



CES LIMITED

CIN: L55100TG1985PLC045963

ANNUAL REPORT

2021 - 2022



BOARD OF DIRECTORS

Mr. Murali Krishna Tummala (1889806)
Mr. Duruvasan Ramachandra (00223052)
Mr. Mohana Rao Kancharla (00004288)
Mr. Rama Krishna Sabbineni (01825682)
Mr. Venkateswara Rao Davarapalli (00028498)
Mr. Sai Krishna Kancharla (07775575)
Mrs. Aruna Krishna Sabbineni (06997005)

Chairman and Independent Director
Independent Director
Whole-time Director
Alternate Director of Mr. Venkateswara Rao
Director
Director
Director - Women

Corporate Identity Number (CIN)

L55100TG1985PLC045963

KEY MANAGERIAL PERSONNEL

Mr. Mohana Rao Kancharla - Whole -Time Director
Mr. Srinivas Raju Kucherlapati - Chief Financial Officer
Mr. Suraj Kumar Garg – 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

M/s P R VARMA & Co
H. No. 136 2RT flat No. 101
Sree Nilaya Apartments
S. R. Nagar Hyderabad - 500038

SECRETARIAL AUDITOR

CS Sarada 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
Email - info@cesltd.com
Website - www.cesltd.com

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

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NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of CES Limited will be held on Friday, 30th day of September 2022, 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, 2022 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, 2022 togetherwith the reports of Statutory Auditors thereon.

2. To re- appoint Mr. Sai Krishna Kancharla (07775575) who retires by rotation and being eligible, offers himself for re-appointment.

To consider reappointment of Mr. Sai Krishna Kancharla (07775575), who retires by rotation and being eligible, offers himself for re-appointment as Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sai Krishna Kancharla (07775575), who retires by rotation at this meeting and being eligible has offered himself for re- appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. To appoint M/s P Murali & Co, Chartered Accountants (ICAI Firm Registration No. 007257S), as the statutory auditors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s P Murali & Co, Chartered Accountants (ICAI Firm Registration No. 007257S) be and are hereby appointed as statutory auditors of the Company for term of five consecutive years, who shall hold office the conclusion of this Annual General Meeting till the conclusion of 42nd Annual General Meeting in the year 2027 on such remuneration as may be decided by the Board of Directors, in consultation with the statutory auditors of the Company

**BY ORDER OF THE BOARD
For CES Limited**

PLACE: Hyderabad

DATE: 05/09/2022

Suraj Kumar Garg
Company Secretary

IMPORTANT NOTES:

1. 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.
2. 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 forms part of the notice.

A) General instructions for accessing and participating in the 37th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting

3. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, and 2/2022 dated April 8, 2020, April 13, 2020, May 5, 2020 and May 5, 2022, respectively, issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, and May 13, 2022, respectively (collectively referred to as 'the Circulars'), companies are permitted to hold the AGM through VC/ OAVM, without the physical presence of the members at a common venue. Accordingly, the 37th AGM of the Company will be convened through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder, the Listing Regulations read with the Circulars.
4. 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.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

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 2021-2022 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 2021- 2022 will also be available on the Company's website - www.cesltd.com under the investor section 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 downloaded 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 24th September 2022 (Saturday) to 30th September 2022 (Friday). (Both days inclusive). The Book closure date for the purpose of AGM is 23rd September, 2022
8. Company has appointed NSDL to provide facility for voting through remote e-Voting, for participation in the 37th AGM through VC/OAVM Facility and e-Voting during 37th 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 time mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on a 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. Suraj Kumar Garg (surajkumar.garg@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 Sarada Putcha 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, and hand it over 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.

**BY ORDER OF THE BOARD
For CES Limited**

PLACE: Hyderabad
DATE: 05/09/2022

Suraj Kumar Garg
Company Secretary

**ADDITIONAL INFORMATION OF DIRECTORS BEING APPOINTED AT THE ANNUAL GENERAL MEETING
(Pursuant to Regulation 36(3) of SEBI(LODR) Regulation, 2015)**

Name	Shri Sai Krishna Kancharla
Date of Birth	24 – May- 1989
Date of first Appointment on the Board	03-July-2017
Qualification	Post graduate
Directorship held in other Companies	Nil
Membership/Chairmanships of Committees across other public Companies	Nil
Brief Profile covering experience, achievements etc.	Shri Sai Krishna Kancharla is acting as the Non-Executive Director of the company since 03-July-2017 and having wide experience management related areas
Relationship with other Directors	He is the nephew of Shri. Mohana Rao Kancharla, Whole time director of the Company
Shares held in the Company	8,75,000 equity shares of Rs. 10/- each (2.40%)

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 27th September, 2022 (09:00 A.M). and ends on 29th September, 2022 (5:00 P.M). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 23rd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 23rd September, 2022

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page