



An ISO 9001-2008
&
ISO 27001 Certified Company

CES Limited

7th Floor Ramky Selenium
Building, Nanakramguda
, Gachibowli,
Hyderabad - 500032

07th, June 2020

To,
Corporate Compliance Department,
Stock Exchange- Mumbai,
phirozeJeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Scrip Code: 512341
Company Code: 2813

Dear Sir/ Madam,

Sub: Submission of Secretarial Compliance Report for year- end 31st march, 2020

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and any other applicable Regulations, we herewith submit you Secretarial Compliance Report for year- end 31st march, 2020.

Kindly please take the same on Record and oblige us.

Thanking you,
Yours Faithfully,

For CES Limited

Surya Prakash
Company Secretary



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
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SECRETARIAL COMPLIANCE REPORT OF M/s. CES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2020

I, **Sarada Putcha**, Company Secretaries, Hyderabad has examined:

- (a) All the documents and records made available to me and explanation provided by **M/s. CES LIMITED (CIN: L55100TG1985PLC045963)** listed entity.
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2020 (Review period) in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 31(2) of SEBI (LODR) 2015	35, 00,000 promoter shares are physical mode.	100 % promoter shareholding to be into dematerialise form, but 35, 00,000 promoter shares are into physical mode

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:-

Sr. No.	Action taken by	Details of violation	Details of action taken Eg. Fines, warning letter, debarment, etc;	Observations/ remarks of the Practicing Company Secretary, if any



	NIL	NIL	NIL	NIL
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	35,00,000 promoter shares are in physical mode.	35,00,000 promoter shares are in physical mode	The Company has intimated the Promoters and frequently following up for Conversion of shares into demat.	The Promoters are Foreign Trusts from US. The Foreign Trusts informed the company, they have approached many brokerage firms, but none has accepted to open Demat account for Foreign Trusts.

Date: 03-06-2020
Place: Hyderabad



Signature: *P. Sarada*
Sarada Putcha
Company Secretaries
ACS No: 21717
C. P. No.: 8735

UDIN: A021717B000311921

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