

BOARD OF DIRECTORS

Mr. Ram Kancharla(DIN: 00028434)	Director
Mr. Venkat Davarapalli(DIN: 00028498)	Director
Mr. Appa Rao Kancharla (DIN:2532842)	Alternate Director for Ram Kancharla
Mr. Srinivasa Chakravarti Yalamati(DIN:00052308)	Alternate Director for Venkat D
Mr. Duruvasan R (DIN:00223052)	Independent Director
Mr. Mohana Rao Kancharla(00004288)	Director
Corporate Identity Number (CIN)	L55100TG1985PLC045963

BANKERS

Citi Bank Limited, Hyderabad.
Bank of India, Hyderabad
IndusInd Bank, Hyderabad

AUDITORS

M/s P.MURALI & CO.
Chartered Accountants
6-3-655/2/3, Somajiguda,
Hyderabad - 500 082

REGISTERED OFFICE

Plot No.42, Sagar Society,
Road No.2, Banjara Hills,
Hyderabad-500 034
Ph: 040 4040 7070
Fax: 040 66259444

SHARE TRANSFER AGENTS

Aarthi Consultants Pvt. Ltd.,
1-2-285, Domalguda,
Hyderabad - 500 029
Ph: 040 - 27634445
Fax: 040 - 27632184

LISTING AT

Bombay Stock Exchange Limited, Mumbai
Ahmedabad Stock Exchange Limited, Ahmadabad

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NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of M/s. CES LIMITED (Formerly known as SERVE ALL ENTERPRISE SOLUTIONS LIMITED) will be held on Tuesday, 30th day of December 2014, at 04.00 P.M. at the Registered Office of the Company at Plot. No.42, Sagar Society, Road No.2, Banjara Hills, Hyderabad-500 034 to consider the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Consolidated Audited Balance Sheet as at 30th June 2014 and Profit and Loss Account for the period ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Ram R Kancharla(00028434) Who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. P.Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company for a term of three years up to conclusion of 32nd Annual General Meeting subject to ratification at every Annual General Meeting .

SPECIAL BUSINESS:

1. To approve related party transactions, contracts or arrangements with CES USA Inc., a wholly owned subsidiary of the Company

To consider and if thought fit to pass the following resolution with or without modification as a Special Resolution:

“RESOLVED THAT pursuant to the section 188 of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules 2014, the approval of the company be and is hereby accorded to enter into contracts or arrangements between the company and its wholly owned subsidiary, CES USA Inc., in rendering any services including IT & ITES services or in accordance with the provisions of the applicable laws and regulations, and supporting in such other manner as may be necessary to make the subsidiary company the services of any officers or employees of the company or an associate company of the company within the meaning of the Companies Act, 2013 subject to an aggregate monetary ceiling of Rs.500 crores during the next five financial years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

2. To appoint Shri Mohana Rao Kancharla(00004288) as the whole-time Director of the Company.

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 196, 197, 203 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 V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Shri Mohana Rao Kancharla(00004288) as Whole Time Director of the Company for a period of Five years.

FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay remuneration to Shri. Mohana Rao Kancharla, Whole Time Director of the Company.

FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government.

FURTHER RESOLVED THAT the Board of Directors of the Company thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Shri. Mohana Rao Kancharla, (00004288)Whole Time Director, including the components of the remuneration payable to him.

3. To Re-Appoint Mr.Duruvasan R(00223052) as Independent Director

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time that Mr. Duruvasan R (DIN:00223052) a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the

Act and who is eligible for re appointment, be and is hereby reappointed as an Independent Director of the Company, with effect from 30th December,2014 to 29th December 2019.

BY ORDER OF THE BOARD

For **CES LIMITED**

(Formerly known as Serve All Enterprise Solutions Ltd)

Sd/-

MOHANA RAO KANCHARLA(00004288)

DIRECTOR

PLACE: HYDERABAD

DATE: 06/12/2014

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. APROXY NEED NOT BE AMEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company or if holding more than 10 % of aggregate shareholding , then such a proxy shall not act as proxy for any person or any other shareholder.

In order to be effective, must be received at the office of the Company's Registrar and Share Transfer Agent- Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad- 500 029 not less than 48 hours before the Commencement of the meeting. A blank proxy form is enclosed.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 26th December (Friday) 2014 to, 30th December (Tuesday) 2014. (Both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
5. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.

6. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
7. Kindly bring your copies of the Annual Report to the meeting.
8. Electronic copy of the Annual Report for the financial period ended 30.06.2014 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 copy of the Annual Report is being sent in the permitted mode.
9. Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 copy of the Notice of the 29 Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for the financial period ended on 30.06.2014 will also be available on the Company's website www.cesltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad 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: info@cesltd.com.
11. 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 29th 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), Kindly Visit www.evotingindia.com and select help option, you can find user manual for shareholders to cast Vote.

E Voting Instructions Details:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24th December 2014 at 9:00 a.m. and ends on 26th December 2014 at 6:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 30 November 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

	<ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The Scrutinizer will submit his report to Chairman after Completion of the Scrutiny. The result of the voting on the resolutions at AGM, shall be announced by the Chairman on date of AGM.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Annexure to Item No.1, 2 & 3 of Special Business:

1. Company is providing IT & ITES services and most of its Clients of the Company are based out of USA. And, it is prudent for the Company to enter into contracts or arrangements with its subsidiary CES USA Inc. for matters including marketing, sales and delivery to cater to the needs of the Clients of Company at USA on behalf of Company. This association of the Company with its subsidiary will add quality and value to the service to US based clients.
2. Shri Mohana Rao Kancharla(00004288) has rendered his valuable services to organization since 2009 as non-Executive Director, Board of Directors is of opinion appointing him as Whole-time Director will boosts the productivity of organization overall and Board unanimously taken decision to appoint Shri Mohana Rao Kancharla as Whole time Director for Period of Five Years.
3. Shri Duruvasan(00223052) is the Managing Director & Principal Officer of Shriram Life Insurance Co. Ltd. Prior to Shriram Life Insurance; he was working as an Executive Director of Shriram Chits looking after both the states of Andhra Pradesh and Maharashtra. He has successfully managed the marketing of life and general insurance products and also the public issues of equity, preference shares, debentures and mutual funds. He also gained experience of marketing consumer durables, two wheeler and personal

loans across the two states. The Board of Directors has unanimously taken, considering his high profile and rich experience, the decision to reappoint him as independent Director.

BY ORDER OF THE BOARD

For **CES LIMITED**

(Formerly known as Serve All Enterprise Solutions Ltd)

Sd/-

MOHANA RAO KANCHARLA(00004288)

DIRECTOR

PLACE: HYDERABAD

DATE: 06/12/2014

Details (as required under Clause 49 VIII (E) of the Listing Agreement), in respect of the Directors, who retire by rotation and being proposed to be appointed/re-appointed are given below:

1. Name	Mr. Ram Rao Kancharla
Date of joining the board	29.07.2005
Qualifications	CA from Institute of Chartered Accountants of India CPA from American Institute of Certified Public Accountants Master of Science in Computer-Based Information Systems from Eastern Michigan University, USA
Brief Resume	Mr. Ram R. Kancharla, CA, CPA serves as the President and the Chief Executive Officer of Computech Corporation with operations in USA, Canada and India. Under Mr. Kancharla's leadership, Computech is focused on rapid growth and stronger competitive position while maintaining profitability and increased value for all the stakeholders. He is a co-founder of CES Limited. Over the past 15 years, he launched a number of IT companies and grew them into multi-million operations. He formed a Joint Venture with HCL Technologies in 2001 and was director of that company until the successful divestiture. Mr. Kancharla has an extensive experience in designing and developing key technology initiatives for large organizations including Ford Motor Company, University of Alabama, and University of Connecticut.