



35th ANNUAL REPORT
2019 - 2020



BOARD OF DIRECTORS

Mr. Murali Krishna Tummala (1889806)
Mr. Duruvasan R (00223052)
Mr. Mohana Rao Kancharla (00004288)
Mr. Rama Krishna Sebbineni (01825682)
*Mr. Appa Rao Kancharla (02532842)
Mr. Venkat Davarapalli (00028498)
Mr. Sai Krishna Kancharla (07775575)
Mrs. Aruna Krishna Sabbineni (06997005)

Chairman and Independent Director
Independent Director
Whole-time Director
Alternate Director of Venkat Davarapalli
Alternate Director of Sai Krishna Kancharla
Director
Director
Director

Corporate Identity Number (CIN): L55100TG1985PLC045963

KEY MANAGERIAL PERSONNEL

Mr. Mohana Rao Kancharla - Whole -Time Director
Mr. Srinivasa Raju Kucherlapati - Chief Financial Officer
Mr. Surya Prakash Mungelkar - Company Secretary

BANKERS

ICICI Bank
Bank of India
IndusInd Bank

AUDITORS

P C N & ASSOCIATES
Chartered Accountants
Plot No. 12, "N Heights" Ground Floor,
Cyberabad, Hyderabad - 500081

INTERNAL AUDITOR

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

SECRETARIAL AUDITOR

Sharda Putcha
8-3-168/B/10, Siddhartha
Nagar, ESI, Near A.G. Colony
Hyderabad - 500038

REGISTERED OFFICE

7th Floor, Tower-A, Ramky
Selenium, Nanakramguda,
Gachibowli,
Hyderabad - 500 032
Ph: 040 42421122
Fax: 040 66259444

SHARE TRANSFER AGENTS

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

info@cesltd.com
www.cesltd.com

LISTING AT

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

* Shri Appa Rao Kancharla passed away on 27.11.2020



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NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of. CES LIMITED will be held on Wednesday , 30th day of December 2020, at 4:00 P.M.at the Registered Office of the Company through Video Conferencing (VC) facility/Other Audio Visual Means (OAVM), to transact the following Business:

ORDINARY BUSINESS

1. To consider and adopt:

- a. Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with reports of the Board of Directors ("the Board") and Statutory Auditors thereon.
- b. Audited Consolidated Financial Statements of the Company for the financial year 31st March, 2020 together with the reports of Statutory Auditors thereon.

2. To re-appoint Mr. Venkat Davarapalli 00028498) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. TO RE-APPOINT MR. TUMMALA MURALI KRISHNA (01889806) AS INDEPENDENT DIRECTOR.

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

The Board appreciated services rendered by Shri. Tummala Murali Krishna (DIN:01889806) as a non-executive Independent Director and informed the shareholders he was appointed as non-executive Independent Director for period of Five years in 30th Annual General Meeting of CES Limited which shall expire on 28th September, 2020. Due to pandemic AGM was postponed and he was re-appointed as independent director in the Board Meeting held 04th September 2020. The Board recommends his reappointment as Independent Director for period of Five years from 29th September 2020 to 28th September, 2025 and ratification of his appointment from 29th September , 2020.

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 Shri. Tummala Murali Krishna (DIN:01889806) 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 29th September ,2020 to till 28th September, 2025 and he shall not retire by rotation.

BY ORDER OF THE BOARD

PLACE: HYDERABAD

DATE: 05/12/2020

M. Surya Prakash
Company Secretary

IMPORTANT NOTES:

1. The Explanatory Statement, pursuant to Section 102 (1) of the Companies Act, 2013, setting out material facts in respect of the ordinary /special business items set out under item no 4 accompanying notice.
2. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

A) General instructions for accessing and participating in the 35th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting

4. In view of the outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") the 35th AGM of the Company is being conducted through VC/OAVM Facility without the physical presence of the Members at a common venue.
5. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
6. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Notice calling the AGM along with the Annual Report for the financial year 2019-2020 is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes. Members who have not registered their e-mail address or if there is any change in their e-mail address are requested to register/update their e-mail address for receiving all communications including Notices, Circulars, etc. from the Company electronically. Members may also note that the Annual Report for financial year 2019-2020 will also be available on the Company's website www.cesltd.com for download.

Members are requested to support Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Registrar and Transfer Agent or the Company (in case of Shares held in physical form) in the prescribed form which can be down loaded from the Company's website at www.cesltd.com for receiving all communication including Annual report, notices from the Company electronically.

7. The Register of Members and Share Transfer Books of the Company shall remain closed from 24 December (Thursday) 2020 to 30 December (Wednesday) 2020. (Both days inclusive) and Cut off date for sending AGM notice shall be 7th December, 2020
8. Company has appointed NSDL to provide facility for voting through remote e-Voting, for participation in the 35th AGM through VC/OAVM Facility and e-Voting during 35th AGM.
9. Attendance of the members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
10. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the e mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for first come first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee. Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. are allowed to attend the meeting without restriction on account of first-come first-served principle.
11. Corporate members intending to attend/vote at AGM through VC by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their authorizations/ resolutions/ power of attorney to Mr. CS Surya Prakash .M (surya.mungelkar@cesltd.com) a duly certified copy of the same or upload it on the e-voting portal authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company.
12. The Board of Directors has appointed CS Putcha Sharada ACS No. 21717 & CP N. 8735, as a Scrutinizer to scrutinize the remote e-voting process and voting process at AGM in a fair and transparent manner and she has communicated her willingness to be appointed.
13. The scrutinizer shall, immediately after the conclusion of the e- voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e- voting and make, not later than 48 hours from conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to Chairman or Director or Key Managerial Personnel as authorized by the Board of the Company, who shall countersign the same.
14. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.cesltd.com and on www.evoting.nsdl.co.in. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and will also be posted on the website of Company. It shall also be communicated to relevant Stock Exchanges.
15. Electronic Voting through remote mode as per Annexure-5
16. Login to <https://us04web.zoom.us/> or click on link mentioned as below:
Meeting ID : 734 4674 3516
Passcode : **bkDx6b**



Invite Link : <https://us04web.zoom.us/j/73446743516?pwd=UEtJNWlnZ3NjeFFrbmNPZ2EvcWtsQT09>

BY ORDER OF THE BOARD
For CES LIMITED

PLACE: HYDERABAD

DATE: 05/12/2020

M. Surya Prakash
Company Secretary

Explanatory statements under section 102 of Companies Act 2013

Item No. 3

Shri Tummala Murali Krishna is a B.E Graduate and has more than 3 decades of experience in Infrastructure and Engineering. He is the Founder of Tummala Infrastructure Limited, a public Limited Company incorporated by him.

Board appreciates his valuable 5 years' service to Company and Board is of view that his rich experience would boost the performance of Company.

Further details required under Regulation 36 (3) of the LODR and Secretarial Standard 2(General Meeting on appointment and re-appointment of Directors) are provided in Annexure. Except Shri Tummala Murali Krishna , no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. He is not related to any director, inter se of the Company and does not hold any share in Company.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, 17(1A) and regarding appointment of Director is given below: -

1.	Age	56
2.	Qualifications	B. E
3.	Area of Experience	Infrastructure and Engineering
4.	Last drawn remuneration	NA
5.	Date of first appointment on the Board	29.09.2015
6.	No. of share held	Nil
7.	Relationship with Directors, Managers & KMP	NA
8.	Number of Board Meeting attended during FY 2019-20.	6
9.	Other Directorship	4



10.	Chairman/ Member of the Committees of Boards of other companies	-
11.	Justification's for appointment	

None of the directors or their relatives are interested or concerned in the said resolution.

The Board recommends this Resolution for your approval.



DIRECTORS' REPORT

To
The Members of
M/s. CES LIMITED

The Directors have pleasure in presenting the 35th Annual Report of the Company together with the Audited Accounts for the year ended on 31st March 2020 (01.04.2019 to 31.03.2020).

FINANCIAL RESULTS

(Rs. In Lacs)

	Consolidated		Standalone	
	2019-2020	2018-2019	2019-2020	2018-2019
Total Revenue	27,827.32	24,647.62	11,539.69	10,223.83
Profit Before Depreciation	3,367.81	2,604.39	1,450.27	1,146.13
Depreciation	826.47	727.26	342.79	316.77
Profit Before Taxation	2,541.34	1,877.13	1,107.48	829.36
Provision for Taxation	540.21	615.14	161.09	352.15
Profit after Taxation	2,001.12	1,261.99	946.39	477.21
Total Comprehensive Income	1,878.39	1,165.49	832.78	380.71
Brought Forward Profit/(Loss)	3,522.26	5,866.77	1,216.44	4,345.73
Balance carried to Balance Sheet	4910.11	3,522.26	2,049.22	1,216.44

BUSINESS PERFORMANCE OF THE COMPANY

Standalone: Our revenue for financial year 2019-20 is Rs. 11,338.58 Lacs and our profit after tax (PAT) Rs.946.39 Lacs.

Consolidated: Our consolidated financial results for financial year 2019-20 is Rs. 27827.32 Lacs and our consolidated profit after tax (PAT) is Rs. 2,001.12 Lacs.

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Name	Designation / Category
Mr. Murali Krishna Tummala(01889806)	Chairman (Independent Director)
Mr. Duruvasan Ramachandra (00223052)	Member (Independent Director)
Mr. Rama Krishna Sebbineni(01825682)	Member (Non-Executive Director)

NOMINATION & REMUNERATION COMMITTEE

Name	Designation / Category
Mr. Duruvasan Ramachandra (00223052)	Chairman(Independent Director)
Mr. Murali Krishna Tummala (01889806)	Member (Independent Director)
Mr. Appa Rao Kancharla (02532842)	Non-Executive Director

Note: Shri Appa Rao Kancharla passed away on 27.11.2020

STAKEHOLDER RELATIONSHIP COMMITTEE

Name	Designation / Category
Mr. Murali Krishna Tummala (01889806)	Chairman (Independent Director)
Mr. Duruvasan Ramachandra (00223052)	Member (Independent Director)
Mr. Rama Krishna Sebbineni (01825682)	Member (Non- Executive Director)

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Name	Designation / Category
Mr. Murali Krishna Tummala (01889806)	Chairman (Independent Director)
Mr. Rama Krishna Sebbineni (01825682)	Member (Non- Executive Director)
Mr. Mohan Kancharla (00004288)	Executive Director