 p.m. at KILACHAND CONFERENCE ROOM, 2ND FLOOR, INDIAN MERCHANTS CHAMBER, CHURCHGATE, MUMBAI - 400 020.

Member's / Proxy Signature

*Applicable for investors holding shares in Electronic Form.

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND OVER AT THE ENTRANCE DULY FILLED IN.

DUPLICATE ATTENDANCE SLIPS WILL NOT BE ISSUED BY THE COMPANY AT THE MEETING HALL.

BOOK-POST

If undelivered, please return to :
Citadel Realty And Developers Limited
"Futurex"
N. M. Joshi Marg
Lower Parel (West)
Mumbai - 400 013.