



Ap ISO 9001-2008
&
ISO 27001-2005 Certified Company

CES Limited

Plot No: 42, Sagar Society,
Road No: 2, Banjara Hills,
Hyderabad - 500034.

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	CES Limited (formerly known as Serve All Enterprise Solutions Limited)
2.	Annual financial statements for the year Ended	31st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation Whether appeared first time...../ repetitive...../ since how long period.....	Not Applicable
5.	To be signed by-	
	• Whole-Time Director Mohana Rao Kancharla	K Mohana Rao
	• CFO Benarji Mallampati	Benarji
	• Auditor of the company P Murali Mohana Rao Partner P Murali & Co., Chartered Accountants	P. Murali
	• Audit Committee Chairman Duruvasan Ramachandra	



BOARD OF DIRECTORS

Mr. Ram Kancharla (00028434)	Director
Mr. Venkat Davarapalli (00028498)	Director
Mr. Appa Rao Kancharla (2532842)	Alternate Director (Ram K)
Mr. Srinivasa Chakravarty Yalamati (00052308)	Alternate Director (Venkat D)
Mr. Duruvasan R (00223052)	Independent Director
Mr. Murali Krishna Tummala(1889806)	Independent Director
Mr. Mohan Kancharla (00004288)	Whole –time Director
Mrs. Aruna Krishna Sabbineni(06997005)	Director
Corporate Identity Number (CIN)	L55100TG1985PLC045963

KEY MANAGERIAL PERSONNEL

Mr. Mohan Kancharla- Whole -Time Director
Mr. Benarji Mallampatti- Chief Financial Officer
Mr. Surya Prakash Mungelkar- Company Secretary

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.

INTERNAL AUDITOR

K Rama Mohan & Associates.
Flat No.1004,
Minar Apartments,Basheerbagh
Hyderabad - 500029

SECRETARIAL AUDITOR

Abhinav Srivastava,
PCS. Plot No. 247
Jubilee Hills, Rd No. 78,
Hyderabad-500033

REGISTERED OFFICE

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

SHARE TRANSFER AGENTS

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

COMPLIANCE OFFICER

Mohan Kancharla
mohankancharla@cesltd.com

LISTING AT

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

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NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of M/s. CES LIMITED (Formerly known as Serve All Enterprise Solutions Limited) will be held on Tuesday, 29th day of September 2015, 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 Standalone and Consolidated Audited Balance Sheet as at 31st march 2015 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 Mr Venkat Davarpalli (00028498) 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 two years up to conclusion of 32nd Annual General Meeting subject to ratification at every Annual General Meeting and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the members at the 30th Annual General Meeting, the appointment of M/s P.MURALI & CO, Chartered Accountants (Firm Regn No: 007257S) as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the 32th Annual General Meeting of the Company to be held in the year 2017, be ratified by the members on a remuneration as may be decided by the Board of Directors”.

SPECIAL BUSINESS:

4. Appointment of **Mrs.Aruna Krishna Sabbineni (06997005)** as Director.
To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) made there under read with Schedule V to the Act, **Mrs.Aruna Krishna Sabbineni (06997005)**, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature for the office of the Director of the Company, be and is hereby appointed as Director.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 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, **Mrs. Aruna Krishna Sabbineni (06997005)** be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution.”

5. Appointment of **Mr. Murali Krishna Tummala(01889806)** as Independent Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) made there under read with Schedule V to the Act, **Mr. Murali Krishna Tummala(01889806)**, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature for the office of the Director of the Company, be and is hereby appointed as Director.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 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, **Mr. Murali Krishna Tummala (01889806)** be and is hereby appointed as Director of the Company.

6. **To Adopt Articles of Association as per Companies Act 2013**

To consider and if thought fit, to pass with or without modification, the following Resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

7. To Approve remuneration of Mr. Mohan Kancharla(00004288)

To consider and if thought fit, to pass with or without modification, the following Resolution as **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to Provisions of section 197 of Companies Act 2013 and any other applicable provisions, if any, of the Companies Act, 2013 subject to consents, approvals and permissions if any needed, Mr. Mohan Kancharla (00004288) has been appointed as Whole Time Director of the company for a period Five years with effect from 1st January 2015 to 31st December 2019.

RESOLVED FURTHER THAT, the Annual Remuneration is Rs. 7,20,000/- with effect from February , 2015, and Such remuneration is not exceeding 5 % of net profits per annum of the Company, subject to the overall ceiling stipulated in Sections 197 of the Companies Act,2013. Apart from above Remuneration, other standard benefits which may be provided as per policy of the Company. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Mohan Kancharla (00004288), the Company has no profits or inadequate profits, the Company will pay remuneration as per Part –II of Schedule V Companies Act 2013.

BY ORDER OF THE BOARD

M. Surya Prakash
Company Secretary

PLACE: HYDERABAD

DATE: 04/09/2015

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 25 September (Friday) 2015 to, 29 September (Tuesday) 2015. (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 31.03.2015 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 30th 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 30th 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 30th Annual General Meeting and the Annual Report for the financial period ended on 31.03.2015 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 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL), Kindly Visit www.evoting.nsdl.com and select help option, you can find user manual for shareholders to caste Vote at **Annexure-IV**

EXPLANATORY STATEMENT

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

Annexure to Item No.4, 5, 6 & 7 of Special Business:

Item No. 4

Mrs. Aruna Krishna Sabbineni (06997005) was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 24.03.2015 on recommendation of Board of Directors and to hold office up to the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013. Further she has been appointed as Director W.e. from 29.09.2015, subject to approval of the members at this Annual General Meeting. The Company has received a notice in accordance with Section 160 of the Companies Act, 2013 in writing signifying their intention to propose her as candidate for the office of Director of the Company. **Mrs. Aruna Krishna Sabbineni (06997005)** is not disqualified from being appointed as a Director as per the provisions of the Companies Act, 2013.

The Board is of the view that the vast knowledge and experience of **Mrs. Aruna Krishna Sabbineni (06997005)** will be of immense value and benefit to the Company and therefore recommends the resolution for the approval of the Members.

The Board of Directors recommends the Ordinary Resolution for your approval.

Item No. 5

Mr. Murali Krishna Tummala (1889806) was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 31.12.2014 on recommendation of Board of Directors and to hold office up to the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013. Further he has been appointed as Director w.e.f. 29.09.2015, subject to approval of the members at this Annual General Meeting. The Company has received a notice in accordance with Section 160 of the Companies Act, 2013 in writing signifying their intention to propose him as candidate for the office of Director of the Company. **Mr. Murali Krishna Tummala (1889806)** is not disqualified from being appointed as a Director as per the provisions of the Companies Act, 2013.

The Board is of the view that the vast knowledge and experience of **Mr. Murali Krishna Tummala**(1889806) will be of immense value and benefit to the Company and therefore recommends the resolution for the approval of the Members.

The Board of Directors recommends the Ordinary Resolution for your approval.

Item No. 6

The existing Articles of Association ("AoA") is based on the Companies Act,1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act,1956 and some articles in the existing AoA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AoA is available for inspection to the shareholders at the registered office of the company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

The Board of Directors recommends the Special Resolution for your approval.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

Item No. 7

Mr. Mohan Kancharla (00004288) was appointed as Whole-Time Director in 29th Annual General Meeting, by the Shareholders of the Company, further remuneration for him was approved by Audit Committee and Board on February 13, 2015 in Board Meeting. Board of Directors is of opinion that it requires ratification from the Shareholders of the Company in Annual General Meeting.

Therefore Board recommends Special Resolution for your Approval

BY ORDER OF THE BOARD
For CES LIMITED
(Formerly known as Serve All Enterprise Solutions Ltd)

DIRECTORS' REPORT

To
The Members of
M/s. CES LIMITED
(Formerly Known as Serve All Enterprise Solutions Limited)

The Directors have pleasure in presenting the 30th Annual Report of the Company together with the Audited Accounts for the year ended on 31st March 2015 (01.07.2014 to 31.03.2015).

FINANCIAL RESULTS

	Consolidated		Standalone	
	2014-2015 (9 Months)	2013-2014 (12 Months)	2014-2015 (9 Months)	2013-2014 (12 Months)
	Rs.	R	R	R
Net Revenue	914,908,341	1,031,029,771	326,077,927	333,040,568
Profit Before Depreciation	103,734,406	106,929,193	80,025,829	90,986,195
Depreciation	20,876,106	24,881,446	11,486,095	4,669,740
Profit Before Taxation	82,858,300	82,047,747	68,539,734	86,316,455
Provision for Taxation	28,615,913	31,399,596	22,247,461	30,230,511
Profit after Taxation	54,242,387	50,648,151	46,292,273	56,085,944
Brought Forward Profit/(Loss)	163,680,587	113,032,436	151,438,406	95,352,462
Balance carried to Balance Sheet	217,922,974	163,680,587	197,730,679	151,438,406

BUSINESS PERFORMANCE OF THE COMPANY

To comply with the provisions 2(41) of Companies act 2013, during the current financial year our company has changed its financial year ending from 1st July 2014 to 31st March 2015. As the current financials of our company are prepared for 9 months, we can't compare financial results of current year with the previous year.

Standalone: When we compare financial results (9 Months) of the current period with the previous period (9 Months) financial results, our revenue increased to Rs. 326.078 Million from Rs. 249.78 Million and our profit after tax (PAT) increased from Rs. 42.06 Million to Rs. 46.29 Million.

Consolidated: When we compare Consolidated financial results (9 Months) of the current period with the previous period (9 Months) Consolidated financial results, our revenue increased from Rs. 773.27 Million to Rs. 914.90 Million and our Consolidated profit after tax (PAT) increased from Rs. 37.986 Million to Rs. 54.242 Million.

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Name	Designation / Category
Mr. Srinivasa Yalamati Chakravarthy (00052308)	Member (Non-Executive Director)
Mr. Duruvasan Ramachandra (00223052)	Member (Independent Director)
Mr. Murali Krishna Tummala(01889806)	Member (Independent Director)

NOMINATION & REMUNERATION COMMITTEE

Name	Designation / Category
Mr. Mohan Kancharla (00004288)	Executive Director
Mr. Duruvasan Ramachandra (00223052)	Member (Independent Director)
Mr. Murali Krishna Tummala (01889806)	Member (Independent Director)

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Name	Designation / Category
Mr. Mohan Kancharla	Executive Director
Mr. Duruvasan Ramachandra	Member (Independent Director)
Mr. Srinivasa Chakravarthy Yalamati	Member (Non- Executive Director)

DURING THE FINANCIAL YEAR 2014-15 (NINE MONTHS), SEVEN BOARD MEETINGS WERE HELD AS FOLLOWS:

16th July 2014 , 30th August 2014, 14th November 2014, 6th December 2014, 31 December 2014 , 13th February 2015 and 24th March 2015.

FINANCIALS OF SUBSIDIARY COMPANY

Pursuant section 129 sub section (3), the financials of subsidiary are as per **Annexure -I**

EXTRACT OF ANNUAL RETURN

Pursuant to section 134 sub section (3) (a), the extract of annual return enclosed in **Annexure -II**

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 of the Companies Act 2013:

- (a) That in the preparation of the annual accounts/financial statements for the financial year ended 31st March 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) That the accounting policies as mentioned in the financial statements were selected and applied consistently and reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;