



CMMI Level 5 Company

**CES Limited**

Reg office: 7<sup>th</sup> Floor Ramky  
Selenium Building,  
Nanakramguda ,Gachibowli ,  
Hyderabad - 500032.

Date: 06-09-2024

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

Scrip Code: 512341 Company Code: 2813

Dear Sir / Madam

Sub: Notice of the 39<sup>th</sup> Annual General Meeting

Please find enclosed the Notice convening the 39th Annual General Meeting (AGM) of shareholders for the financial year 2023-24 to be held on Monday, 30th day of September 2024, at 4:00 P.M (IST) through video conference (VC) / Other Audio Visual Means (OVAM).

You are requested to kindly take the same on record.

Yours faithfully  
For CES Limited

Suraj Kumar Garg  
Company Secretary &  
Compliance officer

Phone: +91 (40) 4040-7070 | Fax No: +91 (40) 4010-2456

CIN: L55100TG1985PLC045963

[www.cesltd.com](http://www.cesltd.com)

## NOTICE

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting of CES Limited will be held on Monday, 30th day of September 2024, 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, 2024 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 31<sup>st</sup> March, 2024 togetherwith the reports of Statutory Auditors thereon.

**2.** To reappoint Smt. Aruna Krishna Sabbineni (DIN-06997005) who retires by rotation and being eligible, offers herself for re-appointment.

**3.** To reappoint Shri. Rama Krishna Sabbineni (DIN- 01825682) serving as an alternate director to Shri Venkateswara Rao Davarapalli (DIN- 00028498).

**4.** To consider and approve the appointment of M/s. N G Rao & Associates, Chartered Accounts, (Firm Registration No. 009399S) as Statutory Auditors of the Company for a term of five years.

To consider and, if thought fit, pass the following resolution(s) as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force) M/s. N G Rao & Associates, Chartered Accounts, (Firm Registration No. 009399S) be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years to conduct the Statutory Audit from Financial Year 2024-2025 to Financial year 2028-2029 and to hold office from the conclusion of 44<sup>th</sup> Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year 2028-2029, on such remuneration & terms of engagement, as may be mutually agreed between the Board/ Audit Committee and the Auditors of the Company from time to time.”

## **SPECIAL BUSINESSES:**

### **5. Re-appointment of Shri Mohana Rao Kancharla (DIN: 00004288) as Whole time Director of the Company**

To consider and if thought fit, to pass the following resolution as an ordinary Resolution

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded to the appointment of Shri Mohana Rao Kancharla (DIN: 00004288) as Whole time Director of the Company for a period of 5 (Five) years with effect from 30<sup>th</sup> December, 2024 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Shri Mohana Rao Kancharla.

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

### **6. Approve the creation of charge/ mortgage/ pledge/ hypothecate and/ or creation of security interest on the asset(s)/property(ies) of the company to secure borrowings.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution :-

**“RESOLVED THAT** in supersession of any resolution(s) passed earlier in this regard and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (‘the Act’), read with the Companies (Meetings of Board and its Powers) Rules, 2014, applicable provision(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other applicable provision(s), [including any modification(s) or re-enactment thereof for the time being in force], and subject to necessary approval(s), consent(s), sanction(s), permission(s) and provisions of other applicable laws, if any, the consent of the Company is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any duly constituted Committee or authorized officers) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immovable asset(s) and property(ies) of the Company wherever situated, both

present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company in such manner as the Board / Committee of the Board may direct/ or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, other bodies corporate hereinafter referred to as the (“Lending Agencies”) to secure borrowings availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/ or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued/to be issued by the company from time to time, in one or more tranches provided that the total aggregate amount of borrowings (money to be borrowed, together with the money already borrowed) under the Security Interest, together with interest at agreed rates, compound interest, additional interest, liquidated damages, commitment charges, costs, charges, expenses, and all other monies payable by the Company under agreements related to said borrowings, shall not exceed the aggregate of the paid-up share capital and free reserves and securities premium account balance of the Company, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, as permitted under the Act without seeking members approval.

**RESOLVED FURTHER THAT** the Board of Directors of the Company is authorized to deal with all matters pertaining to the creation of Security Interests on the Company’s assets or properties, encompassing decisions on which assets or properties to mortgage or charge, negotiating, finalizing, and executing agreements with lenders, and adjusting terms and conditions as necessary, to execute all relevant documents containing suitable conditions and covenants, to finalize the terms and conditions of the Security Interest, including approving amendments when required, and to undertake all necessary actions to implement this resolution, such as approving specific forms of security documentation, complying with legal formalities, and engaging legal and financial advisors and may delegate these powers to a committee or officers as deemed appropriate, subject to its oversight.

**RESOLVED FURTHER THAT** this resolution shall be effective immediately upon its passing and shall remain in force until further modified, amended, or rescinded by a subsequent resolution of the members.”

By the order of the Board  
For CES Limited

Sd-

Date : 05-09-2024  
Place : Hyderabad

Suraj Kumar Garg  
Company Secretary

## **IMPORTANT NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the Rules made thereunder, Secretarial Standard on General Meetings (“SS-2”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) wherever applicable, in respect of the special business set out in the Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 5th September, 2024, has considered and recommended to include item nos. 5 & 6 of the special business in the Notice for seeking approval of the members at the 39th Annual General Meeting (“AGM”) of the Company
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.

### **A) General instructions for accessing and participating in the 39<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**

3. Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2022, 09/2023 dated September 25, 2023, and other circulars issued by the Ministry of Corporate Affairs (‘MCA’) and the Securities and Exchange Board of India (‘SEBI’) Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, respectively (collectively referred to as ‘Circulars’), companies are permitted to hold the AGM through VC/ OAVM, without the physical presence of the members at a common venue. Accordingly, the 39th AGM of the Company will be convened through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with the aforesaid Circulars. The deemed venue for the 39th AGM shall be at the Registered Office of the Company.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. 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 2023-2024 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 2023-2024 will also be available on the Company's website - [www.cesltd.com](http://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](http://www.cesltd.com) for receiving all communication including Annual report, notices from the Company electronically.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> September 2024 (Tuesday) to 30<sup>th</sup> September 2024 (Monday). (Both days inclusive). The Book closure date for the purpose of AGM is 23<sup>rd</sup> September, 2024
7. Company has appointed NSDL to provide facility for voting through remote e-Voting, for participation in the 39<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during 39<sup>th</sup> AGM.
8. 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.
9. 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 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.

10. 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.
11. 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.
12. 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.
13. 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](http://www.cesltd.com) and on [www.evoting.nsdl.co.in](http://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.
14. Electronic Voting through remote mode as enclosed to this notice

By the order of the Board  
For CES Limited

Sd/-

Date : 05-09-2024  
Place : Hyderabad

Suraj Kumar Garg  
Company Secretary

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

The remote e-voting period begins on Wednesday, 25th September, 2024 (09:00 A.M) and ends on Sunday, 29th September, 2024 (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. Monday, 23<sup>rd</sup> September, 2024, 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 Monday, 23<sup>rd</sup> September, 2024.

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

**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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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.



2. 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.jsp>
3. Visit 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 of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider

	<p>for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the

attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sharadacs@gmail.com](mailto:sharadacs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [surajkumar.garg@cesltd.com](mailto:surajkumar.garg@cesltd.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([surajkumar.garg@cesltd.com](mailto:surajkumar.garg@cesltd.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([surajkumar.garg@cesltd.com](mailto:surajkumar.garg@cesltd.com)). The same will be replied by the company suitably.

## Explanatory Statement to the Notice of 39th AGM

Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with the rules made thereunder, as applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Secretarial Standard on General Meetings (“SS-2”)

### Item No-5

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has confirmed the re-appointment of Shri Mohana Rao Kancharla as Whole time Director of the Company for a period of 5 (five) years w.e.f. 30<sup>th</sup> December, 2024, subject to approval of the members in General Meeting. Shri Mohana Rao Kancharla has invaluable contributions in driving company’s business. He has played a pivotal role in expanding Company’s global presence, fostering international partnerships, and driving export operations of the Company to its new heights. It would be therefore in the interest of the Company to re-appoint Shri Mohana Rao Kancharla as Whole time Director of the Company.

It is proposed to seek members’ approval for remuneration payable to Shri Mohana Rao Kancharla, whole time director of the company, in terms of the applicable provisions of the Act. Broad particulars of the terms of remuneration payable to Shri Mohana Rao Kancharla are as under:

- i. Managerial Remuneration: Upto Rs.30,00,000/-per annum as per the discretion of the Board.
- ii. Performance Linked Variable Remuneration: Performance Linked Variable Remuneration according to the Scheme of the Company for each of the financial years as may be decided by the Nomination & Remuneration Committee/Board of Directors of the Company based on the performance of the abovementioned Director for each year. The total remuneration will be in accordance with the limits set forth in Section 197 of the Companies Act, 2013, which apply to companies with adequate profits.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding fixation of remuneration of Directors is given below: -

1.	Age	66 years
2.	Qualifications	Bachelor of Commerce
3.	Area of Experience	Information Technology & Infrastructure
4.	Last drawn remuneration	Rs. 19.30 Lakhs for FY 2023-24
5.	Date of first appointment on the Board	29.07.2005
6.	No. of share held	700000 Shares
7.	Relationship with Directors, Managers & KMP	Shri Sai Krishna Kancharla is a nephew of Shri Mohana Rao Kancharla.
8.	Number of Board Meeting	6



	attended during FY 2023-24.	
9.	Other Directorship	Eastwest Business Solutions Private Limited Infra Master Private Limited Eastwest Technologies Private Limited CES Information Systems Private Limited CES Information Technologies Private Limited CES Technology Services Private Limited CES Global It Solutions Private Limited Computech Business Solutions Private Limited
10.	Chairman/ Member of the Committees of Boards of other companies	NA

Your Directors recommend the resolution at Item No. 5 of the Notice for your approval.

Shri Mohana Rao Kancharla is interested in the said resolution as it pertains to his own appointment.

None of the Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

#### **Item No-6**

In terms of the provision as contained in Section 180(1) (a) of the Companies Act, 2013('the Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014, applicable provision(s) of SEBI (LODR) Regulations, 2015, as amended and any other applicable provisions, [including any modification(s) or re-enactment thereof for the time being in force], approval of the members of the Company by way of a special resolution is needed to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings and that the term undertaking shall mean an undertaking in which the investment of the company exceeds twenty per cent. of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent or more of the total income of the company during the previous financial year. The expression "substantially the whole of the undertaking" in any financial year shall mean twenty per cent. or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Further, as per the provision of the Companies Act, 2013, a Company with the approval of the relevant committee and the Board can borrow money together with the money already borrowed up to the aggregate of the paid-up share capital and free reserves and securities premium account balance of the Company, apart from temporary loans obtained from the company's bankers in the ordinary course of business, without seeking members approval.

The Company also, from time to time, may after detailed cost of capital analysis, avail borrowings in the form of loans or otherwise from banks, bodies corporate and/or other lending agencies to fund, inter alia, its working capital needs, capex requirements etc. and as an operating practice is thus required to mortgage, pledge, charge, hypothecate and/ or create security interest on moveable or immoveable asset(s) and property(ies) of the Company to secure such borrowings.

The creation of charge/ mortgage/ pledge/ hypothecate and/ or security interest on the asset(s)/property(ies) of the company to secure borrowings may be deemed to be the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution.

Accordingly, it is proposed to pass an enabling resolution authorizing the board to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immovable asset(s) and property(ies) of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company to secure borrowings as abovementioned provided that the total aggregate amount of borrowings (money to be borrowed, together with the money already borrowed) under the Security Interest, together with interest at agreed rates, compound interest, additional interest, liquidated damages, commitment charges, costs, charges, expenses, and all other monies payable by the Company under agreements related to said borrowings, shall not exceed the aggregate of the paid up share capital and free reserves and securities premium account balance of the Company, apart from temporary loans obtained from the company's bankers in the ordinary course of business, as permitted under the Act without seeking members approval.

The Board recommends the resolution set forth in item no. 6 for the approval of the Members as a special resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in item no. 6 of the accompanying Notice.

By the order of the Board  
For CES Limited

Sd/-

Date : 05-09-2024  
Place : Hyderabad

Suraj Kumar Garg  
Company Secretary