



CES Limited

Reg office: 7th Floor Ramky
Selenium
Building, Nanakramguda, Gach
ibowli,
Hyderabad - 500032.

Date : 12th February, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

Scrip Code: 512341

Dear Sir / Madam,

Sub: Voting Results and Scrutinizer's Report on the Postal Ballot

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed details of Voting Results and Scrutinizer's Report on the Postal Ballot conducted by the Company. The Company had provided e-voting facility to Members through National Securities Depository Limited. The e-voting period commenced at 9:00 a.m. (IST) on January 14, 2025 and ended on February 12, 2025 at 5:00 p.m. (IST).

You are requested to kindly take the same on records.

Thanking you,

Yours faithfully,

For CES Limited

Suraj Kumar Garg
Company Secretary



Result of Postal Ballot

Pursuant to Section 108 and 110 of the Companies Act, 2013 (“the Act”) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, including General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/ 2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (“Delisting Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re- enactment(s) thereof for the time being in force and as amended from time to time], the approval of shareholders was sought by postal ballot as per details furnished in the Postal Ballot Notice dated January 13, 2025, sent to the shareholders of the Company, on the following proposal for passing special Resolutions by way of postal ballot only by voting through electronic means (“remote e-voting”).

- 1) Approval for voluntary delisting of the equity shares of the company from BSE limited (“BSE”)**
- 2) Appointment of Mr. Vamsikrishna Rachuri (DIN- 10881763) as an Independent Director**

CS Sarada Putcha, Practicing Company Secretary was appointed as the scrutinizer for conducting postal ballot process in a fair and transparent manner, submitted his report on the postal ballot.



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Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding postal ballot are as follows:

1	Date of the AGM/EGM	Not Applicable
2	Date of the Postal Ballot Notice	January 13, 2025
3	Total number of shareholders on record date	25
4	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
5	No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable

On the basis of the report received from CS Sarada Putcha, scrutinizer, we hereby declare the result of the postal ballot voting process for the above mentioned proposal as per Annexure I.

Since 100% of total votes polled are in favor of the Resolution no. 1 & 2, we hereby declare that both the resolutions have been duly passed as special Resolutions as mentioned in the notice dated January 13, 2025, with requisite majority. We hereby further report that as per Regulation 11(4) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, the special resolution pertaining to voluntary delisting shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are at least two times the number of votes cast by the public shareholders against it. In this regard, the Special Resolution as set out in Item No. 1 of the Postal Ballot Notice has been passed by the members through remote E-voting with requisite majority as per Regulation 11(4) of the Delisting Regulations as all votes that has been cast by public shareholders are in favour of the resolution.

Thanking you,
Yours faithfully,
For CES Limited

Suraj Kumar Garg
Company Secretary &
Compliance officer.



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Annexure-1

Item No -1: Approval for voluntary delisting of the equity shares of the company from BSE limited ("BSE")

Resolution required:		Special Resolution.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E- Voting	2,72,42,012	1,77,48,612	65.15%	1,77,48,612	-	100.00%	-
	Poll					-	-	-
	Total		1,77,48,612	65.15%	1,77,48,612	-	100.00%	-
Public- Instituti ons	E- Voting	Nil	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Instituti ons	E- Voting	91,57,988	36,78,388	40.17%	36,78,388	-	100.00%	-
	Poll					-	-	-
	Total		36,78,388	40.17%	36,78,388	-	100.00%	-
Total		3,64,00,000	2,14,27,000	58.87%	2,14,27,000	-	100.00%	-

Phone: +91 (40) 4242-1122 | Fax No: +91 (40) 4010-2456

CIN: L55100TG1985PLC045963

Email: info@cesltd.com

www.cesltd.com



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ibowli,
Hyderabad - 500032.

Item No -2: Appointment of Mr. Vamsikrishna Rachuri (DIN- 10881763) as an Independent Director

Resolution required:		Special Resolution.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E- Voting	2,72,42,012	1,77,48,612	65.15%	1,77,48,612	-	100.00%	-
	Poll					-	-	-
	Total		1,77,48,612	65.15%	1,77,48,612	-	100.00%	-
Public- Instituti ons	E- Voting	Nil	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Instituti ons	E- Voting	91,57,988	36,78,388	40.17%	36,78,388	-	100.00%	-
	Poll					-	-	-
	Total		36,78,388	40.17%	36,78,388	-	100.00%	-
Total		3,64,00,000	2,14,27,000	58.87%	2,14,27,000	-	100.00%	-



P. SARADA COMPANY SECRETARIES

P. SARADA

M.Com., LL.B., A.C.S

8-3-168/B/10, Siddhartha Nagar (North)
ESI, Near A.G. Colony
Hyderabad - 500 038
Cell : 98483 02393
E- mail : sharadacs@gmail.com

12th February, 2025

To,
The Chairman
CES Limited
7th Floor Ramky Selenium Building, Nanakramguda,
Gachibowli, Hyderabad - 500032

Respected Sir,

Subject : Scrutinizer Report

The Board of Directors of CES Limited, through its Resolution dated January 8, 2025 appointed the undersigned as Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 (hereinafter referred to as "Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "Rules") is complied with.

RESOLUTIONS THROUGH POSTAL BALLOT

- 1) Approval for voluntary delisting of the equity shares of the company from BSE limited ("BSE")**
- 2) Appointment of Mr. Vamsikrishna Rachuri (DIN- 10881763) as an Independent Director**

In terms of section 110 of the Act and in terms of the General Circular Nos. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/ 2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time], Company can take all the decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting.



Responsibility of the Management

The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution, as set out in the Postal Ballot Notice dated January 13, 2025.

Responsibility as a Scrutinizer

As a Scrutinizer, my report is restricted to giving a Scrutinizer's Report based on the reports and information provided by the Service Provider through e-voting.

In accordance with the MCA Circulars, the Postal Ballot Notice was sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 10, 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company/ Depositories.

The Company had appointed NSDL as the service provider for extending the facility of electronic voting to the shareholders of the Company. M/s. Aarathi Consultants Pvt. Ltd is the Registrar of Share Transfer Agent for the Company.

The e-voting period commenced at 9:00 a.m. (IST) on January 14, 2025 and ended on February 12, 2025 at 5:00 p.m. (IST).

A public notice in newspaper informing the members about dispatch of notice and commencement of postal ballot was published on 13th January, 2025 in one English newspaper (Financial Express) and one Telugu Newspaper (Nava Telangana).

The result of the remote e-voting is given as 'Annexure-1' to this report. I report that both the resolutions as per the postal ballot Notice stands passed with requisite majority. I hereby further report that as per Regulation 11(4) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, the special resolution pertaining to voluntary delisting shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are at least two times the number of votes cast by the public shareholders against it. In this regard, the Special Resolution as set out in Item No. 1 of the Postal Ballot Notice has been passed by the members through remote E-voting with requisite majority as per Regulation 11(4) of the Delisting Regulations as all votes that has been cast by public shareholders are in favour of the resolution.

I hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-voting by the Shareholders of the Company.

The register and all other papers, records shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter will be handed over to the Company Secretary of the Company for safe preservation.



Thanking you,

Yours faithfully,

P. Sarada

CS Sarada Putcha
ACS No. 21717 & CP N. 8735
UDIN: A021717F003925914



P. Sarada

PUTCHA SARADA
PRACTISING COMPANY SECRETARY
M. No. : 21717
C. P. No. : 8735

ANNEXURE-I

Item No-01: Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE")

Resolution No. 1	Promoter / Public	No. of Shares held	No. of votes polled by e-voting	No. of votes In favor	% of votes In favour	No. of votes Against	% of votes Against
	Promoter and promoter group	2,72,42,012	1,77,48,612	1,77,48,612	100%	-	-
Public-Institutions	-	-	-	-	-	-	
Public - Others	91,57,988	36,78,388	36,78,388	100%	-	-	
Total	3,64,00,000	2,14,27,000	2,14,27,000	100%	-	-	

Item No-02: Appointment of Mr. Vamsikrishna Rachuri (DIN- 10881763) as an Independent Director

Resolution No. 1	Promoter / Public	No. of Shares held	No. of votes polled by e-voting	No. of votes In favor	% of votes In favour	No. of votes Against	% of votes Against
	Promoter and promoter group	2,72,42,012	1,77,48,612	1,77,48,612	100%	-	-
Public-Institutions	-	-	-	-	-	-	
Public - Others	91,57,988	36,78,388	36,78,388	100%	-	-	
Total	3,64,00,000	2,14,27,000	2,14,27,000	100%	-	-	



P. Sarada

PUTCHA SARADA

PRACTISING COMPANY SECRETARIES

M. No. : 21717

C. P. No. : 8735