

BOARD OF DIRECTORS

| | |
|-----------------------------------------------|-------------------------------|
| Mr. Ram Kancharla (00028434) | Director |
| Mr. Venkat Davarapalli (00028498) | Director |
| Mr. Appa Rao Kancharla (2532842) | Alternate Director (Ram K) |
| Mr. Srinivasa Chakravarty Yalamati (00052308) | Alternate Director (Venkat D) |
| Mr. Duruvasan R (00223052) | Independent Director |
| Mr. Murali Krishna Tummala(1889806) | Independent Director |
| Mr. Mohan Kancharla (00004288) | Whole –time Director |
| Mrs. Aruna Krishna Sabbineni(06997005) | Director |
| Corporate Identity Number (CIN) | L55100TG1985PLC045963 |

KEY MANAGERIAL PERSONNEL

Mr. Mohan Kancharla- Whole -Time Director
Mr. Benarji Mallampatti- Chief Financial Officer
Mr. Surya Prakash Mungelkar- Company Secretary

BANKERS

Citi Bank Limited, Hyderabad.
Bank of India, Hyderabad
IndusInd Bank, Hyderabad

AUDITORS

M/s P Murali & Co. Chartered
Accountants
6-3-655/2/3, Somajiguda,
Hyderabad - 500 082.

INTERNAL AUDITOR

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

SECRETARIAL AUDITOR

Abhinav Srivastava,
PCS. Plot No. 247
Jubilee Hills, Rd No. 78,
Hyderabad-500033

REGISTERED OFFICE

Plot No.42, Sagar Society
Road No.2, Banjara Hills,
Hyderabad-500 034
Ph: 040 4040 7070
Fax: 040 66259444
info@cesltd.com
www.cesltd.com

SHARE TRANSFER AGENTS

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

COMPLIANCE OFFICER

Mohan Kancharla
mohankancharla@cesltd.com

LISTING AT

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

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NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of M/s. CES LIMITED (Formerly known as Serve All Enterprise Solutions Limited) will be held on Tuesday, 29th day of September 2015, at 04.00 P.M. at the Registered Office of the Company at Plot. No.42, Sagar Society, Road No.2, Banjara Hills, Hyderabad-500 034 to consider the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt Standalone and Consolidated Audited Balance Sheet as at 31st march 2015 and Profit and Loss Account for the period ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr Venkat Davarpalli (00028498) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company for a term of two years up to conclusion of 32nd Annual General Meeting subject to ratification at every Annual General Meeting and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the members at the 30th Annual General Meeting, the appointment of M/s P.MURALI & CO, Chartered Accountants (Firm Regn No: 007257S) as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the 32th Annual General Meeting of the Company to be held in the year 2017, be ratified by the members on a remuneration as may be decided by the Board of Directors”.

SPECIAL BUSINESS:

4. Appointment of **Mrs.Aruna Krishna Sabbineni (06997005)** as Director.
To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) made there under read with Schedule V to the Act, **Mrs.Aruna Krishna Sabbineni (06997005)**, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature for the office of the Director of the Company, be and is hereby appointed as Director.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, **Mrs. Aruna Krishna Sabbineni (06997005)** be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution.”

5. Appointment of **Mr. Murali Krishna Tummala(01889806)** as Independent Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) made there under read with Schedule V to the Act, **Mr. Murali Krishna Tummala(01889806)**, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature for the office of the Director of the Company, be and is hereby appointed as Director.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, **Mr. Murali Krishna Tummala (01889806)** be and is hereby appointed as Director of the Company.

6. **To Adopt Articles of Association as per Companies Act 2013**

To consider and if thought fit, to pass with or without modification, the following Resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

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

7. To Approve remuneration of Mr. Mohan Kancharla(00004288)

To consider and if thought fit, to pass with or without modification, the following Resolution as **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to Provisions of section 197 of Companies Act 2013 and any other applicable provisions, if any, of the Companies Act, 2013 subject to consents, approvals and permissions if any needed, Mr. Mohan Kancharla (00004288) has been appointed as Whole Time Director of the company for a period Five years with effect from 1st January 2015 to 31st December 2019.

RESOLVED FURTHER THAT, the Annual Remuneration is Rs. 7,20,000/- with effect from February , 2015, and Such remuneration is not exceeding 5 % of net profits per annum of the Company, subject to the overall ceiling stipulated in Sections 197 of the Companies Act,2013. Apart from above Remuneration, other standard benefits which may be provided as per policy of the Company. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Mohan Kancharla (00004288), the Company has no profits or inadequate profits, the Company will pay remuneration as per Part –II of Schedule V Companies Act 2013.

BY ORDER OF THE BOARD

M. Surya Prakash
Company Secretary

PLACE: HYDERABAD

DATE: 04/09/2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. APROXY NEED NOT BE AMEMBER OF THE COMPANY.
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company or if holding more than 10 % of aggregate shareholding , then such a proxy shall not act as proxy for any person or any other shareholder.
In order to be effective, must be received at the office of the Company's Registrar and Share Transfer Agent- Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad- 500 029 not less than 48 hours before the Commencement of the meeting. A blank proxy form is enclosed.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 25 September (Friday) 2015 to, 29 September (Tuesday) 2015. (Both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
5. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy Identification of attendance at the meeting
6. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
7. Kindly bring your copies of the Annual Report to the meeting.
8. Electronic copy of the Annual Report for the financial period ended 31.03.2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.

9. Electronic copy of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the financial period ended on 31.03.2015 will also be available on the Company's website www.cesltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@cesltd.com.
11. Voting through electronic means in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL), Kindly Visit www.evoting.nsdl.com and select help option, you can find user manual for shareholders to caste Vote at **Annexure-IV**

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Annexure to Item No.4, 5, 6 & 7 of Special Business:

Item No. 4

Mrs. Aruna Krishna Sabbineni (06997005) was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 24.03.2015 on recommendation of Board of Directors and to hold office up to the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013. Further she has been appointed as Director W.e. from 29.09.2015, subject to approval of the members at this Annual General Meeting. The Company has received a notice in accordance with Section 160 of the Companies Act, 2013 in writing signifying their intention to propose her as candidate for the office of Director of the Company. **Mrs. Aruna Krishna Sabbineni (06997005)** is not disqualified from being appointed as a Director as per the provisions of the Companies Act, 2013.

The Board is of the view that the vast knowledge and experience of **Mrs. Aruna Krishna Sabbineni (06997005)** will be of immense value and benefit to the Company and therefore recommends the resolution for the approval of the Members.

The Board of Directors recommends the Ordinary Resolution for your approval.

Item No. 5

Mr. Murali Krishna Tummala (1889806) was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 31.12.2014 on recommendation of Board of Directors and to hold office up to the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013. Further he has been appointed as Director w.e.f. 29.09.2015, subject to approval of the members at this Annual General Meeting. The Company has received a notice in accordance with Section 160 of the Companies Act, 2013 in writing signifying their intention to propose him as candidate for the office of Director of the Company. **Mr. Murali Krishna Tummala (1889806)** is not disqualified from being appointed as a Director as per the provisions of the Companies Act, 2013.

The Board is of the view that the vast knowledge and experience of **Mr. Murali Krishna Tummala**(1889806) will be of immense value and benefit to the Company and therefore recommends the resolution for the approval of the Members.

The Board of Directors recommends the Ordinary Resolution for your approval.

Item No. 6

The existing Articles of Association ("AoA") is based on the Companies Act,1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act,1956 and some articles in the existing AoA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AoA is available for inspection to the shareholders at the registered office of the company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

The Board of Directors recommends the Special Resolution for your approval.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

Item No. 7

Mr. Mohan Kancharla (00004288) was appointed as Whole-Time Director in 29th Annual General Meeting, by the Shareholders of the Company, further remuneration for him was approved by Audit Committee and Board on February 13, 2015 in Board Meeting. Board of Directors is of opinion that it requires ratification from the Shareholders of the Company in Annual General Meeting.

Therefore Board recommends Special Resolution for your Approval

BY ORDER OF THE BOARD
For CES LIMITED
(Formerly known as Serve All Enterprise Solutions Ltd)

DIRECTORS' REPORT

To
The Members of
M/s. CES LIMITED
(Formerly Known as Serve All Enterprise Solutions Limited)

The Directors have pleasure in presenting the 30th Annual Report of the Company together with the Audited Accounts for the year ended on 31st March 2015 (01.07.2014 to 31.03.2015).

FINANCIAL RESULTS

| | Consolidated | | Standalone | |
|----------------------------------|-------------------------|--------------------------|-------------------------|--------------------------|
| | 2014-2015 (9 Months) | 2013-2014 (12 Months) | 2014-2015 (9 Months) | 2013-2014 (12 Months) |
| | Rs. | R | R | R |
| Net Revenue | 914,908,341 | 1,031,029,771 | 326,077,927 | 333,040,568 |
| Profit Before Depreciation | 103,734,406 | 106,929,193 | 80,025,829 | 90,986,195 |
| Depreciation | 20,876,106 | 24,881,446 | 11,486,095 | 4,669,740 |
| Profit Before Taxation | 82,858,300 | 82,047,747 | 68,539,734 | 86,316,455 |
| Provision for Taxation | 28,615,913 | 31,399,596 | 22,247,461 | 30,230,511 |
| Profit after Taxation | 54,242,387 | 50,648,151 | 46,292,273 | 56,085,944 |
| Brought Forward Profit/(Loss) | 163,680,587 | 113,032,436 | 151,438,406 | 95,352,462 |
| Balance carried to Balance Sheet | 217,922,974 | 163,680,587 | 197,730,679 | 151,438,406 |

BUSINESS PERFORMANCE OF THE COMPANY

To comply with the provisions 2(41) of Companies act 2013, during the current financial year our company has changed its financial year ending from 1st July 2014 to 31st March 2015. As the current financials of our company are prepared for 9 months, we can't compare financial results of current year with the previous year.

Standalone: When we compare financial results (9 Months) of the current period with the previous period (9 Months) financial results, our revenue increased to Rs. 326.078 Million from Rs. 249.78 Million and our profit after tax (PAT) increased from Rs. 42.06 Million to Rs. 46.29 Million.

Consolidated: When we compare Consolidated financial results (9 Months) of the current period with the previous period (9 Months) Consolidated financial results, our revenue increased from Rs. 773.27 Million to Rs. 914.90 Million and our Consolidated profit after tax (PAT) increased from Rs. 37.986 Million to Rs. 54.242 Million.

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

| Name | Designation / Category |
|------------------------------------------------|---------------------------------|
| Mr. Srinivasa Yalamati Chakravarthy (00052308) | Member (Non-Executive Director) |
| Mr. Duruvasan Ramachandra (00223052) | Member (Independent Director) |
| Mr. Murali Krishna Tummala(01889806) | Member (Independent Director) |

NOMINATION & REMUNERATION COMMITTEE

| Name | Designation / Category |
|----------------------------------------|---------------------------------|
| Mr. Mohan Kancharla (00004288) | Executive Director |
| Mr. Duruvasan Ramachandra (00223052) | Member (Independent Director) |
| Mr. Murali Krishna Tummala (01889806) | Member (Independent Director) |

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

| Name | Designation / Category |
|-------------------------------------|-----------------------------------|
| Mr. Mohan Kancharla | Executive Director |
| Mr. Duruvasan Ramachandra | Member (Independent Director) |
| Mr. Srinivasa Chakravarthy Yalamati | Member (Non- Executive Director) |

DURING THE FINANCIAL YEAR 2014-15 (NINE MONTHS), SEVEN BOARD MEETINGS WERE HELD AS FOLLOWS:

16th July 2014 , 30th August 2014, 14th November 2014, 6th December 2014, 31 December 2014 , 13th February 2015 and 24th March 2015.

FINANCIALS OF SUBSIDIARY COMPANY

Pursuant section 129 sub section (3), the financials of subsidiary are as per **Annexure -I**

EXTRACT OF ANNUAL RETURN

Pursuant to section 134 sub section (3) (a), the extract of annual return enclosed in **Annexure -II**

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 of the Companies Act 2013:

- (a) That in the preparation of the annual accounts/financial statements for the financial year ended 31st March 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) That the accounting policies as mentioned in the financial statements were selected and applied consistently and reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- (c) That proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) That the annual accounts were prepared on a going concern basis;
- (e) That proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and
- (f) That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

AUDITORS

Statutory / Financial Audit

M/s P. Murali & Co Chartered Accountants (Regn No. 007257S) retire at the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received confirmation that their appointment will be within the limits prescribed under Section 141 of the Companies Act, 2013

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Abhinav Shrivastava Company Secretaries in Practice (C.P No. 11461) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **Annexure- III**.

Internal Auditors

Pursuant to provisions of section of 138 of Companies Act 2013 and Companies (Accounts) Rules, 2014, Board of Directors appointed Ram Mohan & Associates. (Regn No.007700S) as Internal Auditors of the Company

THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT

PROSPECTUS OUTLOOK

Introduction

India is the world's largest sourcing destination for the information technology (IT) industry, accounting for approximately 52 per cent of the US\$ 124-130 billion market. The industry employs about 10 million Indians and continues to contribute significantly to the social and economic transformation in the country. The IT industry has not only transformed India's image on the global platform, but has also fueled economic growth by energizing the higher education sector especially in engineering and computer science. India's cost competitiveness in providing IT services continues to be its unique selling proposition (USP) in the global sourcing market. The Indian IT and ITeS industry is divided into four major segments – IT services, business process management (BPM), software products and engineering services, and hardware. The IT-BPM sector in India grew at a compound annual growth rate (CAGR) of 25 per cent over 2000-2013, which is 3-4 times higher than the global IT-BPM spend, and is estimated to expand at a CAGR of 9.5 per cent to US\$ 300 billion by 2020.

Market Size

India, the fourth largest base for young businesses in the world and home to 3,000 tech start-ups, is set to increase its base to 11,500 tech start-ups by 2020, as per a report by Nasscom and Zinnov Management Consulting Pvt Ltd. India's internet economy is expected to touch Rs.10 trillion (US\$ 161.26 billion) by 2018, accounting for 5 per cent of the country's gross domestic product (GDP), according to a report by the Boston Consulting Group (BCG) and Internet and Mobile Association of India (IAMAI). In December 2014, India's internet user base reached 300 million, the third largest in the world, while the number of social media users and smartphones grew to 100 million. Public cloud services revenue in India is expected to reach US\$ 838 million in 2015, growing by 33 per cent year-on-year (y-o-y), as per a report by Gartner Inc. In yet another Gartner report, the public cloud market alone in the country was estimated to treble to US\$ 1.9 billion by 2018 from US\$ 638 million in 2014. The increased internet penetration and rise of e-commerce are the main reasons for continued growth of the data center co-location and hosting market in India.

Investments

Indian IT's core competencies and strengths have placed it on the international canvas, attracting investments from major countries. The computer software and hardware sector in India attracted cumulative foreign direct investment (FDI) inflows worth US\$ 13,788.56 million between April 2000 and December 2014, according to data released by the Department of Industrial Policy and Promotion (DIPP). The private equity (PE) deals increased the number of mergers and acquisitions (M&A) especially in the e-commerce space in 2014. The IT space, including e-commerce, witnessed 240 deals worth US\$ 3.8 billion in 2014, as per data from Dealogic. India also saw a ten-fold increase in the venture funding that went into internet companies in 2014 as compared to 2013. More than 800 internet start-ups got funding in 2014 as compared to 200 in 2012, said Rajan Anandan, Managing Director, Google India Pvt Ltd and Chairman, IAMA. Most large technology companies may have so far focused primarily on bigger enterprises, but a report from market research firm Zinnov highlighted that the small and medium businesses will present a lucrative opportunity worth US\$ 11.6 billion in 2015 and US\$ 25.8 billion in 2020. Moreover, India has nearly 51 million such businesses of which 12 million have a high degree of technology influence and are looking to adopt newer IT products, as per the report.

Government Initiatives

The adoption of key technologies across sectors spurred by the 'Digital India Initiative' could help boost India's gross domestic product (GDP) by US\$ 550 billion to US\$ 1 trillion by 2025, as per research firm McKinsey.

Some of the major initiatives taken by the government to promote IT and ITeS sector in India are as follows:

- India and the United States (US) have agreed to jointly explore opportunities for collaboration on implementing India's ambitious Rs 1.13 trillion (US\$ 18.22 billion) 'Digital India Initiative'. The two sides also agreed to hold the US-India Information and Communication Technology (ICT) Working Group in India later this year.
- India and Japan held a Joint Working Group conference for Comprehensive Cooperation Framework for ICT. India also offered Japan to manufacture ICT equipment in India.
- The Government of Telangana began construction of a technology incubator in Hyderabad—dubbed T-Hub—to reposition the city as a technology destination. The state government is initially investing Rs 35 crore (US\$ 5.64 million) to set up a 60,000 sq ft space, labelled the largest start-up incubator in the county, at the campus of International Institute of Information Technology-Hyderabad (IIIT-H). Once completed, the project is proposed to be the world's biggest start-up incubator housing 1,000 start-ups.
- Bengaluru has received US\$ 2.6 billion in venture capital (VC) investments in 2014, making it the fifth largest recipient globally during the year, an indication of the growing vibrancy of its startup ecosystem. Among countries, India received the third highest VC funding worth US\$ 4.6 billion.

Road Ahead

Internet should be a basic human right, say 87 per cent of internet users in India, compared with 83 per cent globally, according to a report by Centre for International Governance Innovation (CIGI). India continues to be the topmost offshoring destination for IT companies followed by China and Malaysia in second and third position, respectively. Emerging technologies present an entire new gamut of opportunities for IT firms in India. Social, mobility, analytics and cloud (SMAC) collectively provide a US\$ 1 trillion opportunity. Cloud represents the largest opportunity under SMAC, increasing at a CAGR of approximately 30 per cent to around US\$ 650-700 billion by 2020. Social media is the second most lucrative segment for IT firms, offering a US\$ 250 billion market opportunity by 2020. The US\$ 12 billion plus rising Indian e-commerce business market is witnessing a rush of hiring and may need 100,000 people over the next six months, as per industry experts. The industry offers a slew of opportunities and scope for innovation thereby attracting the young mind to push their limits.

CHANGES & DEVELOPMENTS DURING THE YEAR AND THEREAFTER:

Opening of the Branch office in USA:

The Company is pleased to announce that a branch office was incorporated under the name “CES Limited LLC” in Detroit, USA to spread its business. This branch is going to increase the customer base of the Company and make the marketing, distribution and delivery of its products and easier and more effective. This branch of the Company will bring its product closer to the customers by increasing their accessibility to it.

STATUS OF WARRANTS ALLOTTED

Pursuant to the sanctioned Scheme of Arrangement, between CES Private Limited (Transferor Company) and CES Limited (Formerly known as Serve All Enterprise Solutions Ltd) (Transferee Company), the Company issued & allotted 87,00,000 warrants to be converted into fully paid equity shares of Rs 10/- each with in a period of 18 months from the date of allotment i.e. 4th March 2013, to the shareholders of CES Private Limited and the Company has not received any request for the conversion of these warrants to equity shares within the previously mentioned period, hence the warrants lapsed on 4th September 2014. This was intimated to the Stock Exchanges where the equity shares of the Company were listed.

START UP OF ACTIVITIES AT RAMKY SELENIUM GACHIBOWLI, HYDERABAD:

The Company is pleased announce that it has purchased a property of 24,550 Square Feet at 7th Floor, Ramky Selenium, Nanakramguda, Gachibowli, Hyderabad – 08 from Shriram Ventures Limited, Chennai. This property is located in the Financial District, Hyderabad, which is the new landmark for the back-office operations of banking, insurance and financial institutions.

The Company has spent Rs.30 million for interiors and ample infrastructure to make it as ultra-modern Service Delivery Centre (SDC) and this is expected to be operational by first week of September, 2015.

STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS -149(6)

The Company has received Certificate of Independence from Independent Director, *inter-alia*, pursuant to Section 149 of the Companies Act, 2013, confirming and certifying that they have complied with all the requirements of being an Independent Director of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT (SECTION 186)

During the financial year no such instance.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES (188(1))

All the contracts/ arrangements/ transactions that were entered into by the Company during the financial year with related parties were on an arm's length basis and in the ordinary course of business. During the year, the Company had entered into any contract/ arrangement with related parties i.e , with it whole own U S A Subsidiary i.e CES USA Inc. which could be considered material in accordance with the policy of the Company on materiality of related party transaction. All Related Party Transactions are approved by the Board and Shareholders of the Company.

PUBLIC DEPOSITS

During the Financial year 2014-15, Company has not accepted any Public deposits.

SUBSIDIARIES (2014-2015):

The Company has two Subsidiaries, which are as follows:

CES USA Inc. (USA based 100% wholly own subsidiary Company).

CES Information Technologies Private Limited (70 % Stake held by the Company)

HUMAN RESOURCES & INDUSTRIAL RELATIONS

At CES, human capital has always been the most valuable asset of the Company. Our employees represent the backbone of the corporate success. The Company provides its employees a transparent and level playing work environment that fosters the culture of collaborative working, meritocracy and on-the-job career progression.

Employment Practices

The Company believes in fair employment practices and is committed to provide an environment that ensures that every employee is treated with dignity and respect and afforded equitable treatment. The Company has zero tolerance for sexual harassment at its workplaces and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Company has not received, during the year, any concerns including sexual harassment complaints.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses and ensuring compliance of corporate policies. Also, the Company reviews, from time-to-time, the adequacy of internal control checks in the system and covers all significant areas of the Company's operations such as software delivery, accounting and finance, procurement, employee engagement and IT processes in the Company.

The Company is pleased to announce that it has successfully achieved the Industry level best practices compliance certifications like

ISO 9001: 2008 for Quality Management Systems

ISO 27001 for Information Security and Data Privacy Systems

SOC -Type – 1 (Statement of Controls)

The Company has also kicked off the achievement process for the other prestigious certifications like CMMi –SVC and SOC -Type –II (Statement of Controls), to maintain the higher Quality and IT Security standards of the industry.

DIRECTORS

During the Financial year, the Board of Directors appointed Mrs. Aruna Krishna Sabbineni (06997005) and Mr. Murali Krishna Tummala (01889806) as additional Directors of the Company and are proposed to be appointed as Director liable to retire by rotation.

Board & Directors' Evaluation

Pursuant to the provisions of the Companies Act 2013 and Clause 49 of the Listing Agreement, the Board, its Committees and the Directors have carried out annual evaluation / annual performance evaluation, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non-Independent Directors was carried out by the Independent Director who also reviewed the flow of information between the Company's Management and the Board in terms of quality, quantity and timeliness. The Directors expressed their satisfaction with the evaluation process.

Directors' Appointment and Remuneration Policy

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company and formulates the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Clause 49 of the Listing Agreement. The Board on the recommendations of the Nomination & Remuneration Committee framed a policy for remuneration of the Directors. The objective of the Company's remuneration policy is to attract, motivate and retain qualified and expert individuals that the company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of Company's stakeholders.

INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15.

Mr. Mohan Rao Kancharla was appointed as Whole Time Director on 14th November 2014 and remuneration paid to Director has been since February 2015, accordingly median cannot be calculated.

(ii) The percentage increase in remuneration of each Director, Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company in the financial year 2014-15.

The Whole-Time Director, Chief Financial Officer and Company Secretary was appointed as Key Managerial Personnel on 14th November 2014 and accordingly during the financial year there were no review for them.

(iii) The percentage increase in the median remuneration of employees in the financial year 2014-15 : 11.95%

(iv) The number of permanent employees on the rolls of Company

The Permanent employees on rolls of the Company were 564 as on 31st March 2015.

(v) The explanation on the relationship between average increase in remuneration and Company performance.

On an average, employees received an annual increase of 11.16% in the current financial year. The individual increments varied based on individual performance.

(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

The Company Appointed Key Managerial Personnel on 14th November 2014 and the Company has Nine Months Financial Year. The Four and half months is too short to Calculate Performance of Company to Performance Key managerial Personnel performance.

(vii) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer

There is no Variation in the Market Capitalization of Company, however the price earnings ratio of the Company for FY 2014-15 is Re. 0.23 compared to Re.0.18 for FY 2013-14.

(viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average annual increase in the salaries of employees was around 11.16%. During the current financial year there is no review for managerial personnel, as the appointments were made on 14th November 2014.

(ix) The comparison of the each remuneration of Key Managerial Personnel against the performance of the Company during the Financial Year 2014-15 is as under:

The Company Appointed Key Managerial Personnel on 14th November 2014 and the Company has Nine Months Financial Year. The Four and half Months is too short to Calculate Performance of Company to Performance Key managerial personnel performance.

(x) The key parameters for any variable component of remuneration availed by the Directors.

The Key parameters for remuneration policy is as decided by Nomination & Remuneration Committee and also approved by the Board of Directors

(xi) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year.

There are 98 employees as on 31st March, 2015 who are receiving higher salary than Director; the ratio is 1: 99

(xii) Affirmation that the remuneration is as per the Remuneration Policy of the Company Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

INFORMATION ON STOCK EXCHANGES

The Equity shares of the Company are listed on BSE Limited and the Ahmedabad Stock Exchange of India Limited and the Listing Fees have been paid to them up-to-date.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Brief outline on the CSR Policy

- a. The Company continues to earmark a corpus every year for CSR activities. The Board under the guidance of CSR Committee is responsible for CSR initiatives of the Company. The mission of Company committed to being to implement “**Swach Bharat**” at Corporate Social Responsibility Policy. The CSR Committee has framed and formulated a CSR Policy indicating the activities to be undertaken by the Company, in accordance with schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 issued under the Act. The same has also been approved by the Board.

The CSR activities as per the provisions of the Act, may also be undertaken by the Company through registered trust. Accordingly **CES Foundation** is formed for promoting “ **Swach Bharat Abhiyan**” and other activities mentioned in schedule VII of Companies Act 2013.

The Company has Rs 1,147,000/- Being two percent of Average net profits of last three years.

- b. Average Profit before Tax for last 3 Financial Years.

| Financial years | Year |
|---------------------------------|---------------|
| 2011-12 | Rs.32,726,586 |
| 2012-13 | Rs.52,994,953 |
| 2013-14 | Rs.86,316,455 |
| Average of previous three years | Rs.57,345,998 |

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In terms of the requirements of the Companies Act 2013 and Clause 49 of the Listing Agreement, the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The Audit Committee reviews the functioning of the vigil/whistle blower mechanism from time to time. There were no allegations/disclosures/concerns received during the year under review in terms of the vigil mechanism established by the Company.

NO DIVIDENDS DECLARED FOR FINANCIAL YEAR 2014-15:

The Company is at expansion mode; therefore Board is of Opinion that there is no need to declare dividends.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 13 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, to this report.

(a) Conservation of Energy:

This year we devoted considerable attention on methods and approaches to conserve power. Significant steps taken in this regard include the following:-

- Turning off monitors during weekends.
- Hibernation of Desktops & notebook computers when not in use.
- Turning off lights in all floors when not working.
- Turning off the Air Conditioners during non-peak hours and on weekends.

(b) (i) Technology Absorption, adaptation and innovation:-

As you would appreciate, technology is witnessing rapid change. Since our customers expect us to lead them through such change, we proactively & continuously invest in developing technology building blocks and solution frameworks which add value to our customers' business. Company uses a multi-pronged strategy for developing technology assets and to promote innovation. These technology initiatives are driven by each business unit based on the trends they see in their respective markets. These efforts help us in two ways (i) gain our customers' trust & confidence; and (ii) attract & retain key talent who see the Company as a more exciting place to work in.

(ii) Research and Development(R &D):

Your company carries out various research and development initiatives to address different market segment.

(c) Foreign Exchange earnings and outgo:

| Particulars | 30.06.2014 | 31.03.2015 |
|---------------------------------|---------------|---------------|
| Foreign Exchange Earnings (Rs.) | 323,197,754/- | 330,974,889/- |
| Foreign Exchange Outgo (Rs.) | 2,902,188/- | 1,963,000/- |

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is about maximizing shareholder value legally, ethically and on a sustainable basis. At CES, the goal of corporate governance is to ensure fairness for every stakeholder – our customers, investors, vendor-partners, the community, and the governments of the countries in which we operate. We believe that sound corporate governance is critical in enhancing and retaining investor trust. It is a reflection of our culture, our policies, our relationship with stakeholders and our commitment to values. Accordingly, we always seek to ensure that our performance is driven by integrity.

2. BOARD OF DIRECTORS

- (A) Composition: The Board of Directors of the company headed by a Non-executive Chairman consists of the following Directors as on 31st March, 2015 as indicated below:

| | |
|-------------------------------------|------------------------------------|
| (i) Non-Executive Directors: | |
| (a) Promoter Group | Mr.Appa Rao Kancharla |
| | Mr.Srinivasa Yalamati Chakravarthy |
| | Mrs. Aruna Krishna Sabbineni |
| (b) Independent | Mr.Duruvasan R |
| | Mr.Murali Krishna Tummala |
| (ii) Executive Director: | Mr.Mohan Kancharla |

Note:

Mr. Appa Rao Kancharla is Alternate Director on behalf of Mr.Ram Kancharla.

Mr. Srinivasa Yalamati Chakravarthy is Alternate Director for Mr.Venkat Davarapalli

(B) Attendance of each director at the Board Meetings, last Annual General Meeting (AGM) and the details of membership/chairmanship of Directors in other Board and Board Committees:

| Name of the Director | Number of Board Meetings Attended | Whether attended last AGM | Number of Memberships of other Boards as on 31 st March, 2015@ | Number of Memberships of other Board Committees* | Number of Chairmanships in other Board Committees* |
|------------------------------------|-----------------------------------|---------------------------|---------------------------------------------------------------------------|--------------------------------------------------|----------------------------------------------------|
| Mr.Appa Rao Kancharla | 5 | Y | - | - | - |
| Mr.Srinivasa Chakravarthy Yalamati | 5 | Y | 3 | - | - |
| Mr.Mohan Kancharla | 7 | Y | 7 | - | - |
| Mr.Duruvasan Ramachandra | 3 | Y | 1 | - | - |
| Mrs. Aruna Krishna Sabbineni | 1 | NA | 1 | - | - |
| Mr. Murali Krishna Tummala | 2 | NA | 1 | - | - |

Board Agenda

Meetings are governed by a structured agenda. The Board members, in consultation with the Chairman, may take up any matter for consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

Information placed before the Board

Apart from the items that are required to be placed before the Board for its approval, the following are also tabled for the Board's periodic review / information, as applicable:

- Performance against plan including business-wise financials in respect of revenue, profits, cash flow, balance sheet, investments and capital expenditure.
- Periodic summary of all long term borrowings and applications thereof.
- Internal Audit findings (through the Audit Committee).
- Status of safety, security and legal compliance.
- Status of business risk exposures, its management and related action plans.
- Show Cause, demand and adjudication notices, if any, from revenue authorities, which are considered materially important.
- Write offs / disposals (fixed assets, inventories, receivables, advances, etc.)

(C) Details of Board Meetings held during the Year 2014-15

| Date of the Meeting | Board Strength | No. of Directors Present |
|---------------------|----------------|--------------------------|
| 16.07.2014 | 4 | 3 |
| 30.08.2014 | 4 | 4 |
| 14.11.2014 | 4 | 4 |
| 06.12.2014 | 4 | 4 |
| 31.12.2014 | 4 | 3 |
| 13.02.2015 | 5 | 4 |
| 24.03.2015 | 5 | 3 |

Code of Conduct

The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended 31st March, 2015. The Annual Report of the Company contains a Certificate duly signed by the Whole- Time Director in this regard.

D) Shares held by non- executive Directors

| Name of the Director | Shares Held |
|------------------------------|-------------|
| Mr.Ram Rao Kancharla | 367150 |
| Mr.Venkateshwara Davarapalli | 315650 |

3. AUDIT COMMITTEE**Terms of reference:**

The terms of reference of Audit Committee encompass the requirements of Section 177 of Companies Act, 2013 and clause 49 of the Listing Agreement.

The terms of reference inter-alia includes:

1. Oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment and removal of external auditor and fixation of audit fees and also approval of payment for any other services.
3. Reviewing, with the management, the annual financial statements before submission to the Board focusing primarily on:
 - Any changes in accounting policies and practices.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with stock exchange and other legal requirements relating to financial statements.

4. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
5. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
6. Discussion with internal auditors any significant findings and follow up thereon.
7. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
8. Discussion with external auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
9. To Review in Company's financial and risk management policies.
10. To look into the reasons for substantial defaults in the payment to depositors, debenture holders.

Composition of the Audit Committee as on March 31, 2015:

| Name | Designation |
|-----------------------------------------------|-------------|
| Mr. Duruvasan R(00223052) | Chairman |
| Mr. Murali Krishna Tummala(1889806) | Member |
| Mr. Srinivasa Yalamati Chakravarthy(00052308) | Member |

#The Audit Committee consists of two Independent Directors as members.

Meetings and Attendance:

Five Audit Committee Meetings were held during the year ended 31st March, 2015. The maximum time gap between any of the two meetings was not more than four months.

Audit Committee Meetings held during the year 2014-15 and attendance details:

| Date of the Meeting | Committee Strength | No. of Directors present |
|---------------------|--------------------|--------------------------|
| 30.08.2014 | 3 | 3 |
| 14.11.2014 | 3 | 3 |
| 31.12.2014 | 3 | 3 |
| 13.02.2015 | 3 | 3 |
| 24.03.2015 | 3 | 3 |

#Company Secretary of the Company is the Secretary to the Committee.

The Statutory Auditors of the Company were invited to join the Audit Committee in the meetings for discussing the financial results, financial statements and the Annual/Audited Accounts before placing it to the Board of Directors.

4. NOMINATION & REMUNERATION COMMITTEE

The terms of reference of Nomination & Remuneration Committee encompass the requirements of Section 178 of Companies Act, 2013 and clause 49 of the Listing Agreement.

The key role of this Committee is as follows:

- Provide oversight on Strategic Human Capital issues.
- For the position of Whole -Time Director and other Directors and their engagement terms to the Board.
- Evaluate and approve for appointment candidates recommended by Whole -Time Director for key senior positions.
- Review the Succession Plan for Critical Positions and suggest actions.
- Have the responsibility for setting the remuneration for the Whole Time Directors. Review and take into notice remuneration for the direct reports of the Whole -Time Director. Remuneration in this context will include salary, and performance based variable component and any compensation payments, such as retiring benefits or stock options.

Mandate, Role and Responsibilities of the Nomination and Remuneration Committee:

As specified under the Companies Act 2013, Rules under the Companies Act 2013, Listing Agreement, SEBI Regulations and regulatory requirements that may come into force from time to time; and as may be mandated by the Board of Directors from time to time.

Composition of the Nomination and Remuneration Committee as on March 31, 2015:

| Name | Designation |
|--------------------------------------|-------------|
| Mr. Murali Krishna Tummala (1889806) | Chairman |
| Mr. Duruvasan Ramachandra (00223052) | Member |
| Mr. Mohan Kancharla (00004288) | Member |

#Mr. Murali Krishna Tummala was appointed on 31.12.2014

Meetings and Attendance

| Date of the Meeting | Committee Strength | No. of Directors present |
|---------------------|--------------------|--------------------------|
| 30.08.2014 | 3 | 3 |
| 14.11.2014 | 3 | 3 |
| 31.12.2014 | 3 | 3 |
| 13.02.2015 | 3 | 3 |
| 24.03.2015 | 3 | 3 |

Remuneration policy -

i) For Whole time Director

The total remuneration pursuant to shareholders approval consists of:

- a fixed component – consisting of salary and perquisites

(Rs. in Lakhs)

| Particulars | Whole time Director |
|--------------------------------------------------------|---------------------|
| Salaries | *7.2 |
| Commission | |
| Contribution to Provident Fund and Superannuation Fund | |
| Benefits | |
| Total | 7.2 |

* Mr. Mohan Kancharla was paid remuneration from February 2015

GENERAL BODY MEETINGS

Location, time and venue where last three Annual General Meetings were held:

| Financial Year | Location of AGM | Date & Time of AGM |
|----------------|--------------------------------------------------------------------------|---------------------------------------------|
| 2013-14 | Plot No. 42, Sagar Society, Road No.2 ,Banjara Hills , Hyderabad -500034 | 30 th December ,2014 at 4 :00 PM |
| 2012-13 | Plot No. 42, Sagar Society, Road No.2 ,Banjara Hills , Hyderabad -500034 | 30 th December ,2013 at 4 :00 PM |
| 2011-12 | Plot No. 42, Sagar Society, Road No.2 ,Banjara Hills , Hyderabad -500034 | 30 th March ,2013 at 4 :00 PM |

7 STRICTURES AND PENALTIES

There were no strictures or penalties imposed on the Company by either Stock Exchanges or SEBI or any Statutory Authority for non-compliance on any matter related to Capital Market during the last three years.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In terms of the requirements of the Companies Act 2013 and Clause 49 of the Listing Agreement, the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company.

8. MEANS OF COMMUNICATION

The quarterly unaudited results and annual audited results are published in Business Standard/Financial Express and in the local newspaper –Surya/ Nava Telangana and are displayed on the Website of the Company. Official press releases and Official media releases are sent to stock exchanges.

9. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting:

Date - 29th September 2015

Venue - Plot No. 42, Sagar Society, Road No.2, Banjara Hills, Hyderabad-500034

Time - 4:00 pm

Financial Calendar (Tentative):

- Unaudited results for 1st quarter of next Financial Year – by 14th August, 2015
- Unaudited results for 2nd quarter of next Financial Year – by 14th November, 2015
- Unaudited results for 3rd quarter of next Financial Year – by 13th February, 2016
- Audited results for next Financial Year – by 30th May, 2016

Date of Book Closure – 25 September to 29 September 2015

Distribution of Shareholding as on 31st March, 2015:

| SL NO | CATEGORY | HOLDERS | HOLDERS PERCENTAGE | SHARES | AMOUNT | AMOUNT PERCENTAGE |
|-------|----------------|---------|--------------------|---------|----------|-------------------|
| 1 | 1 - 5000 | 5 | 18.52 | 1181 | 11810 | 0.09 |
| 2 | 10001 - 20000 | 1 | 3.7 | 1050 | 10500 | 0.08 |
| 3 | 20001 - 30000 | 4 | 14.81 | 9900 | 99000 | 0.76 |
| 4 | 30001 - 40000 | 1 | 3.7 | 3100 | 31000 | 0.24 |
| 5 | 100001 & Above | 16 | 59.26 | 1284769 | 12847690 | 98.83 |
| | Total: | 27 | 100 | 1300000 | 13000000 | 100 |
| | | | | | | |

PATTERN OF SHAREHOLDING AS ON 31ST MARCH, 2015:

| Category | Number of Shareholders | No. of Shares | % of Share-holding |
|--------------------------------------------------------------|------------------------|----------------|--------------------|
| Promoters | 12 | 972929 | 74.84 |
| Public : | | | |
| Institutional Investors: | | | |
| - Mutual Funds & UTI, Banks, Financial Institutions & Others | - | - | - |
| | - | - | - |
| Bodies Corporate | - | - | - |
| Indian Public | 15 | 327071 | 25.16 |
| Foreign Nationals/NRIs/ OCBs | - | - | - |
| Clearing Members | - | - | - |
| FII's | - | - | - |
| GRAND TOTAL | 27 | 1300000 | 100.00 |

Name and Designation of Compliance Officer of the Company:

Mr. Mohan Kancharla- Director & Compliance officer

Registered Office : Plot No. 42, Sagar Society, Road No.2, Banjara Hills, Hyderabad-500034

Registrar and Share Transfer Agents: Aarthi Consultants Private Limited
1-2-285, Domalguda,
Hyderabad- 500029

ISIN for the Equity Shares : INE396F01013

10. SUBSIDIARIES (2014-15)

The Company has two Subsidiaries Companies and one Branch office in USA, which are as follows:

1. CES Information Technologies Private Limited
2. CES USA Inc.
3. CES Limited LLC(Branch Office in USA)

DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and senior management personnel of the Company. The code of conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on 31st March, 2015 as envisaged in Clause 49 of the Listing agreement with stock exchanges.

Place: Hyderabad
Date: 04.09.2015.

Whole Time Director
September 04th 2015

INDEPENDENT AUDITORS' REPORT

To the Members of

CES Limited

(Formerly known as Serve All Enterprise Solutions Ltd)

Report on the standalone Financial Statements

We have audited the accompanying standalone financial statements of **CES Limited** (Formerly known as Serve All Enterprise Solutions Ltd) ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements:

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order , to the extent applicable.
2. As required by section 143(3) of the Act, we further report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

- f) with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

For P. Murali & Co.,
Chartered Accountants
 Firm Registration No: 007257S

Place: Hyderabad
Date: 29-05-2015

P.Murali Mohana Rao
 Partner
 M.No. 023412

Annexure referred to in paragraph 1 of our report of even date to the members of CES Limited (Formerly known as Serve All Enterprise Solutions Ltd) for the year ended 31st March, 2015 under "Report on other Legal & Regulatory Requirements"

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies between the book records and physical inventory have been noticed on such verification.
- ii. The Company does not have any inventory. Accordingly, the provisions of clause 4(ii) of the order are not applicable.
- iii. a) The Company has granted unsecured loans to Companies covered in the register maintained under section 189 of the Companies Act, 2013 and the balance outstanding as at the year end is **Rs. 4,19,34,397/-**.
- b) In our opinion, the terms and conditions on which loans have been granted to companies, Firms and other parties listed in the register maintained u/s. 189 of the Companies Act 2013 are not, prejudicial to the interest of the company.
- c) According to the information and explanation given to us, no repayment schedule has been specified and accordingly the clause of regularity in repaying the principal amount does not arise.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness in the aforesaid internal control system has been noticed or reported.

- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. (a) In our opinion the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India; There were no undisputed statutory dues in arrears as at 31st March 2015 for a period of more than 6 months from the date they became payable.
 (b) According to the information and explanations given to us, there are no dues of Income tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.
 (c) There are no amounts that are due to be transferred to the Investors Education and protection Fund in accordance with the relevant provisions of the Companies Act, 1956 [1 of 1956] and rules made there under.
- viii. The Company has been registered for a period of not less than 5 years, and the company has no accumulated losses at the end of the financial year and the company has not incurred cash losses in this financial year and in the immediately preceding financial year.
- ix. In our opinion, and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institution/banks. The company has not issued any debentures.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from bank or financial institutions. Accordingly, the provisions of clause 3(x) of the Order are not applicable to the company.
- xi. According to the information and explanations given to us, the term loans obtained by the Company were applied for the purpose for which such loans were obtained.
- xii. To the best of our knowledge and according to the information and explanations given to us, no material fraud on or by the company has been noticed or reported during the year.

For P. Murali & Co.,
 Chartered Accountants
 Firm Registration No 007257S

P. Murali Mohana Rao
 Partner
 M.No. 023412

Place: Hyderabad
Date: 29-05-2015

CES LIMITED
(Formerly known as Serve All Enterprise Solutions Ltd)

Balance Sheet as on 31st March, 2015

| Particulars | Note No | As on 31-03-2015 | As on 30-06-2014 |
|---------------------------------------|---------|--------------------|--------------------|
| | | (Rs.) | (Rs.) |
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 1 | 13,000,000 | 13,000,000 |
| (b) Reserves and Surplus | 2 | 330,419,045 | 198,721,937 |
| (c) Share Warrants | | - | 87,000,000 |
| (2) Non-Current Liabilities | | | |
| (a) Deferred Tax Liabilities (Net) | 10 | - | 1,270,931 |
| (b) Long Term Borrowings | 3 | 33,067,753 | 981,892 |
| (c) Long Term Provisions | 4 | 17,260,879 | 10,929,258 |
| (3) Current Liabilities | | | |
| (a) Trade Payables | 5 | 8,968,537 | 8,278,954 |
| (b) Other Current Liabilities | 6 | 22,893,666 | 1,280,531 |
| (c) Short-Term Provisions | 7 | 48,710,796 | 44,135,294 |
| Total | | 474,320,676 | 365,598,797 |
| II. Assets | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | 8 | | |
| (i) <i>Tangible Assets</i> | | 142,660,675 | 51,020,003 |
| (ii) <i>Intangible Assets</i> | | 25,773,236 | 28,636,929 |
| (iii) <i>Capital Work in Progress</i> | | 23,869,051 | 14,633,082 |
| (b) Non-current Investments | 9 | 34,659,632 | 34,659,632 |
| (c) Deferred Tax Assets (net) | 10 | 370,707 | - |
| (d) Long Term Loans and Advances | 11 | 51,531,087 | 59,298,381 |
| (2) Current assets | | | |
| (a) Trade Receivables | 12 | 58,021,945 | 36,737,191 |
| (b) Cash and Bank Balances | 13 | 64,471,506 | 80,699,082 |
| (c) Short-Term Loans and Advances | 14 | 71,546,001 | 58,434,139 |
| (d) Other Current Assets | 15 | 1,416,835 | 1,480,358 |
| Total | | 474,320,676 | 365,598,797 |

Summary of Significant Accounting Policies

The accompanying Notes are an Integral Part of the Financial Statements

AS PER OUR REPORT OF EVEN DATE

For P.Murali & Co.,
Firm Registration No: 007257S
Chartered Accountants

For and on behalf of the Board
CES Limited
(Formerly known as Serve All Enterprise Solutions Ltd)

P.Murali Mohana Rao
Partner
Membership No. 023412

Mohana Rao Kancharla
Whole-Time Director

Appa Rao Kancherla
Director

Place : Hyderabad
Date : 29th May, 2015

Benarji Mallampati
Chief Financial Officer

Surya Prakash Mungelkar
Company Secretary

CES LIMITED
(Formerly known as Serve All Enterprise Solutions Ltd)

Statement of Profit and Loss Account for the period ended 31st March 2015

| Particulars | Note No | Period Ended 31-03-2015 | Period Ended 30-06-2014 |
|----------------------------------------------------|---------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I. Revenue from Operations | 16 | 326,077,927 | 333,040,568 |
| II. Other Income | 17 | 2,251,738 | 4,748,974 |
| III. Total Revenue (I +II) | | 328,329,665 | 337,789,542 |
| <u>IV. Expenses:</u> | | | |
| Employee Benefit Expenses | 18 | 193,324,283 | 186,304,322 |
| Other Operating Expenses | 19 | 24,243,791 | 24,863,331 |
| Administrative and Selling Expenses | 20 | 30,141,773 | 34,374,122 |
| Financial Costs | 21 | 593,990 | 1,261,572 |
| Depreciation and Amortization Expenses | 8 | 11,486,095 | 4,669,740 |
| V. Total Expenses | | 259,789,931 | 251,473,087 |
| VI. Profit Before Tax (III - V) | | 68,539,734 | 86,316,455 |
| VII. Tax expense: | | | |
| (1) Current tax | | 23,889,100 | 28,005,380 |
| (2) Deferred tax | | (1,641,638) | 2,225,131 |
| VIII. Profit/(Loss) for the period | | 46,292,273 | 56,085,944 |
| IX. Earnings per equity share: (Refer Note No. 26) | | | |
| (1) Basic | | 35.61 | 43.14 |
| (2) Diluted | | 35.61 | 5.61 |

Summary of Significant Accounting Policies

The accompanying Notes are an Integral Part of the Financial Statements

AS PER OUR REPORT OF EVEN DATE

For P.Murali & Co.,
Chartered Accountants
Firm Registration No: 007257S

For and on behalf of the Board
CES Limited
(Formerly known as Serve All Enterprise Solutions Ltd)

P.Murali Mohana Rao
Partner
Membership No. 023412

Mohana Rao Kancharla
Whole-Time Director

Appa Rao Kancharla
Director

Place : Hyderabad
Date : 29th May, 2015

Benarji Mallampati
Chief Financial Officer

Surya Prakash Mungelkar
Company Secretary

CES LIMITED
(Formerly known as Serve All Enterprise Solutions Ltd)

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2015

| Particulars | Period Ended 31-03-2015 (Rs.) | Period Ended 30-06-2014 (Rs.) |
|--------------------------------------------------------------|-------------------------------------|-------------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net profit before taxation, and extraordinary items | 68,539,734 | 86,316,455 |
| Adjustments for: | | |
| Interest | 593,990 | 1,261,572 |
| Depreciation | 11,486,095 | 4,669,740 |
| Operating Profit before working capital changes | 80,619,819 | 92,247,768 |
| Adjustments for: | | |
| Trade and other receivables | (21,284,754) | (14,858,292) |
| Short Term Loans and Advances | (13,111,862) | (6,025,499) |
| Other Current Liabilities | 21,613,135 | 202,446 |
| Short Term provisions | 4,575,502 | 15,373,445 |
| Trade payables | 689,579 | 17,004,424 |
| Other Current assets | 63,523 | (1,461,037) |
| Cash generated from operations | 73,164,942 | 102,483,256 |
| Direct taxes | (23,889,100) | (28,005,380) |
| Cash flow before extraordinary items | 49,275,842 | 74,477,876 |
| Extraordinary items | - | - |
| NET CASH FLOW FROM OPERATING ACTIVITIES | 49,275,842 | 74,477,876 |
| B. CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Purchase of Fixed Assets | (111,094,206) | (17,981,463) |
| Investment in Computech Enterprise Solutions Pvt. Ltd. | - | (70,000) |
| Net Cash Used In Investing Activities | (111,094,206) | (18,051,463) |
| C. CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Interest paid | (593,990) | (1,261,572) |
| Long Term Borrowings | 32,085,861 | 956,002 |
| Long Term Provisions | 6,331,621 | (982,660) |
| Long Term Loans and Advances | 7,767,294 | (24,318,743) |
| Net Cash Flow From Financing Activities | 45,590,785 | (25,606,973) |
| NET INCREASE\ (DECREASE) IN CASH AND CASH EQUIVALENTS | (16,227,579) | 30,819,440 |
| Cash and Cash equivalents (Opening Balance) | 80,699,082 | 49,879,642 |
| Cash and Cash equivalents (Closing Balance) | 64,471,507 | 80,699,082 |

AS PER OUR REPORT OF EVEN DATE

For P.Murali & Co.,
Chartered Accountants
Firm Registration No: 007257S

For and on behalf of the Board

CES Limited
(Formerly known as Serve All Enterprise Solutions Ltd)

P.Murali Mohana Rao
Partner
Membership No. 023412

Mohana Rao Kancharla Appa Rao Kancherla
Whole-Time Director Director

Place : Hyderabad.
Date : 29th May, 2015

Benarji Mallampati **Surya Prakash Mungelkar**
Chief Financial Officer Company Secretary

CES LIMITED
(Formerly known as Serve All Enterprise Solutions Ltd)

Notes to Financial Statements for the period ended 31st March, 2015

NOTE NO. 1 : SHARE CAPITAL

| S.No. | Particulars | As on 31-03-2015 (Rs.) | As on 30-06-2014 (Rs.) |
|------------|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------|---------------------------|
| I | Equity Share Capital | | |
| | (a) Authorised (2,01,00,000 Shares of 10/- each Current Year) (2,01,00,000 Shares of 10/- each Previous Year) | 201,00,000 - | - 201,00,000 |
| | | 201,00,000 | 201,00,000 |
| | (b) Issued (13,00,000 Shares of 10/- each Current Year) (13,00,000 Shares of 10/- each Previous Year) | 13,00,000 - | - 13,00,000 |
| | (c) Subscribed & Fully Paid Up (13,00,000 Shares of 10/- each Current Year) (13,00,000 Shares of 10/- each Previous Year) | 13,00,000 - | - 13,00,000 |
| | Total Equity Share capital | 13,00,000 | 13,00,000 |
| | Share Warrants (Refer Note No. 25) | - | 87,00,000 |
| II | <u>A Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:</u> | | |
| | Equity Shares of Rs.10Each, Fully paid up | | |
| | At the Beginning | 1,30,000 | 1,30,000 |
| | Issued during the year | - | - |
| | At the end | 1,30,000 | 1,30,000 |
| III | <u>Details of Shareholder holding more than 5% shares of the company:</u> | | |
| | | % of Share Holding | |
| | Equity Shares of Rs. 10 each Held By | | |
| | Ram Kancharla - 367,150 Shares (C.Y) 367,150 Shares (P.Y) | 28.24 | 28.24 |
| | Venkateswara Rao.D - 315,650 Shares (C.Y) 315,650 Shares (P.Y) | 24.28 | 24.28 |
| | Pokuri Swarnalatha - 113,040 Shares (C.Y) 113,040 Shares (P.Y) | 8.70 | 8.70 |
| | M.Babu Rao - 71,800 Shares (C.Y) 71,800 Shares (P.Y) | 5.52 | 5.52 |

NOTE NO. 2 : RESERVES AND SURPLUS

| S. No. | Particulars | As on 31-03-2015 (Rs.) | As on 30-06-2014 (Rs.) |
|----------|--------------------------------------------------------------------------------------------------------------|---------------------------|---------------------------|
| I | RESERVES AND SURPLUS | | |
| | a) General Reserves | | |
| | As at the commencement of the year | 47,283,531 | 47,283,531 |
| | Add: Additions during the year | - | - |
| | | 47,283,531 | 47,283,531 |
| | b) Capital Reserve (Refer Note No. 25) | 87,00,000 | - |
| | c) Surplus : | | |
| | i) Opening Balance - Profit and Loss Account | 151,438,406 | 95,352,462 |
| | Add: Transfer from Profit & Loss Account | 46,292,273 | 56,085,944 |
| | Less: Amount transferred in pursuance to Provisions of Schedule II of Companies Act 2013 (Refer Note No. 28) | 1,595,164 | - |
| | | 196,135,514 | 151,438,406 |
| | Total Reserves and Surplus (a+b+c) | 330,419,045 | 198,721,937 |

NOTE NO. 3 : LONG TERM BORROWINGS

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------|
| | | (Rs.) | (Rs.) |
| I | a) Long Term Loans: - Mortgage Loan from Indus Ind Bank (Secured against mortgage of Land and Building with the Bank) - Vehicle Loan from Bank of India (Secured Against Hypothecation of Car with the Bank) | 32,429,776 637,977 | - 981,892 |
| | Total Long Term Borrowings | 33,067,753 | 981,892 |

NOTE NO. 4 : LONG TERM PROVISIONS

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|-----------------------------------------------------------------|-------------------|-------------------|
| | | (Rs.) | (Rs.) |
| I | a) Provisions for employee benefits - Provision for Gratuity | 17,260,879 | 10,929,258 |
| | Total Long Term Provisions | 17,260,879 | 10,929,258 |

NOTE NO. 5 : TRADE PAYABLES

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|-----------------------------|------------------|------------------|
| | | (Rs.) | (Rs.) |
| I | Trade Payables | 8,968,537 | 8,278,954 |
| | Total Trade Payables | 8,968,537 | 8,278,954 |

NOTE NO. 6 : OTHER CURRENT LIABILITIES

| S.No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|-------|----------------------------------------|-------------------|------------------|
| | | (Rs.) | (Rs.) |
| I | Current Maturities of Long Term Loans | 20,934,390 | 418,108 |
| II | Statutory Liabilities | | |
| | TDS Payable | 1,527,079 | 750,738 |
| | Service Tax Payable | 203,851 | 34,743 |
| | Professional Tax Payable | 128,346 | 76,942 |
| III | Other Liabilities | | |
| | Deposit received from the Director | 100,000 | - |
| | Total Other Current Liabilities | 22,893,666 | 1,280,531 |

NOTE NO. 7 : SHORT TERM PROVISIONS

| S.No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|-------|-------------------------------------|-------------------|-------------------|
| | | (Rs.) | (Rs.) |
| I | a) Provisions for employee benefits | | |
| | Salaries Payable | 20,276,533 | 15,416,495 |
| | Bonus Payable | 654,068 | 654,068 |
| | ESI Payable | 110,589 | 121,261 |
| | PF Payable | 1,227,341 | 523,717 |
| | | 22,268,530 | 16,715,541 |
| | b) Others | | |
| | Provision for Income Tax | 26,067,266 | 27,138,891 |
| | Provision for Expenses | 75,000 | 168,502 |
| | Audit Fee Payable | 300,000 | 112,360 |
| | | 26,442,266 | 27,419,753 |
| | Total Short Term Provisions | 48,710,796 | 44,135,294 |

CES LIMITED
(Formerly known as Serve All Enterprise Solutions Ltd)

NOTE NO. 8 : TANGIBLE & INTANGIBLE ASSETS AS AT 31st MARCH, 2015

| Sl. No. | Particulars | Gross Block | | | Depreciation/Amortization | | | | Net Block as on 31.03.2015 | Net Block as on 30.06.2014 |
|---------|------------------------------------------------|--------------------|---------------------------|--------------------|---------------------------|--------------------------|---------------------------|--------------------|----------------------------|----------------------------|
| | | As on 01.07.2014 | Additions during the year | As on 31.03.2015 | Dep. As on 01.07.2014 | Trf to retained earnings | Dep. For the year 2014-15 | Total Depreciation | | |
| | <u>TANGIBLE & INTANGIBLE ASSETS</u> | | | | | | | | | |
| 1 | BUILDINGS (HYDERABAD) | - | 94,272,594 | 94,272,594 | - | - | 671,964 | 671,964 | 93,600,629 | - |
| 2 | COMPUTERS & SOFTWARE | 61,205,026 | 3,953,106 | 65,158,132 | 49,756,837 | 1,482,662 | 5,180,895 | 56,420,395 | 8,737,737 | 11,448,189 |
| 3 | OFFICE EQUIPMENT | 12,273,669 | 523,768 | 12,797,437 | 7,874,093 | 112,502 | 1,680,745 | 9,667,340 | 3,130,097 | 4,399,576 |
| 4 | FURNITURE AND FIXTURES | 8,224,419 | 1,218,380 | 9,442,799 | 5,839,212 | - | 349,152 | 6,188,364 | 3,254,435 | 2,385,207 |
| 5 | MOTOR VEHICLES | 3,610,513 | 1,293,025 | 4,903,538 | 2,003,017 | - | 235,965 | 2,238,982 | 2,664,556 | 1,607,496 |
| 6 | LEASE HOLD LAND (SIPCOT) | 2,504,250 | - | 2,504,250 | 210,795 | - | 25,295 | 236,090 | 2,268,160 | 2,293,455 |
| 7 | BUILDING (SIPCOT) | 30,499,205 | 597,365 | 31,096,570 | 1,613,124 | | 478,386 | 2,091,510 | 29,005,060 | 28,886,081 |
| | <u>INTANGIBLE ASSETS:</u> | | | | | | | | | |
| 1 | GOODWILL | 28,636,929 | - | 28,636,929 | - | - | 2,863,693 | 2,863,693 | 25,773,236 | 28,636,929 |
| | <u>CAPITAL WORK IN PROGRESS</u> | | | | | | | | | |
| 1 | LEASE HOLD LAND (VSP) | 14,633,082 | 9,235,969 | 23,869,051 | - | - | - | - | 23,869,051 | 14,633,082 |
| | TOTAL | 161,587,093 | 111,094,206 | 272,681,299 | 67,297,079 | 1,595,164 | 11,486,095 | 80,378,337 | 192,302,962 | 94,290,014 |
| | PREVIOUS YEAR | 143,605,630 | 17,981,463 | 161,587,093 | 62,627,339 | - | 4,669,740 | 67,297,079 | 94,290,014 | 80,978,291 |

CES LIMITED
(Formerly known as Serve All Enterprise Solutions Ltd)

Notes to Financial Statements for the period ended 31st March, 2015

NOTE NO. 9 : NON- CURRENT INVESTMENTS

| S.No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|-------|-------------------------------------------------------------------------|-------------------|-------------------|
| | | (Rs.) | (Rs.) |
| I | Non- Current Assets | | |
| | 1) Investment in Subsidiaries | | |
| | a) Equity Shares | | |
| | 1) CES USA Inc. USA (Unquoted) -100% Holding | | |
| | 780,000 (previous year 780,000) equity shares of USD 1 each, fully paid | 34,589,632 | 34,589,632 |
| | Wholly owned subsidiary of the company. | | |
| | 2) CES Information Technologies Pvt. Ltd. | 70,000 | 70,000 |
| | 7,000 (Previous year 7,000) equity shares of Rs. 10/- fully paid up. | | |
| | Total Non - Current Investments | 34,659,632 | 34,659,632 |

NOTE NO. 10 : DEFERRED TAX LIABILITY / ASSET (NET)

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|-------------------------------------------------|------------------|--------------------|
| | | (Rs.) | (Rs.) |
| I | Opening Deferred tax Liability | 5,860,425 | (380,158) |
| | Add: | | |
| | Deferred Tax Liability for the year | 657,502 | 6,240,583 |
| | Gross Deferred tax Liability | 6,517,927 | 5,860,425 |
| | Opening Deferred tax Asset | 4,589,494 | 574,042 |
| | Provision for Gratuity and Compensated Absences | 2,299,141 | 4,015,452 |
| | Gross Deferred tax Asset | 6,888,635 | 4,589,494 |
| | Deferred Tax (Liability) / Asset - Net | 370,707 | (1,270,931) |

NOTE NO. 11 : LONG TERM LOANS AND ADVANCES

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|----------------------------------------------|-------------------|-------------------|
| | | (Rs.) | (Rs.) |
| I | Loans and Advances to Related Parties | | |
| | Unsecured, Considered Good | 41,934,397 | 40,630,200 |
| II | Security Deposit | | |
| | Secured, Considered Good | 9,596,691 | 18,668,181 |
| | Total Long term Loans and Advances | 51,531,087 | 59,298,381 |

NOTE NO. 12 : TRADE RECEIVABLES

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|---------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|
| | | (Rs.) | (Rs.) |
| I | Outstanding for a period exceeding six months from the date they are due for payment Unsecured, Considered Good | - | - |
| II | Other Receivables: Unsecured, Considered Good | - | - |
| | | 61,622,388 | 36,737,191 |
| | | 61,622,388 | 36,737,191 |
| | Less: Provision for Doubtful Debts | 3,600,443 | - |
| | Total Trade Receivables | 58,021,945 | 36,737,191 |

Amount due by the Companies in which any directors is director, Partner or Member

| | | |
|-----------------------|-------------------|-------------------|
| CES USA Inc | (13,424,328) | (1,778,476) |
| Computech Corporation | 37,091,819 | 14,665,046 |
| | 23,667,491 | 12,886,570 |

NOTE NO. 13 : CASH AND BANK BALANCES

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|----------------------------------------------------|-------------------|-------------------|
| | | (Rs.) | (Rs.) |
| I | Cash and cash equivalents : | | |
| | a) Balances with banks : | | |
| | 1) On Current Accounts | 50,513,656 | 28,587,302 |
| | 2) Bank deposits with more than 12 months maturity | 50,000 | 100,000 |
| | 3) Bank deposits with less than 12 months maturity | 13,900,000 | 52,000,000 |
| | b) Cash on hand | 7,851 | 11,781 |
| | Total Cash and Bank Balances | 64,471,506 | 80,699,082 |

NOTE NO. 14 : SHORT TERM LOANS AND ADVANCES

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|------------------------------------------------------------------------------|-------------------|-------------------|
| | | (Rs.) | (Rs.) |
| I | Advances Recoverable in Cash or in kind Unsecured, Considered Good | | |
| | Loans and Advances to Employees | 1,360,003 | 2,682,569 |
| | Prepaid Expenses | 3,955,945 | 1,891,983 |
| | Advance for Expenses | 617,713 | 1,671,797 |
| | Service Tax Input Credit | 15,096,084 | 12,177,270 |
| | Advance Tax and TDS Receivable | 50,516,256 | 40,010,520 |
| | Total Short Term Loans and Advances | 71,546,001 | 58,434,139 |

NOTE NO. 15 : OTHER CURRENT ASSETS

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|-----------------------------------|------------------|------------------|
| | | (Rs.) | (Rs.) |
| I | Interest Accrued on Deposits | 1,416,835 | 1,480,358 |
| | Total Other Current Assets | 1,416,835 | 1,480,358 |

CES LIMITED
(Formerly known as Serve All Enterprise Solutions Ltd)

Notes to Financial Statements for the period ended 31st March, 2015

NOTE NO. 16 : REVENUE FROM OPERATIONS

| S.No. | Particulars | Period Ended 31-03-2015 | Period Ended 30-06-2014 |
|-------|--------------------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I | Revenue from operations | | |
| | (a) Sale of Services | | |
| | Domestic Sales | 2,880,173 | 2,065,679 |
| | Export Sales | 323,197,754 | 330,974,889 |
| | Total Revenue from Operations | 326,077,927 | 333,040,568 |

NOTE NO. 17 : OTHER INCOME

| S.No. | Particulars | Period Ended 31-03-2015 | Period Ended 30-06-2014 |
|-------|---------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I | Interest income | 2,251,738 | 4,748,974 |
| | Total Other Income | 2,251,738 | 4,748,974 |

NOTE NO. 18 : EMPLOYEE BENEFIT EXPENSES

| S.No. | Particulars | Period Ended 31-03-2015 | Period Ended 30-06-2014 |
|-------|---------------------------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I | (a) Salaries & Wages | 177,921,724 | 173,488,799 |
| | (b) Contribution to Provident & Other Funds | 7,784,020 | 3,946,860 |
| | (c) Staff Welfare Expenses | 7,618,539 | 8,868,663 |
| | Total Employee Benefit Expenses | 193,324,283 | 186,304,322 |

NOTE NO. 19 : OTHER OPERATING EXPENSES

| S.No. | Particulars | Period Ended 31-03-2015 | Period Ended 30-06-2014 |
|-------|----------------------------------------------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I | (a) Electricity Charges | 4,845,891 | 6,739,779 |
| | (b) Rent | 13,077,023 | 14,936,105 |
| | (c) Repairs to Computers and Equipments | 1,377,497 | 1,593,435 |
| | (d) Insurance | 2,372,221 | 871,806 |
| | (e) Net exchange Loss/(Gain) on foreign currency transactions | 2,571,159 | 722,205 |
| | Total Other Operating Expenses | 24,243,791 | 24,863,331 |

NOTE NO. 20: ADMINSTRATIVE AND SELLING EXPENSES

| S.No. | Particulars | Period Ended 31-03-2015 | Period Ended 30-06-2014 |
|-------|--------------------------------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I | (a) Telephone, Postage and Others | 4,407,725 | 5,350,841 |
| | (b) Advertisement Expenses | 189,710 | 168,685 |
| | (c) Conveyance & Travelling Expenses | 7,340,372 | 7,736,898 |
| | (d) Office Maintenance | 5,741,295 | 6,796,331 |
| | (e) Printing & Stationery Expenses/Subscriptions | 907,043 | 505,000 |
| | (f) Security Charges | 969,405 | 1,282,633 |
| | (g) Rates & Taxes (excluding Income Tax) | 710,975 | 363,617 |
| | (h) Computer Hire Charges | 3,123,872 | 3,010,029 |
| | (i) Professional and Consultancy fee | 2,850,933 | 8,555,012 |
| | (j) Provision for Doubtful Debts / Bad Debts | 3,600,443 | - |
| | (k) Bad Debts Written Off | - | 267,996 |
| | (l) Payment to Auditors: | | |
| | (i) As Auditor | 100,000 | 112,360 |
| | (ii) For Taxation Matters | 200,000 | 224,720 |
| | Total Administrative and Selling Expenses | 30,141,773 | 34,374,122 |

NOTE NO. 21 : FINANCE COST

| S.No. | Particulars | Period Ended 31-03-2015 | Period Ended 30-06-2014 |
|-------|------------------------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I | (a) Interest Expenses | | |
| | - Interest on Vehicle Finance | 100,823 | - |
| | - Loan processing Charges & Bank Charges | 493,167 | 1,261,572 |
| | Total Finance Cost | 593,990 | 1,261,572 |

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015:

22. Expenditure in foreign currency:

| | Period Ended 31.03.2015(Rs) | Period Ended 30.06.2014(Rs) |
|--------------------|----------------------------------------|----------------------------------------|
| Foreign travelling | 29,02,188/- | 19,63,000/- |

Earning in foreign exchange as reported by the Company to Government of India and as certified by the management

| | Period Ended 31.03.2015(Rs) | Period Ended 30.06.2014(Rs) |
|-------------------------|----------------------------------------|----------------------------------------|
| Foreign exchange inflow | 32,31,97,754/- | 33,09,74,889/- |

23. Related Party Transactions during the Period:

During the period July 2014 to March 2015, the Company has entered into some transactions, which can be deemed as related party transactions. All these matters have been approved by the Board and the Govt. of India, wherever necessary.

| S.No | Name of the Related Party | Nature of Relation | Nature of Transaction | July 2014 to March 2015 | July 2013 to June 2014 |
|-------------|----------------------------------|---------------------------|------------------------------|--------------------------------|-------------------------------|
| 1 | CES USA Inc. | Common directors | Services rendered | Rs.4,24,98,018/- | Rs.5,84,66,519/- |
| 2 | Computech Corporation | Common directors | Services rendered | Rs.14,21,63,908/- | Rs.14,46,84,741/- |
| 3 | Mr. Mohana Rao Kancharla | Director | Remuneration | Rs. 1,20,000/- | - |
| 4 | Mr. Benarji Mallampati | CFO | Remuneration | Rs. 7,35,000/- | Rs. 1,63,333/- |
| 5 | Mr. Surya Prakash M | Company Secretary | Remuneration | Rs. 2,80,500/- | - |

24. The Companies operations predominantly relate to providing IT Services in two primary business segments viz. IT Services and IT Enabled Services (ITES). The Company considers the business segment as the Primary Segment and Geographical Segment based on the location of the customers as the Secondary Segment.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments. Income and direct expenses in relation to segments are categorized based on items that are individually identifiable to that segment, while the remainders of costs are apportioned on an appropriate basis. Certain expenses are not specifically allocable to individual segments as underlying services are used interchangeably. The Company therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as unallocable and directly charged against total income.

The assets of the Company are used interchangeably between segments, and the management believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities since a meaningful segregation is not possible.

BUSINESS SEGMENTS:

(Rs. In Lacs)

| Profit and Loss Statements for the Period ended 31 st March 2015 | IT Services | IT Enabled Services | Total |
|-----------------------------------------------------------------------------|-------------|---------------------|-----------------|
| Revenues | 1,013.76 | 2,247.01 | 3,260.77 |
| Direct Expenses | 531.31 | 595.52 | 1,126.83 |
| Gross Income | | | 2,133.94 |
| Less: Un-allocated Expenses | | | 1,465.13 |
| Less: Interest and Other Expenses (NET) | | | 5.94 |
| Add: Interest Income | | | 22.52 |
| Net Profit Before Taxes | | | 685.39 |
| Income Taxes | | | 222.47 |
| Net Profit After Taxes | | | 462.92 |

GEOGRAPHICAL SEGMENTS:

| Profit and Loss Statements for the Period ended 31st March 2015. | USA | DOMESTIC | Total |
|------------------------------------------------------------------------------------|------------|-----------------|----------------|
| Revenues | 3231.97 | 28.80 | 3260.77 |
| Direct Expenses | 1116.88 | 9.95 | 1126.83 |
| Gross Income | | | 2133.94 |
| Less: Un-allocated Expenses | | | 1465.13 |
| Less: Interest and Other Expenses (NET) | | | 5.94 |
| Add: Interest Income | | | 22.52 |
| Net Profit Before Taxes | | | 685.39 |
| Income Taxes | | | 222.47 |
| Net Profit After Taxes | | | 462.92 |

25. Pursuant to the sanctioned scheme of arrangement, between CES Private Limited (Transferor Company) and CES Limited (Formerly known as Serve All Enterprise Solutions Ltd) (Transferee Company), the company issued and allotted 87,00,000 warrants to be converted into fully paid equity shares of Rs. 10/- each within a period of 18 months from the date of allotment i.e.4th March 2013, to the shareholders of CES Private Limited.

As the company has not received any request for the conversion of these warrants to equity shares within the prescribed period, the warrants got lapsed on 4th September 2014. This amount being the capital nature is now transferred to 'capital reserve account'.

26. Calculation of EPS as per the AS -20 for the Period ending 31st March, 2015.

| | <u>Rs.</u> |
|-----------------------------------------------|---------------|
| Profit available to the equity shareholders | 4,62,92,273/- |
| Weighted average number of shares outstanding | 13,00,000 |
| BasicEarningsper Share | 35.61 |
| Diluted Earnings per Share | 35.61 |

27. Disclosure on nine months Financial Statements for the Period ending 31st March, 2015

The Company was closing its books of accounts by 30th June every year. However, in compliance with the provisions of Companies Act 2013, the company has started adopting its financial year ending as 31st March every year and accordingly closed its books of accounts by 31st March 2015 (01-07-2014 to 31-03-2015) i.e. for 9 Months. Therefore we cannot compare current year figures with the previous year figures.

28. Depreciation on Fixed Assets

In accordance with provisions of Schedule II of Companies Act 2013, in case of fixed assets which have completed the useful life as at 30th June, 2014, the carrying value as on 01st July, 2014 amounting to Rs 15,95,164/- has been recognized in the Retained earnings as a transitional provision.

Further in case of assets acquired prior to 1st July, 2014, the carrying value of assets is depreciated over the remaining useful life as specified in the companies Act, 2013 effective 1st July, 2014.

- 29. There are no dues to SSI units outstanding for more than 45 days.
- 30. The balances receivable from debtors and payable to creditors at the year-end are subject to confirmation from the respective debtors and creditors.
- 31. Previous year's figures have been regrouped wherever necessary.
- 32. The figures have been rounded off to the nearest rupee.

SIGNATURE TO NOTES 1 To 32

As per our report of even date
For P. Murali & Co.,
Chartered Accountants
Firm Registration No. 007257S

For and on behalf of the Board of Directors of
CES LIMITED
(Formerly known as Serve All Enterprise Solutions Ltd)

P.Murali Mohana Rao
Partner
Membership No. 023412

Mohana Rao Kancharla
Whole-Time Director

Appa Rao Kancharla
Director

Place: Hyderabad
Date: 29th May, 2015

Benarji Mallampati
Chief Financial Officer

Surya Prakash Mungelkar
Company Secretary

SIGNIFICANT ACCOUNTING POLICIES

1. Company overview

CES LIMITED (Formerly known as Serve All Enterprise Solutions Limited) (The “Company”) is an Information Technology (IT) and Information Technology Enabled Services (ITES) provider, dedicated to serving the midsize market of global enterprises.

2. Significant accounting policies

2.1 Basis of preparation of financial statements

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (“GAAP”) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as specified under section 133 of the companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The management evaluates all recently issued or revised accounting standards on an ongoing basis.

2.2 Use of estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Actual results could differ from those estimates. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, and the useful lives of fixed assets and intangible assets. Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset’s net sales price or present value as determined above. Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated. Where no reliable estimate can be made, a disclosure is made as contingent liability. Actual results could differ from those estimates.

2.3 Revenue recognition

Income from software services and products: Revenue from professional services consist primarily of revenue earned from services performed on a “time and material” basis. The related revenue is recognized as and when the services are performed. The Company also performs time bound fixed-price engagements, under which revenue is recognized using the percentage of completion method of accounting. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the year in which the change becomes known. Provisions for estimated losses on such engagements are made during the year in which a loss becomes probable and can be reasonably estimated.

Revenue from the sale of user licenses for software applications is recognized on transfer of the title in the user license, except in case of multiple element contracts requiring significant implementation services, where revenue is recognized as per the percentage of completion method.

Interest income is recognized using the time proportion method, based on the transactional interest rates.

2.4 Fixed Assets

Tangible assets

Tangible assets are stated at actual cost less accumulated depreciation. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, finance charges and other incidental expenses incurred during the construction/installation stage.

Intangible assets

Intangible assets are recorded at consideration paid for acquisition and other direct costs that can be directly attributed, or allocated on a reasonable and consistent basis, to creating, producing and making the asset ready for its intended use.

Depreciation

In respect of fixed assets (Other than freehold land and capital work-in-progress) acquired during the year, depreciation/amortization is charged on straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life based on an evaluation.

The cost of and the accumulated depreciation for fixed assets sold, retired or otherwise disposed off are removed from the stated values and the resulting gains and losses are included in the profit and loss account. Lease payments under operating lease are recognized as an expense in the profit and loss account. An impairment loss is recognized wherever the carrying amount of the fixed assets exceeds its recoverable amount.

2.5 Foreign Currency transactions and translation

Transactions in foreign currency are recorded at exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency are translated at the rate of exchange at the balance sheet date and resultant gain or loss is recognized in the profit and loss account. Non-monetary assets and liabilities are translated at the rate prevailing on the date of transaction.

2.6 Taxes on Income

Tax expense for the year comprises of current tax and deferred tax.

Income taxes are computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of the accounting period based on prevailing enacted or substantially enacted regulations. Deferred tax assets are recognized only if there is virtual certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

2.7 Earnings per share

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extra-ordinary / exceptional item is considered. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value (i.e. the average market value of the outstanding shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

2.8 Retirement benefits to employees

Gratuity

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees, based on actuarial valuation made by an independent actuary as at the balance sheet date. In accordance with the Payment of Gratuity Act, 1972, the gratuity plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees' salary and the tenure of employment.

Provident Fund/ESI

Contributions to defined Schemes such as Provident Fund/ESI are charged as incurred on accrual basis. Eligible employees receive benefits from a provident fund, which is a defined contribution plan. Aggregate contributions along with interest thereon are paid at retirement, death, incapacitation or termination of employment. Both the employee and the Company make monthly contributions to the government administered authority.

2.9 Impairment of assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset (including goodwill) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognized.

2.10 Segment Accounting Policies

(a) Segment Assets and Liabilities:

The assets of the Company are used interchangeably between segments, and hence the assets and liabilities of the Company are currently treated as inseparable.

(b) Segment Revenue and Expense:

The Revenue and direct cost(including the payroll cost of all the employees and consultants which can be attributed to the revenue), excepting the un-allocable costs like personnel cost for the supporting services, depreciation, operating expenditure, interest income on deposits, provision for contingencies and income tax, are directly attributed to the respective segments.

2.11 Provision and Contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

INDEPENDENT AUDITOR'S REPORT

To the Members of

M/s. CES Limited

(Formerly known as Serve All Enterprise Solutions Ltd)

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **CES Limited** (Formerly Known as Serve All Enterprise Solutions Ltd)(“the Holding Company”) and its subsidiaries (collectively referred to as “the Group”), comprising the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Management is responsible for the preparation of these consolidated Financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the companies Act 2013(“the Act”), read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by The Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the consolidated financial statements.

We have not audited the financial statements of CES USA Inc., whose total revenue amounting to Rs. 56,50,68,034 and total assets amounting to Rs.21,44,53,385 was considered for the purpose of financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us for the purpose of consolidation and our opinion in so far as it relates to the amounts included in respect of the subsidiary are based solely on reports of the other auditors.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the consolidated Balance Sheet, of the State of affairs of the Group as at March 31, 2015;
- (ii) in the case of the consolidated statement of Profit and Loss, of the profit for the year ended on that date; and
- (iii) in the case of the consolidated cash flow statement, of the cash flows for the year ended on that date.

For P. Murali & Co.,
Chartered Accountants
Firm Registration No:-007257S

Place: Hyderabad
Date: 29th May, 2015

P. Murali Mohana Rao
Partner
M No. 023412

| <p style="text-align: center;">CES LIMITED (Formerly known as Serve All Enterprise Solutions Ltd) Consolidated Balance Sheet as at 31st March 2015</p> | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|-----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Particulars | Note No | As on 31-03-2015 | As on 30-06-2014 |
| | | (Rs.) | (Rs.) |
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 1 | 13,000,000 | 13,000,000 |
| (b) Reserves and Surplus | 2 | 369,150,233 | 223,247,200 |
| (c) Share Warrants | | - | 87,000,000 |
| (d) Minority Interest | | 712,194 | (691,983) |
| (2) Non-Current Liabilities | | | |
| (a) Deferred Tax Liabilities (Net) | 3 | 4,647,242 | 6,114,320 |
| (b) Long Term Borrowings | 4 | 60,282,513 | 31,147,724 |
| (c) Long Term Provisions | 5 | 17,260,879 | 10,929,258 |
| (3) Current Liabilities | | | |
| (a) Short Term Borrowings | 6 | - | 12,018,660 |
| (b) Trade Payables | 7 | 56,407,816 | 83,192,065 |
| (c) Other Current Liabilities | 8 | 26,875,547 | 88,681,462 |
| (d) Short-Term Provisions | 9 | 115,364,955 | 44,135,294 |
| Total | | 663,701,380 | 598,774,001 |
| II. Assets | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | 10 | | |
| (i) Tangible Assets | | 181,856,983 | 79,921,141 |
| (ii) Intangible Assets | | 27,457,863 | 30,321,556 |
| (iii) Capital Work in Progress | | 32,371,176 | 14,633,082 |
| (b) Long Term Loans and advances | 11 | 36,019,763 | 39,115,149 |
| (2) Current assets | | | |
| (a) Trade Receivables | 12 | 197,196,034 | 154,887,912 |
| (b) Cash and Bank Balances | 13 | 73,947,768 | 89,213,426 |
| (c) Short-Term Loans and Advances | 14 | 71,835,413 | 121,166,739 |
| (d) Other Current assets | 15 | 43,016,381 | 69,514,996 |
| Total | | 663,701,380 | 598,774,001 |
| Summary of Significant Accounting Policies | | | |
| The accompanying Notes are an Integral Part of the Financial Statements | | | |
| AS PER OUR REPORT OF EVEN DATE | | | |
| For P.Murali & Co., Firm Registration No: 007257S Chartered Accountants | | For and on behalf of the Board CES Limited (Formerly known as Serve All Enterprise Solutions Ltd) | |
| P. Murali Mohana Rao Partner Membership No. 023412 | | Mohana Rao Kancharla Whole - Time Director | Appa Rao Kancharla Director |
| Place : Hyderabad Date : 29th May, 2015 | | Benarji Mallampati Chief Financial Officer | Surya Prakash Mungelkar Company Secretary |

| CES LIMITED (Formerly known as Serve All Enterprise Solutions Ltd) Consolidated Profit and Loss Account for the period ended 31st March, 2015 | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|-----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Particulars | Note No | Period ended 31-03-2015 | Period ended 30-06-2014 |
| | | (Rs.) | (Rs.) |
| I. Revenue from Operations | 16 | 914,908,341 | 1,031,029,771 |
| II. Other Income | 17 | 3,673,999 | 6,690,300 |
| III. Total Revenue (I +II) | | 918,582,340 | 1,037,720,072 |
| <u>IV. Expenses:</u> | | | |
| Cost of Sales | | 343,475,004 | - |
| Employee Benefit expenses | 18 | 383,151,814 | 838,383,914 |
| Other Operating Expenses | 19 | 31,054,009 | 49,200,858 |
| Administrative and Selling Expenses | 20 | 54,581,797 | 39,968,185 |
| Financial costs | 21 | 2,585,310 | 3,237,922 |
| Depreciation and amortization expense | 10 | 20,876,106 | 24,881,446 |
| V. Total Expenses | | 835,724,040 | 955,672,324 |
| VI. Profit Before Tax (III - V) | | 82,858,300 | 82,047,747 |
| VII. Tax expense: | | | |
| (1) Current tax | | 27,148,836 | 28,005,380 |
| (2) Deferred tax | | 1,467,077 | 3,394,216 |
| VIII. Profit/(Loss) for the period | | 54,242,387 | 50,648,151 |
| IX. Earnings per equity share: (Refer Note No.27) | | | |
| (1) Basic | | 41.72 | 38.96 |
| (2) Diluted | | 41.72 | 5.06 |
| Summary of Significant Accounting Policies | | | |
| The accompanying Notes are an Integral Part of the Financial Statements | | | |
| AS PER OUR REPORT OF EVEN DATE | | | |
| For P.Murali & Co., Firm Registration No: 007257S Chartered Accountants | | For and on behalf of the Board CES Limited (Formerly known as Serve All Enterprise Solutions Ltd) | |
| P. Murali Mohana Rao Partner Membership No. 023412 | | Mohana Rao Kancharla Whole - Time Director | Appa Rao Kancharla Director |
| Place : Hyderabad Date : 29th May, 2015 | | Benarji Mallampati Chief Financial Officer | Surya Prakash Mungelkar Company Secretary |

| CES LIMITED (Formerly known as Serve All Enterprise Solutions Ltd) CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|
| Particulars | Period Ended 31-03-2015 |
| | (Rs.) |
| A. CASH FLOW FROM OPERATING ACTIVITIES: | |
| Net profit before taxation, and extraordinary items | 82,858,300 |
| Adjustments for: | |
| Interest | 2,585,310 |
| Depreciation | 20,876,106 |
| Operating Profit before working capital changes | 106,319,717 |
| Adjustments for: | |
| Trade and other receivables | (42,308,122) |
| Short Term Loans and Advances | 49,331,326 |
| Other Current Liabilities | (61,805,915) |
| Short Term provisions | 59,211,001 |
| Trade payables | (26,784,249) |
| Other Current assets | 26,498,615 |
| Cash generated from operations | 110,462,372 |
| Direct taxes | (22,383,701) |
| Cash flow before extraordinary items | 88,078,671 |
| Extraordinary items | - |
| NET CASH FLOW FROM OPERATING ACTIVITIES | 88,078,671 |
| B. CASH FLOW FROM INVESTING ACTIVITIES: | |
| Purchase of Fixed Assets | (137,686,349) |
| Merger of Decatrend Technologies | |
| Investment in Computech Enterprise Solutions Pvt. Ltd. | |
| Net Cash Used In Investing Activities | (139,320,816) |
| C. CASH FLOW FROM FINANCING ACTIVITIES: | |
| Interest paid | (2,585,310) |
| Long Term Liabilities | 35,466,410 |
| Long Term Loans and Advances | 3,095,386 |
| Adjustment in Retained Earnings | - |
| Net Cash Flow From Financing Activities | 35,976,486 |
| NET INCREASE\ (DECREASE) IN CASH AND CASH EQUIVALENTS | (15,265,659) |
| Cash and Cash equivalents (Opening Balance) | 89,213,426 |
| Cash and Cash equivalents (Closing Balance) | 73,947,768 |
| AS PER OUR REPORT OF EVEN DATE For P.Murali & Co., Firm Registration No: 007257S Chartered Accountants | |
| For and on behalf of the Board CES Limited (Formerly known as Serve All Enterprise Solutions Ltd) | |
| P.Murali Mohana Rao Partner Membership No. 023412 | Mohana Rao Kancharla Whole - Time Director |
| | Appa Rao Kancharla Director |
| Place: Hyderabad, Date: 29th May, 2015 | Benarji Mallampati Chief Financial Officer |
| | Surya Prakash Mungelkar Company Secretary |

CES LIMITED

(Formerly known as Serve All Enterprise Solutions Ltd)

Notes to Consolidated Financial Statements for the period ended 31st March, 2015

NOTE NO. 1 : SHARE CAPITAL

| S. No. | Particulars | As on 31-03-2015 (Rs.) | As on 30-06-2014 (Rs.) |
|------------|-----------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------|
| I | Equity Share Capital | | |
| | (a) Authorised (2,01,00,000 Shares of 10/- each Current Year) (2,01,00,000 Shares of 10/- each Previous Year) | 201,00,000 - | - 201,00,000 |
| | | 201,00,000 | 201,00,000 |
| | (b) Issued (13,00,000 Shares of 10/- each Current Year) (13,00,000 Shares of 10/- each Previous Year) | 13,00,000 - | - 13,00,000 |
| | (c) Subscribed & Fully Paid Up (13,00,000 Shares of 10/- each Current Year) (13,00,000 Shares of 10/- each Previous Year) | 13,00,000 - | - 13,00,000 |
| | Total Equity Share capital | 13,00,000 | 13,00,000 |
| | Share Warrants (Refer Note No. 26) | - | 87,00,000 |
| II | <u>A Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:</u> | | |
| | Equity Shares of Rs.10Each, Fully paid up | | |
| | At the Beginning | 1,30,000 | 1,30,000 |
| | Issued during the year | - | - |
| | At the end | 1,30,000 | 1,30,000 |
| III | <u>Details of Shareholder holding more than 5% shares of the company:</u> | % of Share Holding | |
| | Equity Shares of Rs. 10 each Held By | | |
| | Ram Kancharla - 367,150 Shares (C.Y) 367,150 Shares (P.Y) | 28.24 | 28.24 |
| | Venkateswara Rao.D - 315,650 Shares (C.Y) 315,650 Shares (P.Y) | 24.28 | 24.28 |
| | Pokuri Swarnalatha - 113,040 Shares (C.Y) 113,040 Shares (P.Y) | 8.70 | 8.70 |
| | M.Babu Rao - 71,800 Shares (C.Y) 71,800 Shares (P.Y) | 5.52 | 5.52 |

NOTE NO. 2 : RESERVES AND SURPLUS

| S. No. | Particulars | As on 31-03-2015 (Rs.) | As on 30-06-2014 (Rs.) |
|----------|----------------------------------------------|------------------------------|------------------------------|
| I | RESERVES AND SURPLUS | | |
| | a) General Reserves | | |
| | As at the commencement of the year | 47,283,531 | 47,283,531 |
| | Add: Additions during the year | - | - |
| | | 47,283,531 | 47,283,531 |
| | b) Capital Reserve (Refer Note No. 26) | 87,00,000 | - |
| | c) Surplus : | | |
| | i) Opening Balance - Profit and Loss Account | 163,680,587 | 113,032,436 |
| | Add: Transfer from Profit and Loss Account | 54,242,387 | 50,648,151 |
| | of Companies Act 2013 (Refer Note No. 29) | 1,620,679 | - |
| | | 216,302,294 | 163,680,587 |
| | d) Foreign Currency Translation Reserve | 19,246,601 | 12,283,082 |
| | Total (a+b+c+d) | 369,832,426 | 223,247,200 |
| | Less: Minority Interest | 682,193 | - |
| | Total Reserves and Surplus | 369,150,233 | 223,247,200 |

NOTE NO. 3 : DEFERRED TAX LIABILITY (NET)

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|-----------------------------------------------------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| I | Opening Deferred tax Liability | 11,682,182 | 3,698,472 |
| | Add: | | |
| | Deferred Tax Liability for the year (Due to SLM and WDV Difference) | 832,063 | 7,983,710 |
| | Gross Deferred tax Liability | 12,514,245 | 11,682,182 |
| | Deferred tax Asset | 5,567,862 | 978,368 |
| | Add: Deferred Tax Asset for the year | 2,299,141 | 4,589,494 |
| | Gross Deferred tax Asset | 7,867,003 | 5,567,862 |
| | Deferred Tax Liability/ (Asset) - Net | 4,647,242 | 6,114,320 |

NOTE NO. 4 : LONG TERM BORROWINGS

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|-------------------------------------------------------------------------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| I | a)Long Term Loans: | | |
| | - Vehicle Loan from Bank of India (Secured Against Hypothecation of Car with the Bank) | 637,977 | 981,892 |
| | b) FCB Loan from Indusind Bank (Against mortgage of Company's Land and Buildings) | 32,429,776 | - |
| | c) MB Financial Line of Credit | - | 28,038,332 |
| | d) Venkat Devarapalli - Loan | 20,691,260 | |
| | e) Other Loans | 6,523,500 | 2,127,500 |
| | Total Long Term Borrowings | 60,282,513 | 31,147,724 |

NOTE NO. 5 : LONG TERM PROVISIONS

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|-------------------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| I | a) Provisions for employee benefits | | |
| | - Provision for Gratuity | 17,260,879 | 10,929,258 |
| | Total Long Term Provisions | 17,260,879 | 10,929,258 |

NOTE NO. 6 : SHORT TERM BORROWINGS

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|------------------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| I | MB Financial Line of Credit | - | 12,018,660 |
| | Total Short Term Borrowings | - | 12,018,660 |

NOTE NO. 7 : TRADE PAYABLES

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|-----------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| I | a) Trade Payables | 56,407,816 | 83,192,065 |
| | Total Trade Payables | 56,407,816 | 83,192,065 |

NOTE NO. 8 : OTHER CURRENT LIABILITIES

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|----------------------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| I | Current Maturities of Long Term Loans | 20,934,390 | 418,108.00 |
| II | Interest Accrued on the Vehicle Loan | - | - |
| III | Statutory Liabilities | | |
| | TDS Payable | 2,351,797 | 750,738 |
| | Service Tax Payable | 203,854 | 34,743 |
| | Professional Tax Payable | 700,756 | 76,939 |
| | Payroll Liabilities | 465,990 | |
| II | Other Liabilities | | |
| | Advance received from Customers | 2,118,761 | 87,400,932 |
| | Deposit received from the Director | 100,000 | |
| | Total Other Current Liabilities | 26,875,547 | 88,681,462 |

NOTE NO. 9 : SHORT TERM PROVISIONS

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|-------------------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| I | a) Provisions for employee benefits | | |
| | Salaries Payable | 44,271,310 | 15,416,495 |
| | Bonus Payable | 654,068 | 654,068 |
| | ESI Payable | 110,589 | 121,261 |
| | PF Payable | 1,420,705 | 523,717 |
| | | 46,456,672 | 16,715,541 |
| | b) Others | | |
| | Provision for Income Tax | 26,074,266 | 27,138,891 |
| | Provision for Expenses | 42,507,781 | 168,502 |
| | Audit Fee Payable | 326,236 | 112,360 |
| | | 68,908,283 | 27,419,753 |
| | Total Short Term Provisions | 115,364,955 | 44,135,294 |

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NOTE NO. 10 : TANGIBLE & INTANGIBLE ASSETS AS AT 31ST MARCH, 2015

| Sl. No. | Particulars | Gross Block | | | Depreciation/Amortization | | | | Net Block as on 31.03.2015 | Net Block as on 30.06.2014 |
|---------|----------------------------------------|--------------------|---------------------------|--------------------|---------------------------|--------------------------|------------------------------|--------------------|----------------------------|----------------------------|
| | | As on 01.07.2014 | Additions during the Year | As on 31.03.2015 | Dep. As on 01.07.2014 | Trf to retained earnings | Dep. For the Year 31.03.2015 | Total Depreciation | | |
| | <u>TANGIBLE ASSETS</u> | | | | | | | | | |
| 1 | Buildings (Hyderabad) | - | 94,272,594 | 94,272,594 | - | | 671,964 | 671,964 | 93,600,629 | - |
| 2 | Computers & Software | 193,409,393 | 23,429,156 | 216,838,549 | 153,198,842 | 1,482,662 | 14,543,158 | 169,224,662 | 47,613,887 | 40,224,341 |
| 3 | Office Equipment | 14,794,344 | 772,203 | 15,566,547 | 10,269,782 | 138,017 | 1,708,493 | 12,116,292 | 3,450,255 | 4,524,562 |
| 4 | Furniture and Fixtures | 8,325,669 | 1,218,380 | 9,544,049 | 5,940,462 | | 349,152 | 6,289,614 | 3,254,435 | 2,385,207 |
| 5 | Vehicles | 3,610,513 | 1,293,025 | 4,903,538 | 2,003,017 | | 235,965 | 2,238,982 | 2,664,556 | 1,607,496 |
| 6 | Leasehold land (SIPCOT) | 2,504,250 | | 2,504,250 | 210,795 | | 25,295 | 236,090 | 2,268,160 | 2,293,455 |
| 7 | Buildings (SIPCOT) | 30,499,205 | 597,365 | 31,096,570 | 1,613,124 | | 478,386 | 2,091,510 | 29,005,060 | 28,886,081 |
| | | | | | | | | | | - |
| | <u>INTANGIBLE ASSETS</u> | | | | | | | | | - |
| 1 | Goodwill | 30,321,556 | | 30,321,556 | - | | 2,863,693 | 2,863,693 | 27,457,863 | 30,321,556 |
| | | | | | | | | | | - |
| | <u>CAPITAL WORK IN PROGRESS</u> | | | | | | | | | - |
| 1 | Leasehold Land (VSP) | 14,633,082 | 9,235,969 | 23,869,051 | - | | - | - | 23,869,051 | 14,633,082 |
| 2 | Software Development | | 8,502,125 | 8,502,125 | - | - | - | - | 8,502,125 | - |
| | TOTAL | 298,098,012 | 139,320,816 | 437,418,828 | 173,236,023 | 1,620,679 | 20,876,106 | 195,732,808 | 241,686,021 | 124,875,779 |
| | PREVIOUS YEAR | 280,130,339 | 17,981,463 | 298,098,012 | 148,354,577 | - | 24,881,446 | 173,236,023 | 124,875,779 | 82,662,918 |

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Notes to Consolidated Financial Statements for the period ended 31st March, 2015

NOTE NO. 11 : LONG TERM LOANS AND ADVANCES

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|----------------------------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| I | Loans and Advances to Related Parties | | |
| | Unsecured, Considered Good | 23,122,129 | 20,446,968 |
| | Sub Total | 23,122,129 | 20,446,968 |
| II | Security Deposit | | |
| | Secured, Considered Good | 12,897,634 | 18,668,181 |
| | Total Long term Loans and Advances | 36,019,763 | 39,115,149 |

NOTE NO. 12 : TRADE RECEIVABLES

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|---------------------------------------------------------------------------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| I | Outstanding for a period exceeding six months from the date they are due for payment | | |
| | Unsecured, Considered Good | - | - |
| | | - | - |
| | Other Receivables: | | |
| | Unsecured, Considered Good | 200,796,477 | 154,887,912 |
| | | 200,796,477 | 154,887,912 |
| | Less: Provision for Doubtful Debts | 3,600,443 | |
| | Total Trade Receivables | 197,196,034 | 154,887,912 |

NOTE NO. 13 : CASH AND BANK BALANCES

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|----------------------------------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| I | Cash and cash equivalents : | | |
| | a) Balances with banks : | | |
| | 1) On Current Accounts | 59,964,247 | 37,098,416 |
| | 2) Bank deposits with more than 12 months maturity | 50,000 | 100,000 |
| | 3) Bank deposits with less than 12 months maturity | 13,900,000 | 52,000,000 |
| | b) Cash on hand | 33,521 | 15,011 |
| | Total Cash and Bank Balances | 73,947,768 | 89,213,426 |

NOTE NO. 14 : SHORT TERM LOANS AND ADVANCES

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|------------------------------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| | Advances Recoverable in Cash or in kind | | |
| | Unsecured, Considered Good | | |
| | Loans and Advances to Employees | 1,564,873 | 2,682,569 |
| | Prepaid Expenses | 3,955,945 | 1,891,983 |
| | Advance for Expenses | 621,463 | 1,671,797 |
| | Service Tax Input Credit | 15,176,876 | 12,177,270 |
| | Advance Tax and TDS Receivable | 50,516,256 | 40,010,520 |
| | Other Advances | - | 62,732,600 |
| | Total Short Term Loans and Advances | 71,835,413 | 121,166,739 |

NOTE NO. 15 : OTHER CURRENT ASSETS

| S. No. | Particulars | As on 31-03-2015 | As on 30-06-2014 |
|--------|-----------------------------------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| I | Interest Accrued on Deposits | 1,416,835 | 1,480,358 |
| II | Other Current Assets | 41,599,546 | 68,034,640 |
| | Total Other Current Assets | 43,016,381 | 69,514,998 |

CES LIMITED

(Formerly known as Serve All Enterprise Solutions Ltd)

Notes to Consolidated financial statements for the period ended 31st March, 2015

NOTE NO. 16 : REVENUE FROM OPERATIONS

| S. No. | Particulars | Period ended 31-03-2015 | Period ended 30-06-2014 |
|--------|--------------------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| (i) | Revenue from operations | | |
| | (a) Sale of Services | | |
| | Domestic Sales | 2,880,173 | 2,065,679 |
| | Export Sales | 912,028,168 | 1,028,964,092 |
| | Total Revenue from Operations | 914,908,341 | 1,031,029,771 |

NOTE NO. 17 : OTHER INCOME

| S. No. | Particulars | Period ended 31-03-2015 | Period ended 30-06-2014 |
|--------|---------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I | (a) Interest income | 3,673,999 | 6,690,300 |
| | Total Other Income | 3,673,999 | 6,690,300 |

NOTE NO. 18 : EMPLOYEE BENEFIT EXPENSES

| S. No. | Particulars | Period ended 31-03-2015 | Period ended 30-06-2014 |
|--------|---------------------------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I | (a) Salaries & Wages | 363,329,289 | 825,110,085 |
| | (b) Managerial Remuneration | 2,999,997 | - |
| | (b) Contribution to Provident & Other Funds | 7,784,020 | 3,946,860 |
| | (c) Staff Welfare Expenses | 9,038,508 | 9,326,969 |
| | Total Employee Benefit Expenses | 383,151,814 | 838,383,914 |

NOTE NO. 19 : OTHER OPERATING EXPENSES

| S. No. | Particulars | Period ended 31-03-2015 | Period ended 30-06-2014 |
|--------|--------------------------------------------------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I | (a) Electricity Charges | 5,539,133 | 7,220,974 |
| | (b) Rent | 17,511,798 | 15,006,105 |
| | (c) Repairs to Computers and Equipments | 1,385,005 | 1,646,026 |
| | (d) Insurance | 3,506,414 | 1,155,146 |
| | (e) Net exchange loss / (Gain) on foreign currency transactions | 2,438,770 | 1,042,829 |
| | (f) Other operating expenditure | 672,888 | 23,129,778 |
| | Total Other Operating Expenses | 31,054,009 | 49,200,858 |

NOTE NO. 20: ADMINISTRATIVE AND SELLING EXPENSES

| S. No. | Particulars | Period ended 31-03-2015 | Period ended 30-06-2014 |
|--------|--------------------------------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I | (a) Telephone, Postage and Others | 5,850,361 | 5,894,766 |
| | (b) Advertisement Expenses | 1,386,559 | 168,685 |
| | (c) Conveyance & Travelling Expenses | 16,888,125 | 11,511,067 |
| | (d) Office Maintenance | 13,383,244 | 7,386,297 |
| | (e) Printing & Stationery Expenses/Subscriptions | 973,998 | 525,225 |
| | (f) Security Charges | 973,415 | 1,442,442 |
| | (g) Rates & Taxes (excluding Income Tax) | 1,716,214 | 367,617 |
| | (h) Computer Hire Charges | 3,781,504 | 3,458,586 |
| | (i) Professional and Consultancy fee | 5,697,934 | 8,585,952 |
| | (j) Provision for Doubtful Debts / Bad Debts | 3,600,443 | - |
| | (k) Bad Debts Written Off | - | 267,996 |
| | (l) Payment to Auditors: | - | |
| | (i) As Auditor | 130,000 | 134,832 |
| | (ii) For Taxation Matters | 200,000 | 224,720 |
| | Total Administrative and Selling Expenses | 54,581,797 | 39,968,185 |

NOTE NO. 21 : FINANCE COST

| S. No. | Particulars | Period ended 31-03-2015 | Period ended 30-06-2014 |
|--------|----------------------------|----------------------------|----------------------------|
| | | (Rs.) | (Rs.) |
| I | (a) Interest Expenses | | |
| | - Interest on Vehicle Loan | 100,823 | - |
| | - Bank Charges | 1,425,074 | 1,299,434 |
| | - Interest on Other Loans | 1,059,413 | 1,938,488 |
| | Total Finance Cost | 2,585,310 | 3,237,922 |

CALCULATION OF MINORITY INTEREST AS ON 31.03.2015

| | | |
|---|----------------------------------------------------------|-----------------------|
| 1 | General Reserve at the beginning of the year | (11,537,158) |
| | Less: Amount utilized towards depreciation under CA 2013 | 25515 |
| | | <u>(11,562,673)</u> |
| | Add: Profit for the year 2014-15 | 13,836,654 |
| | Net Reserves | <u>2,273,981</u> |
| | Minority Interest: | |
| | 30% of Share Capital | 30,000 |
| | 30% of Net Reserves | 682,194 |
| | Total Minority Interest | <u>712,194</u> |

FORM AOC.1 (Annexure -I)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]**

Part “A”: Subsidiaries

(Rs. In Lakhs)

| S.No. | Particulars | Name of the Subsidiary | |
|-------|-----------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------|
| | | *CES USA Inc. | *CES Information Technologies Pvt. Ltd. |
| 1 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | Not Applicable, as the reporting period is same for all the subsidiaries. | |
| 2 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | USD (1USD=62.5908) | INR |
| 3 | Share capital | 345.90 | 1.00 |
| 4 | Reserves & surplus | 356.44 | 37.69 |
| 5 | Total assets | 2144.53 | 287.70 |
| 6 | Total Liabilities | 2144.53 | 287.70 |
| 7 | Investments | - | - |
| 8 | Turnover | 5650.68 | 561.45 |
| 9 | Profit before taxation | 4.97 | 138.22 |
| 10 | Provision for taxation | 6.26 | 28.08 |
| 11 | Profit after taxation | (1.29) | 110.13 |
| 12 | Proposed Dividend | - | - |
| 13 | % of shareholding | 100% | 70% |

- Salient features of the financial statement of subsidiaries are included in the above statement by considering 9 months results for the respective subsidiaries.

FORM NO. MGT.9 (Annexure-II)
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2015

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | |
|--------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| CIN | L55100TG1985PLC045963 |
| Registration Date | 10.04.1985 |
| Name of the Company | CES Limited (Formerly Known as Serve All Enterprise Solutions Limited) |
| Category/Sub-Category of the Company | Public Limited Company |
| Address of the Registered Office | Plot No. 42, Sagar Society, Road no. 2, Banjara Hills, Hyderabad-500034 |
| Whether Listed Company | Yes |
| Name, address and contact details of Registrar & Transfer Agent (RTA), if any. | Aarthi Consultants Pvt. Ltd, 1-2-285, Domalguda, Hyderabad - 500029 , Ph: 040 – 27634445 & Fax No : 040 – 27632184. |

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company shall be stated :-

| Sl. No. | Name and Description of main products/services | NIC Code of the Product/service | % to total turnover of the Company |
|---------|------------------------------------------------|---------------------------------|------------------------------------|
| 1 | IT Enabled Services- BPO/KPO | 63999 | 100% |

III. Particulars of Holding, Subsidiary and Associate Companies :-

| S. No. | Name and Address of the Company | CIN/GLN | Holding / Subsidiary / Associate | % of shares held | Applicable Section |
|--------|----------------------------------------------|-----------------------|----------------------------------|------------------|--------------------|
| 1 | CES Information Technologies Private Limited | U72200TG2006PTC049332 | Subsidiary Company | 70 % | 2(87) |
| 2 | CES USA Inc. | NA | Subsidiary Company | 100% | 2(87) |
| 3. | CES Information Systems Private Limited | U72200TG2001PTC037992 | Associate Company | NA | 2(6) |
| 4. | Infra Master Private Limited | U70102TG2007PTC052277 | Associate Company | NA | 2(6) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|-------------------------------------------------------|-------------------------------------------------|----------|--------|-------------------|-------------------------------------------|----------|--------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a)Individual/HUF | 102129 | - | 102129 | 7.86 | 102129 | - | 102129 | 7.86 | - |
| b)Central Govt. | - | - | - | - | - | - | - | - | - |
| c)State Govt.(s) | - | - | - | - | - | - | - | - | - |
| d)Bodies Corporate | - | - | - | - | - | - | - | - | - |
| e)Banks / FI | - | - | - | - | - | - | - | - | - |
| f)Any Other... | - | - | - | - | - | - | - | - | - |
| Sub-Total(A)(1): | - | - | - | - | - | - | - | - | - |
| (2)Foreign | | | | | | | | | |
| a)NRIs-Individuals | 745800 | - | 745800 | 57.37 | 745800 | - | 745800 | 57.37 | - |
| b)Other – Individuals | - | - | - | - | - | - | - | - | - |
| c)Bodies Corporate | | | | | | | | | |
| d)Banks/FI | - | - | - | - | - | - | - | - | - |
| e) Any Other... | - | 125000 | 125000 | 9.62 | - | 125000 | 125000 | 9.62 | - |
| Sub-Total(A)(2): | | | | | | | | | |
| Total Shareholding of Promoters(A)=(A)(1)+(A2) | 847929 | 125000 | 972929 | 74.84 | 847929 | 125000 | 972929 | 74.84 | |
| B. Public Shareholding | | | | | | | | | |
| 1)Institutions | - | - | - | - | - | - | - | - | - |
| a)Mutual Funds / UTI | - | - | - | - | - | - | - | - | - |
| b)Banks / FI | - | - | - | - | - | - | - | - | - |
| c)Central Govt. | - | - | - | - | - | - | - | - | - |
| d)State Govt.(s) | - | - | - | - | - | - | - | - | - |
| e)Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f)Insurance Companies | - | - | - | - | - | - | - | - | - |
| g)FIs | - | - | - | - | - | - | - | - | - |
| h)Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i)Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-Total(B)(1) | | | | | | | | | |

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|----------------------------------------------------------------------------------|-------------------------------------------------|----------|---------|-------------------|-------------------------------------------|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (2)Non-Institutions | | | | | | | | | |
| a)Bodies Corporate | - | - | - | - | - | - | - | - | - |
| i)Indian | - | - | - | - | - | - | - | - | - |
| ii)Overseas | - | - | - | - | - | - | - | - | - |
| b)Individuals | - | - | - | - | - | - | - | - | - |
| i)Individual shareholders holding nominal share capital upto Rs. 1 lakh | 1260 | 13471 | 14731 | 1.13 | 1260 | 13471 | 14731 | 1.13 | Nil |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 240540 | 71800 | 312340 | 24.03 | 240540 | 71800 | 312340 | 24.03 | Nil |
| c)Others (specify) | | | | | | | | | |
| Foreign Nationals | - | - | - | - | - | - | - | - | - |
| Non-Resident Indians | - | - | - | - | - | - | - | - | - |
| Clearing Members | - | - | - | - | - | - | - | - | - |
| Trusts | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(2):- | 241800 | 85271 | 327071 | 25.16 | 241800 | 85271 | 327071 | 25.16 | Nil |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 241800 | 85271 | 327071 | 25.16 | 241800 | 85271 | 327071 | 25.16 | Nil |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 1089729 | 210271 | 1300000 | 100 | 1089729 | 210271 | 1300000 | 100 | Nil |

(ii) Shareholding of Promoters

| S. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|--------|-----------------------------------------|-------------------------------------------|----------------------------------|--------------------------------------------------|-------------------------------------|----------------------------------|--------------------------------------------------|------------------------------------------|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Mr.Ram Kancharla | 367150 | 28.24 | Nil | 367150 | 28.24 | Nil | Nil |
| 2 | Mr.Venkat Davarpalli | 315650 | 24.28 | Nil | 315650 | 24.28 | Nil | Nil |
| 3 | Mr.Srinivasa Chakravarthy Yalamati | 51629 | 3.97 | Nil | 51629 | 3.97 | Nil | Nil |
| 4 | Nidhi Sri Davarpalli Trust | 31250 | 2.4 | Nil | 31250 | 2.4 | Nil | Nil |
| 5 | Nitya Sri Davarpalli Trust | 31250 | 2.4 | Nil | 31250 | 2.4 | Nil | Nil |
| 6 | Sunil Kancharla Irrevocable Trust | 31250 | 2.4 | Nil | 31250 | 2.4 | Nil | Nil |
| 7 | Sai Krishna Kancharla Irrevocable Trust | 31250 | 2.4 | Nil | 31250 | 2.4 | Nil | Nil |
| 8 | Mrs.Sreevani Kancharla | 31250 | 2.4 | Nil | 31250 | 2.4 | Nil | Nil |
| 9 | Mrs.Rama Devi Davarpalli | 31250 | 2.4 | Nil | 31250 | 2.4 | Nil | Nil |
| 10 | Mrs.Yalamati Sujatha | 25500 | 1.96 | Nil | 25500 | 1.96 | Nil | Nil |
| 11 | Mr.Mohan Kancharla | 25000 | 1.92 | Nil | 25000 | 1.92 | Nil | Nil |
| 12 | Mr.Venkata Subba Rao Kancharla | 500 | 0.04 | Nil | 500 | 0.04 | Nil | Nil |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

| S.No. | | Shareholding at the beginning of the year | | Cumulative Shareholding During the year | |
|-------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No. of Shares | % of total Shares of the company | No. of Shares | % of total Shares of the company |
| 1 | At the beginning of the year | 972929 | 74.81 | 972929 | 74.81 |
| 2 | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.) | Nil | | | |
| 3 | At the end of the year | 972929 | 74.81 | 972929 | 74.81 |

| S. No. | Reasons for change | Date of Change | No. of Shares before change | No. of Shares after change | % Total Shares of the Company after change |
|--------|-----------------------------------------------------------------------------------|----------------|-----------------------------|----------------------------|--------------------------------------------|
| 1 | Shares held by ____ at the beginning of the year | - | - | - | - |
| 2 | Increase of shares by ____s) Inc. (____) by way of purchase from the open market. | - | - | - | - |
| | | - | - | - | - |
| | | - | - | - | - |
| | | - | - | - | - |
| | | - | - | - | - |
| 3 | Shares halved pursuant to capital reduction under the Scheme of Arrangement | | | - | - |
| 4 | Inter-se Transfer of Shares between ____ and ____. | - | - | - | - |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| S.No. | Name | Shareholding | | Date | Increase / Decrease in share-holding | Reason | Cumulative Shareholding during the year | |
|-------|---------------------|-------------------------------------------------|----------------------------------|------|--------------------------------------|--------|-----------------------------------------|----------------------------------|
| | | No. of Shares at the beginning /end of the year | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 1 | Pokuri Swarnalatha | 113040 | 8.7 | | | | 113040 | 8.7 |
| | | | | | | | | |
| 2 | M. Babu Rao | 71800 | 5.52 | | | | 71800 | 5.52 |
| | | | | | | | | |
| 3 | Maddukuri Hemalatha | 55000 | 4.23 | | | | 55000 | 4.23 |
| | | | | | | | | |
| 4 | Dharma Sastha K | 49300 | 3.79 | | | | 49300 | 3.79 |
| | | | | | | | | |
| 5 | M.S Chowdhary | 23200 | 1.78 | | | | 23200 | 1.78 |
| | | | | | | | | |
| 6 | V. Kalpana | 3100 | 0.0023 | | | | 3100 | 0.0023 |
| | | | | | | | | |
| 7 | K. Bhavani | 2700 | 0.00207 | | | | 2700 | 0.00207 |
| | | | | | | | | |
| 8 | SK Gulzar | 2600 | 0.0020 | | | | 2600 | 0.0020 |
| | | | | | | | | |
| 9 | K. Padmavathi | 2400 | 0.0018 | | | | 2400 | 0.0018 |
| | | | | | | | | |
| 10 | N. Nagalakshmi | 2200 | 0.00169 | | | | 2200 | 0.00169 |

(v) Shareholding of Directors and Key Managerial Personnel.

| S.No. | | Shareholding at the beginning of the year | | Cumulative Shareholding During the year | |
|-------|----------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No. of Shares | % of total Shares of the company | No. of Shares | % of total Shares of the company |
| A | Directors | | | | |
| 1 | Mr.Ram Kancharla | 367150 | 28.24 | 367150 | 28.24 |
| 2 | Mr.Venkat Davarapalli | 315650 | 24.28 | 315650 | 24.28 |
| 3 | Mr.Srinivasa Chakravarty Yalamati | 51629 | 3.97 | 51629 | 3.97 |
| 4 | Mr.Mohan Kancharla | 25000 | 1.92 | 25000 | 1.92 |
| 5. | Mr.Appa Rao Kancharla | Nil | Nil | Nil | Nil |
| 6. | Mrs. Aruna Krishna Sabbineni | Nil | Nil | Nil | |
| B | Key Managerial Personnel (KMPs) | | | | |
| 1 | Mr.Mohan Kancharla | 25000 | 1.92 | 25000 | 1.92 |
| 2 | Mr.Benarji Mallampati (CFO) | Nil | Nil | Nil | Nil |
| 3 | Mr.Surya Prakash Mungelkar | Nil | Nil | Nil | Nil |

Note: Apart from the aforesaid Directors, no other Director held any shares in the Company during the year.

(Rs. Lakhs)

| V. Indebtedness | | | | |
|----------------------------------------------------------------------------------------------|----------------------------------|-----------------|----------|--------------------|
| Indebtedness of the Company including interest outstanding / accrued but not due for payment | | | | |
| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 14.00 | - | - | 14.00 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 14.00 | - | - | 14.00 |
| Change in Indebtedness during the financial year | | | | |
| * Additions | 600.00 | - | - | 600.00 |
| * Reduction# | 73.98 | - | - | 73.98 |
| Net Change | 526.02 | - | - | 526.02 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 540.02 | - | - | 540.02 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 540.02 | - | - | 540.02 |

(Rs. Lakhs)

| VI. Remuneration of Directors and Key Managerial Personnel | | |
|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| A. Remuneration to Managing Director, Whole-time Directors and/or Manager: | | |
| S.No. | Particulars of Remuneration | Mohan Kancharla Whole time Directors |
| 1 | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 7.20* - - |
| 2 | Stock Options | - |
| 3 | Sweat Equity | - |
| 4 | Commission | - |
| | - as a % of profit | - |
| | - Others, specify... | - |
| Total | | 7.20 |
| Ceiling as per the Act | | |

*Mr.Mohan Kancharla was paid Remuneration since February 2015

B. Remuneration to other Directors:

Rs.in lakhs

| S.No. | Particulars of Remuneration | Name of the Director | | | | | | Total Amount |
|-------------------------------------------------------------------------------------|----------------------------------------------|-----------------------|---|---|------------------------|---|---|--------------|
| | | Duruvasan Ramachandra | | | Murali Krishna Tummala | | | |
| 1 | Fee for attending board / committee meetings | Nil | | | Nil | | | Nil |
| 2 | Commission | Nil | | | Nil | | | Nil |
| 3 | Others, please specify | Nil | | | Nil | | | Nil |
| Total (B1) | | | | | | | | Nil |
| | | | | | | | | |
| Other Non-Executive Directors | | | | | | | | |
| | Name of the Director | | | | | | | Total Amount |
| | | | | | | | | |
| 1 | Fee for attending board / committee meetings | - | - | - | -- | - | - | - |
| 2 | Commission | - | - | - | - | - | - | - |
| 3 | Others, please specify | - | - | - | - | - | - | - |
| Total (B1) | | | | | | | | - |
| Total (B)=(B1+B2) | | | | | | | | - |
| Total Sitting Fees | | | | | | | | - |
| Total Commission | | | | | | | | - |
| Overall Ceiling as per the Act for payment of commission to Non-Executive Directors | | | | | | | | - |

C. Remuneration to Key Managerial Personnel Other than MD / Manager/WT
(Rs. Lakhs)

| S.No. | Particulars of Remuneration | Key Managerial Personnel | | Total |
|-------|-------------------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------|-------|
| | | Mr. Bernaji Mallampatti, Chief Financial Officer | Mr. Surya Prakash M Company Secretary | |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 3.67* | 1.48** | 5.15 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - |
| 2 | Stock Options | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission | - | - | - |
| | - as a % of profit | - | - | - |
| | - Others, specify... | - | - | - |
| 5 | Others, please specify. | - | - | - |

*Mr. Benarji Mallampatti was appointed as Key Managerial Personnel w.e.f 14.11.2014 and accordingly remuneration is calculated.

**Mr. Surya Prakash M was appointed as Key Managerial Personnel w.e.f 14.11.2014 and accordingly remuneration is calculated.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding Fees Imposed. | Authority (RD/NCLD/ COURT) | Appeal made, if any (give Details) |
|------------------------------|------------------------------|-------------------|-------------------------------------------------------------|----------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

ANNEXURE –III (Secretarial Audit Report)

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Member,
CES Limited
Plot No.42, Sagar Society,
Road No.2, Banjara Hills
Hyderabad, Telangana- 500034

I, Abhinav Shrivastava, Practicing Company Secretary, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **CES Limited** (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Companies books, papers, minute books, forms and returns filed and other records maintained by such Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. **CES Limited** for the financial year ended on March 31, 2015 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 (‘SEBI Act’);
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

6. Other Laws applicable to the Company;

- i. Employee State Insurance Act, 1948
- ii. Equal Remuneration Act, 1976
- iii. The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
- iv. The Employee Provident Fund and Miscellaneous Provisions Act, 1952
- v. The Payment of Gratuity Act, 1972
- vi. The Maternity Benefits Act, 1961
- vii. The Income Tax Act, 1961
- viii. Shops and Establishments Act, 1948
- ix. The Finance Act, 1994

I have also examined compliance with the applicable Listing Agreement clause for the following;

- I. The Listing Agreements entered into by the Company with Bombay Stock Exchange and Ahmedabad Stock Exchange;
- II. The Company's main business is into IT enabled services and to ancillary services thereto.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above subject to the following observations:

1. That the Company being a listed public company had only 1 independent in the 1st quarter of the financial year, i.e., July to September 2014 however in 2nd and 3rd quarter, the company has duly appointed the independent director as per the requirement of section 149(4) of Companies Act, 2013.
2. As per section 177 of Companies Act, 2013 read with applicable rules, the Company shall have a minimum of 3 directors with independent director forming the majority to constitute valid audit committee. However the Company only had 1 independent in the 1st quarter of the financial year therefore no such committee was formed. Thereafter in 2nd and 3rd quarter of the financial year, the Company has duly appointed the independent director and constituted an Audit Committee.
3. As per section 178 of Companies Act, 2013 read with applicable rules, the Company shall have a minimum of 3 directors out of which not less than one half shall be independent directors, in order to constitute valid quorum for Nomination and Remuneration Committee. However the Company had only 1 independent in the 1st quarter of the financial year therefore no such committee was formed. Thereafter in 2nd and 3rd quarter the Company has duly appointed the independent director and constituted a Nomination and Remuneration Committee.
4. That the Company has floated an entity in United States of America in the name and style of "CES Limited LLC" on May 2014, however in this regard the Company has not filed form ODI 1 and form APR in pursuant to the master circular no. 11/2013-14 issued by Reserve Bank of India, on July 01, 2013.
5. As per the circular CIR/CFD/POLICY CELL/7/2014 dt.15 September, 2014, the Clause 49 of the Listing Agreement shall be applicable to all companies whose equity shares are listed on a recognized stock exchange. However, compliance with the provisions of clause 49 shall not be mandatory, for the time being, in respect of the Companies having paid up equity share capital not exceeding Rs. 10 crore and Net Worth not exceeding Rs. 25 crore, as on the last day of previous financial year; provided that where the provisions of clause 49 becomes applicable to a company at a later date, such company shall comply with the requirements of Clause 49 within 6 months from the date on which the provisions became applicable to the company.

I further report that

Except the remarks laid in this report, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that I have not examined the books, papers, minute books, forms and returns filed and other records maintained by subsidiaries and associates companies of M/s. **CES Limited** for the financial year ended on March 31, 2015.

I further report that for the purpose of the Income Tax Act, 1961 and rules made thereon, I have relied on the audit report issued by the statutory auditor of the Company. Our examination in respect of the same is based solely on reports of the statutory auditor.

Abhinav Shrivastava
(Practicing Company Secretary)
ACS: 31172
CP: 11461

Date: 01.09.2015

Place: Hyderabad

Note: This report is to be read with our letter of event date which is annexed as "ANNEXURE A" and forms an integral part of this report.

“ANNEXURE A”

To,
The Member,
CES Limited
Plot No.42, Sagar Society,
Road No.2, Banjara Hills
Hyderabad, Telangana- 500034

My report of event date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company. I have relied on the audit report issued by the statutory auditor of the Company.
4. Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management; my examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

Abhinav Shrivastava
(Practicing Company Secretary)
ACS: 31172
CP: 11461

Date: 01.09.2015
Place: Hyderabad

ANNEXURE -IV

E Voting Instructions Details:

The instructions for shareholders voting electronically are as under:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com>

The e-voting period commences on September 26th, 2015 (10:00 am) and ends on September 28, 2015 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 23rd September, 2015. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ([company/RTA email id](#)).

NOTE: The "remote e-voting" end time shall be 5:00 p.m. on 28th September, 2015 and the cut-off date shall be 23rd September 2015

The facility for voting through ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper/poling Paper.

NOTE: The Facility for Voting at AGM shall be decided by the company i.e. "Ballot Paper" or "Poling Paper"

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of CES Limited. Members can cast their vote online from **September 26th, 2015 (10:00 am) and ends on September 28, 2015 (5:00 pm)**
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail sharadacs@gmail.com with a copy marked to evoting@nsdl.co.in.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

CES LIMITED
Plot No.42, Sagar Society, Road No.2, Banjara Hills, Hyderabad-500034

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L55100TG1985PLC045963

Name of the company: CES LIMITED

Registered office: Plot No.42, Sagar Society, Road No.2, Banjara Hills, Hyderabad-500034

Name of the member(s):.....

Registered address:.....

E-mail Id:

Folio No/ Client Id:

DP ID:

.....

I/We, being Member /Members of CES Limited hereby appoint

1. Name:

.....

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

.....

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

.....

Address:

E-mail Id:

Signature:.....

....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual general meeting of the company, to be held on the Tuesday, 29th Day of September 2015, at 4.00 P.m. at Registered office Plot No.42, Sagar Society, Road No.2, Banjara Hills, Hyderabad-500034 any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution | Resolution |
|--------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ordinary Business | |
| | To receive, consider and adopt the Audited Balance Sheet as at 31 st march 2015 and Profit and Loss Account for the period ended on that date and the Reports of the Directors and the Auditors thereon. |
| | To appoint a Director in place of Mr. Venkat Davarpalli Who retires by rotation and being eligible, |
| | To appoint M/s. P Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company for a term of two years up to conclusion 32nd Annual General Meeting till the conclusion of the next Annual General Meeting subject to ratification at every Annual General Meeting. |
| Special Business | |
| | To Appoint Mrs. Aruna Krishna Sabbineni as Director of the Company |
| | To appoint Mr. Murali Krishna Tummala as independent Director of the Company |
| | To adopt Articles of Association of Companies Act 2013. |
| | To Approve Remuneration of Mr. Mohan Kancharla |

Signed this _____ day of _____ 2015

Signature of Shareholder _____

Affix Revenue Stamp



Signature of Proxy holder (s) _____

Note:

- Proxy need not be a member of the Company.
- The Proxy Form duly filled in and signed by the Member(s) across the revenue stamp should reach the Company's Registered Office at least 48 hours before the commencement of the meeting.
- Corporate members intending to send their authorized representative(s) to attend the meeting are request to send a certified copy

.....cut here.....

CES LIMITED
(Formerly Known as Serve All Enterprise
Solutions Limited)
Plot. No.42, Sagar Society, Road No.2, Banjara Hills, Hyderabad-500 034

ATTENDANCE
SLIP
(Please present this slip at the entrance of the meeting venue)

Regd. Folio
Shares held

I hereby record my presence at the 30th Annual General Meeting of the Company to be held on Tuesday, the
29th September , 2015 at 04.00 PM at Plot. No.42, Sagar Society, Road No.2, Banjara Hills, Hyderabad-500 034

Name of the Shareholder :

Name of the Proxy :

Signature of member/proxy :

Note:

1) To be signed at the time of handing over this slip.

Members are requested to register their names at least 15 minutes prior to the commencement of the meeting.