



S E R INDUSTRIES LIMITED

CIN: L60231KA1963PLC004604

**57th ANNUAL REPORT
2019-2020**



CIN: L60231KA1963PLC004604

BOARD OF DIRECTORS

Sri Narendra Goel
Sri Jayant Dolatraj Mitra
Mrs. Savita Goel
Mr. Arvind Sampat Khot
Mr. Mahesh Dharma Doifode

AUDITORS

Shivaram Bhat & Associates
Chartered Accountants,
3/5, IV Floor, Tower Block, Unity Bldg.,
J.C. Road, Benagluru - 560 002.
Ph.: 081230 40230

BANKERS

ICICI Bank Limited
CA2 P1, Bidadi Industrial Area,
Near Toyota Kirlosker Motor Pvt. Ltd.
Ramanagara District - 562 109.
Bank of Maharashtra, Nariman Point,
Mumbai - 400 021.

REGISTERED OFFICE

Chikkakuntanahalli Village,
KodiyalaKarenahalli Post,
Via Bidadi, Ramanagara Dist.
Karnataka - 562 109.
Mob.: 9343702920
Phone: 91-80-27204463
e-mail: info@serindustries.co.in
www.serindustries.co.in

CORPORATE OFFICE

107-108 Mittal Chambers,
Nariman Point, Mumbai - 400 021.
Ph: 22813137, 22813138
e-mail: info@serindustries.co.in
www.serindustries.co.in

REGISTRAR AND SHARE TRANSFER AGENTS

TSR Dara Shaw Limited
6-10, Haji Mosa Patriwala Industrial
Estate No.20, Dr. E. Moses Road,
Mahalakshmi, Mumbai - 400011.
Ph: 022-66568484 / 66568494.



**S E R
INDUSTRIES
LIMITED**

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Notice of the 57th Annual General Meeting

To,

The Members

Notice is hereby given that the Fifty Seventh (57th) Annual General Meeting of the Members of the SER Industries Limited will be held through Video Conferencing/Other Audio Visual Means (VC/OAVM) on Thursday, 27th August 2020 at 11:30 A.M to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year 31st March 2020 along with the Reports of Board of Directors and Auditors thereon including the Secretarial Audit report under section 204 of the Companies Act, 2013 thereon.
2. To appoint a Director in place of Ms. Savita Goel (DIN: 00425266) a Director who retires by rotation and being eligible, offers herself for reappointment.

Place: Mumbai
Date: 29.07.2020

By the Order of the Board
NARENDRA GOEL
Whole Time Director
DIN: 00327187

NOTES:

- i) In view of the outbreak of the Covid-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated May 05, 2020 (MCA Circulars), physical attendance of the Members to the AGM venue is not required and AGM be held through Video Conferencing/Other Audio Visual Means (VC/OAVM). In compliance of the above mentioned MCA Circulars, the AGM of the Company will be held through VC/OAVM.
- ii) Pursuant to the General Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.
- iii) Annual Report 2019-20 and this Notice are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant(s). Members may note that the Annual Report 2019-20 and this Notice can also be accessed on the Company's website at (www.serindustries.co.in), website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

- iv) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at info@serindustries.co.in or to TSR Darashaw Limited, our Registrar and Share Transfer Agent (R & T Agent) at akothare@tsrdarashaw.com along with the copy of signed request letter mentioning the name, address and folio number, self-attested copy of the PAN Card, copy of the share certificate (front and back) and self-attested copy of any document (e.g.: Aadhaar Card, Driving License, Election Identity Card, Passport). Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
- v) As the AGM will be held through VC/OAVM, the requirement of providing the Route Map and Landmark for the AGM venue does not apply.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

- i) Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of the AGM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
- ii) The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
- iii) Members are encouraged to join the Meeting through Laptops for better experience.
- iv) Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- v) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi) Members who need assistance before or during the AGM with use of technology may contact Mr. Sandeep Mulkawad, National Securities Depository Limited, at smulkawad@tsrdarashaw.com or at telephone no.: +91 22 6656 8484 # 549.
- vii) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

INSTRUCTIONS FOR REMOTE E-VOTING

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is pleased to provide Members the facility to exercise their right to vote at the Fifty-Seventh AGM by electronic means. The Company has appointed NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting as well as e-voting during the AGM will be provided by NSDL. Mr. Amit Jaste Practicing Company Secretary, Proprietor of M/s. Amit Jaste and Associates., (Membership No. F7289, C.P No. 12234, email: amit.jaste@ajcs.in, Ph: +91-9820000347) has been appointed as scrutinizer in this regard.

- i) 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 i.e. Thursday, August 20, 2020 only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, August 20, 2020.
- ii) A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The Members attending the AGM who have not already cast their votes through remote e-voting shall be able to exercise their voting rights during the AGM.
- iii) The Members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again.
- iv) The remote e-voting period commences on Monday, August 24, 2020 (9:00 a.m. IST) and ends on Wednesday, August 26, 2020 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, August 20, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- v) The instructions for remote e-voting are as under:
Step 1: Log-in to NSDL e-Voting system at www.evoting.nsdl.com
Step 2: Cast your vote electronically on NSDL e-Voting system.

GENERAL INFORMATION/GUIDELINES FOR SHAREHOLDERS

- i) All the documents referred to in the accompanying Notice, shall be available for inspection through electronic mode, basis the request being sent to info@serindustries.co.in.
- ii) During the AGM, the relevant statutory registers and documents shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.
- iii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to amit.jaste@ajcs.in with a copy marked to evoting@nsdl.co.in.
- iv) Any person, who acquires shares of the Company and becomes Member of the Company after the date of sending of this Notice and holds shares as on the cut-off date i.e. Thursday, August 20, 2020 can cast the vote by following the instructions as mentioned in this Notice.
- v) As per the SEBI mandate, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or R & T Agent for assistance in this regard.
- vi) Members holding shares in dematerialised form are requested to intimate any change in their address or bank account details (including 9 digit MICR no. and 11 digit IFSC code no.) to their respective Depository Participants with whom they are maintaining demat accounts.
- vii) Members holding shares in physical form are requested to send a communication duly signed by all the holder(s) intimating about the change of address or bank account details (including 9 digit MICR no. and 11 digit IFSC code no.) to R & T Agent of the Company along with the self-attested copy of their PAN Card(s), copy of the share certificate (front and back), cancelled Cheque leaf and the self-attested copy of the supporting documents (e.g.: Aadhaar Card, Driving License, Election Identity Card, Passport) evidencing change in address.

- viii) Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to R & T Agent of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
- ix) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- x) In case of any queries or issues or grievances pertaining to e-voting, Members may refer to Help/FAQ’s section available at www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in Mr. Sandeep Mulkawad, National Securities Depository Limited, at smulkawad@tsrdarashaw.com or at telephone no.: +91 22 6656 8484 # 549.

Place: Mumbai
Date: 29.07.2020

By the Order of the Board
NARENDRA GOEL
Whole Time Director
DIN: 00327187

BOARD OF DIRECTORS' REPORT

To the Members:

Your Directors present their Fifty Seventh Report on the workings of the Company together with the Audited Statement of Accounts for the financial year ended 31st March 2020.

1. Financial Results

Particulars	Amount in Rupees	Amount in Rupees
	31.03.2020	31.03.2019
Total Revenue	3,383,651	6,86,066
Total Expenses	3,192,044	4,130,974
Profit (Loss) before Exceptional Extraordinary items and Tax	191,607	(3,444,908)
Less: Exceptional Items	(16,405)	-
Less: Extraordinary Items	-	-
Profit before Tax	1,75,202	-
Less: Current Tax		-
Deferred Tax	108,946	-
Profit / (Loss) After Tax	284,148	(3,444,908)

2. Performance, Management discussion and analysis

The turnover of the Company compared to the previous year is less due to reduced demand for long distance movement of agricultural produce and fertilizers by road. The loss is also due to the hike in diesel prices and operational costs. The performance for the current year is low due to floods in many parts of the Country. The business was reduced comparatively and the operational expenses remained high; However the Company is managed to achieve low amount of profit compared to previous year's losses.

The Board of Directors do not visualize upward results during the next Financial Year based on the operations for the last 3 months which is lower compared to previous year.

3. Fixed Deposits:

During the period under review the Company has not accepted any fixed deposit from the public. There are no deposits due for repayment after maturity.

4. Directors and Key Managerial Personal:

Present Board's Composition as below -

Name of the director	Designation
Narendra Goel	Whole time Director
Savita Goel	Director
Jayant Dolatraj Mitra	Director
Arvind Sampat Khot	Director
Mahesh Dharma Doifode	Director

Mr. Mahesh Dharma Doifode (DIN- 08518066), an Independent Director, has been appointed during the financial year. He was accorded into the board of directors and appointed on 22nd July, 2019 with effect from 23rd July, 2019 and he brings in valuable expertise to the Company's management.

Mr. Sanjay Bihari Pal and Ms. Savita Agrawal have been inducted into the company as a Chief Financial Officer (CFO) and a Company Secretary respectively with effect from 28th May 2019.

Apart from above there has been no change in the constitution of the Board of Directors of the Company and KMP during the financial year.

5. Material Changes and Commitment if any affecting the financial position of the Company occurred between the ends of the financial year to which this Financial Statements relate and the date of the report.

No material changes and commitments affecting the financial position of the company occurred between the end of the financial year to which this financial statements relate and the date of the report.

6. Statement concerning Development and implementation of Risk Management Policy of the company.

The Company does not have any Risk Management Policy as the element of the risk threatening the Company's existence is very minimal.

7. Particulars of loans guarantees or investments made under section 186 of the Companies act, 2013.

Details of Loans, guarantees and investments covered under section 186 of the Companies Act, 2013 forms the part of the Notes to the financial statements provided, wherever applicable.

8. Particulars of contracts or arrangements made with related parties.

There was no Contract or Arrangement made with related parties as defined under section 188 of the Companies Act, 2013 except as stated in the notes to account during the year under review.

9. Explanation or Comments on qualifications, reservations or adverse remarks or disclaimers made by the Auditors and the Practicing Company Secretary in their reports.

There was no qualification, reservation or adverse remark made by the statutory Auditors.

There are a few qualifications made by the secretarial auditor and the board has taken note of the same. While, corrective measures have already been taken with respect to some of the issues raised in the secretarial audit report and the board is working continuously to comply with other statutory requirements as pointed out by the secretarial auditor, which shall be complied with in due course of time.

10. Web link of Annual Return, if any.

The company is having website i.e. <http://serindustries.co.in/> and annual return of the company has been published on such website.

11. Number of board meetings conducted during the year under review.

The Board of Directors met FIVE times during the financial year under review on 28th May 2019, 22nd Jul 2019, 23rd Oct 2019, 24th Jan 2020, 11th March 2020.

12. Committees of the Board:

Your Company's Board has the following committees:

- a. Audit Committee
- b. Nomination and Remuneration Committee,

Details of terms of reference of the Committees, Committee membership changes, and attendance of Directors at meetings of the Committees are provided in the Corporate Governance report attached to this Annual Report.

13. Directors Responsibility Statement:

As required under Sec. 134(5) of the Companies Act, 2013 your Directors confirm that:

- i) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure.
- ii) Selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and the financial results of the Company for that period.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act of 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Annual Accounts for the financial year has been prepared on a going concern basis.

v) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively.

vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. Subsidiaries, Joint Ventures and Associate Company.

The company does not have any subsidiary/joint venture or an associate company.

15. Disclosure of composition of Audit Committee and providing vigil mechanism.

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is applicable to the Company and no report is due.

Accordingly the Audit Committee is duly reconstituted consisting of Three Non-Executive Directors with Two independent directors in the meeting held on 22nd July 2019.

16. Disclosure of composition of Nomination and Remuneration Committee.

The provisions of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is applicable to the Company and no report is due.

Accordingly the Nomination and Remuneration Committee is duly reconstituted consisting of Three Non-Executive Directors with Two independent directors in the meeting held on 22nd July 2019.

17. Shares

A Buyback of securities, Sweat Equity, Bonus Shares and Employee stock option scheme.

-----NIL-----

18. Details of policy developed and implemented by the Company on its Corporate Social Responsibility initiatives.

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

19. Company's policy relating to directors appointment, payment of remuneration and discharge of their duties.

The company has duly complied with the provisions of appointment of directors, payment of remuneration and discharge of their duties as per the provisions of the Companies Act 2013.

20. Adequacy of Internal Financial Controls with reference to Financial Statements.

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation was observed.

21. Details of Significant and Material Orders passed by the Regulators, Courts and Tribunals.

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

22. Auditors:

M/s. Shivaram Bhat & Associates, Chartered Accountants were appointed as Auditors of the Company for a period of Five financial years from 2018-19 to 2022-23 at the 55th Annual General Meeting held on 21st September 2018. Their remuneration is fixed by the Board.

23. Dematerializations of Shares:

65.88% of the total shares of the Company have been dematerialized as on 31.03.2020. Members holding shares in physical form are advised to dematerialize their shares to trade and hold the equity shares in electronic form for convenience.

Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

24. Listing of Shares:

The listing fee for Bombay Stock Exchange for the financial year 2019-20 has been paid. The ISIN No: 358F01013.

The shares of the company have been temporarily suspended from trading by the Bombay Stock Exchange and Company has challenged this and hoping for a favorable decision in the matter. Decision has been delayed due to COVID-19 & the lockdown.

25. E-Voting:

On the above subject the Directors report that:

a) The shares have to be dematted to an extent not less than 75%. The dematerialization has not taken effect substantially in this company and the shareholding pattern is not encouraging Demat.

b) We have informed by way of note in our previous annual reports for demat in the notice of the AGM and also for furnishing e-mail addresses of shareholders. Email address is one of the prime requirements to adopt E-voting.

NSDL has been appointed to organize electronic voting / e-voting necessary instructions issued by them on due course.

26. Conservation of energy, technology absorption, foreign exchange earnings and outgo:

The statement pursuant to Section 134 (3)(m) of the Companies Act, 2013 read with Companies (Companies (Accounts) Rules, 2014 are not applicable to the Company.

27. Secretarial Audit

Pursuant to the provisions of the Companies Act, 2013 read with relevant Rules made there under, a Secretarial Audit was conducted by M/s. V H & Co., Company Secretaries, Bengaluru. The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed to the Board's Report.

28. Corporate Social Responsibility (CSR).

The provisions of Section 135 pertaining to the Corporate Social Responsibility is not applicable to the Company.

29. Declaration of Independent directors.

Definition of 'Independence' of Directors is derived from Regulation 16 of the Listing Regulations and section 149(6) of the Companies Act, 2013. The company has received necessary declarations under Section 149(7) of the Companies Act, 2013 from the Independent directors stating that they meet the prescribed criteria for Independence. The Board of Directors after undertaking assessment and on evaluation of the relationships disclosed, considering Mr. Jayant Mitra and Mr. Mahesh Dharma Doifode as an Independent directors.

The independent directors has affirmed compliance to the code of conduct for Independent directors as prescribed in Schedule IV of the Companies Act, 2013.

30. Corporate Governance.

The Company strives to ensure good Corporate Governance and levels of transparency with all the provisions of SEBI (LODR) Regulations, 2015.

31. Internal Complaint Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

There are no women employees at the work place during the financial year 2019-20, hence the clause is not applicable.

32. Statutory Disclosures

None of the Directors of your Company are disqualified as per provisions of Section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required under various provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

33. Acknowledgement:

Your Directors wish to place on record their appreciation for the support and co-operation extended by all customers, bankers, Government authorities, stakeholders and business associates.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 29.07.2020

Sd/-
Narendra Goel
Whole time Director
(DIN: 00327187)

Sd/-
Mahesh Dharma Doifode
Director
(DIN: 08518066)

REPORT ON CORPORATE GOVERNANCE

Philosophy on Corporate Governance

The Company believes that Corporate Governance is a set of processes, customs, policies, regulation and laws for ensuring transparency, professionalism and accountability in its dealings with its customers, employees, shareholders and with all the stakeholders of the Company. The Company has complied with the provisions of the corporate governance under the SEBI (LODR) Regulations, 2015 of the Stock Exchange, which deals with the compliance of Corporate Governance requirements as detailed below for the year ending March 31, 2020:

A. The Board Composition.

Size and Composition of Board.

1. The Company comprises of One Executive and Four non-executive director. The Directors possess experience in fields of varied services such transportation, banking, finance, real estate, marketing and social service. The skill and knowledge of the Directors have proved to be of immense value to the Company. The composition of the Board is in conformity with SEBI (LODR) Regulations, 2015 entered into with the Stock Exchanges. The details of Directors seeking appointment/re-appointment have been attached along with the Notice of the Annual General Meeting.
2. None of the Directors hold directorships in more than ten public companies. Further, none of them serve as members of more than 10 Committees nor are they Chairman of more than 5 Committees, as per the requirements of the Listing Agreement. "Committees" for this purpose include the Audit Committee and the Stakeholders Relationship Committee under the said SEBI (LODR) Regulations, 2015.
3. None of the Directors serve as Independent Directors in more than seven listed companies and none of the Whole time Directors of any listed company serve as Independent Directors in more than three listed companies.
4. None of the Directors are related to each other, except Mr. Narendra Goel and Mrs. Savita Goel who are related to each other.
5. Non-Executive Directors of the Company are paid sitting fees of upto Rs.3500 per meeting for attending meetings of the Board of Directors, Audit Committee, and Nomination & Remuneration Committee and the sitting fees for the Stakeholders Relationship Committee is upto Rs.3500 per meeting.
6. **Other than the transactions entered into in the normal course of business**, the Company has not entered into any materially significant related party transactions during the year, which could have a potential conflict of interest between the

Company and its Promoters, Directors, Management and / or Relatives. The Directors and Senior Management of the Company have made disclosures to the Board confirming that there are no material, financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

The responsibilities and authority of the Chairman is as follows.

The Chairman is the leader of the Board. As Chairman, he is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the board works harmoniously for the long term benefit of the Company and all its stakeholders. The Chairman is primarily responsible for ensuring effective governance to the Company. In doing so, the Chairman presides over meeting of the board and of the shareholders of the Company.

Mr. Narendra Goel takes a lead role in managing the board and facilitating effective communication among directors. He is responsible for matters pertaining to governance, including the organization, composition and effectiveness of the board and its committees, and the performance of individual directors in fulfilling their responsibilities.

Role of Board of Directors

The primary role of the board is that of trusteeship to protect and enhance shareholder value through strategic direction to the Company. As trustees, the board has fiduciary responsibility to ensure that the company has clear goals aligned to shareholder value and its growth. The board exercises its duties with care, skill and diligence and exercise independent judgment. The board sets strategic goals and seeks accountability for their fulfillment.

B. Board Meetings and attendance.

The Company's Governance Policy requires the Board to meet at least Four times in a year. The intervening period between two Board meetings was well within the maximum gap of 120 days prescribed under the Listing Regulations. The annual calendar of meetings is broadly determined at the beginning of each year.

Board Agenda.

Meetings are governed by a structured agenda. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. Agenda papers are generally circulated at least seven days prior to the Board meeting.

Details of Board Meetings during the financial year.

During the financial year ended 31st March, 2020, five meetings of the Board were held, as follows:

Sr. No	Date	Board Strength	No of Directors Present
1	28.05.2019	4	4
2	22.07.2019	4	4
3	23.10.2019	5	5
4	24.01.2020	5	5
5	11.03.2020	5	5

Attendance at Board Meetings and at Annual General Meeting (AGM) during the financial year

Name of the Director	No. of Board Meeting Attended	Attendance of Last AGM*
Mr. Narendra Goel	5	No
Mr. Jayant Dolatrai Mitra	5	Yes
Mrs. Savita Goel	5	No
Mr. Arvind Sampat Khot	5	Yes
Mr. Mahesh Dharma Doifode	3	Yes

C. Committees of the Board

Currently, there are Three Board Committees – the Audit Committee, the Nomination & Compensation Committee, and the Security holders Relationship Committee, The terms of reference of the Board Committees are determined by the Board from time to time.

Meetings of each Board Committee are convened by the respective Committee Chairman. Matters requiring the Board's attention / approval, as emanating from the Board Committee meetings, are placed before the Board by the respective

Committee Chairman. The role and composition of these Committees, including the number of meetings held during the financial year are provided below.

1. Audit Committee:

The Audit Committee of the Board provides reassurance to the Board on the existence of an effective internal control environment that ensures:

- Efficiency and effectiveness of operations.
- Safeguarding of assets and adequacy of provisions for all liabilities.
- Reliability of financial and other management information and adequacy of disclosures.
- Compliance with all relevant statutes.

During the year the Company reconstituted its Audit Committee consisting of Three directors with independent directors forming a majority as per the provision of Section 177 of the Companies Act 2013. Presently the Committee comprises Mr. Arvind Sampat Khot (Non-Executive Director), Mr. Jayant Dolatrai Mitra (Independent Director) and Mr. Mahesh Dharma Doifode (Independent Director).

The role of the Committee includes the following:

- i. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. The recommendation for appointment, remuneration and terms of appointment of statutory auditors of the Company.
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- iv. To review with the management the following:
 - a. Annual financial statements and Auditors' Report thereon before submission to the Board for approval;
 - b. Quarterly financial statements before submission to the Board for approval;
- v. To review the following:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Adequacy of internal control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
 - c. Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon;
 - d. System for storage, retrieval, security etc. of books of account maintained in the electronic form;

Meetings and Attendance

Details of Audit Committee Meetings during the financial year

During the financial year ended 31st March, 2020, five meetings of the Audit Committee were held, as follows:

Sr. No	Date	Committee Strength	No Of members Present
1	28.05.2019	3	3
2	22.07.2019	3	3
3	23.10.2019	3	3
4	24.01.2020	3	3
5	11.03.2020	3	3

Attendance at Audit Committee Meetings during the financial year

Name of the Director	No. of Meeting Attended
Mrs. Savita Goel	2
Mr. Jayant Dolatrai Mitra	5
Mr. Mahesh Dharma Doifode	3
Mr. Arvind Sampat Khot	5

2. Nomination and Remuneration Committee (NRC)

The Company has a Nomination and Remuneration Committee (NRC) which is now a mandatory requirement as per the SEBI (LODR) Regulations, 2015, as also under the Companies Act, 2013. During the year the Company reconstituted its Committee consisting of Three Non-Executive Director as per the provision of Section 178 of the Companies Act 2013. Presently the Committee comprises Mr. Arvind Sampat Khot, Mr. Jayant Dolatrai Mitra and Mr. Mahesh Dharma Doifode. The broad terms of reference of the Committee inter alia, include the following:

- Recommend to the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, positive attributes and independence of a Director. The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum

- balance of size, skills, independence, knowledge, age, gender and experience.
- ii. Recommend to the Board the appointment or re-appointment of Directors.
 - iii. Devise a policy on Board diversity.
 - iv. Recommend to the Board appointment of Key Managerial Personnel (KMP as defined by the Act) and executive team members of the Company (as defined by this Committee).
 - v. Carry out evaluation of every Director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include formulation of criteria for evaluation of Independent Directors and the Board.
 - vi. Recommend to the Board the remuneration policy for Directors, Executive team or Key Managerial Personnel as well as the rest of the employees.
 - vii. On an annual basis, recommend to the Board the remuneration payable to the Directors and oversee the remuneration to Executive team or Key Managerial Personnel of the Company.
 - viii. Oversee familiarization programmes for Directors.
 - ix. Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and executive team).
 - x. Performing such other duties and responsibilities as may be consistent with the provisions of the Committee charter.

Remuneration Policy:

Remuneration policy aims at attracting and retaining high caliber talent. The remuneration policy therefore is market-led and takes into account the competitive circumstance of each business so as to attract and retain quality talent and leverage performance significantly.

Meetings and Attendance

Details of Nomination & Compensation Committee Meetings during the financial year.

During the financial year ended 31st March, 2020, Five meetings of the Nomination & Compensation Committee were held, as follows.

Sr. No	Date	Committee Strength	No of members Present
1	28.05.2019	4	4
2	22.07.2019	4	4
3	23.10.2019	3	3
4	24.01.2020	3	3
5	11.03.2020	3	3

Attendance at Nomination & Remuneration Committee Meetings during the financial year

Name of the Director	No. of Meeting Attended
Mr. Narendra Goel	2
Mr. Arvind Sampat Khot	5
Mr. Jayant Dolatrai Mitra	5
Mrs. Savita Goel	2
Mr. Mahesh Dharma Doifode	3

CODE OF CONDUCT

The Code of Conduct, adopted by the Board of Directors, is applicable to Directors and employees of the Company. The Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct in relation to the Company's business and reputation. The Code covers company's commitment to sustainable development, concern for occupational health, safety and environment, a gender friendly workplace, transparency and audit ability, legal compliance and the philosophy of leading by personal example. The Code is available on the Company's website.

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,**SER INDUSTRIES LIMITED.**

Chikkakuntanahalli Village,

Bidadi Hobli, Ramnagaram Taluk,

Bengaluru- 562109

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SER INDUSTRIES LIMITED (CIN: L60231KA1963PLC004604)** (here in after called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the **SER INDUSTRIES LIMITED's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized 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 2019-20 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 reporting made here in after:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **SER INDUSTRIES LIMITED** for the financial year ended on 31.03.2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;(**Not Applicable as there was no reportable event during the audit period**)
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 ;(**Not Applicable as there was no reportable event during the audit period**).
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable during the audit period**)
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; ;(**Not Applicable as there was no reportable event during the audit period**)
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;(**Not Applicable as there was no reportable event during the audit period**)
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (**Not Applicable as there was no reportable event during the audit period**)
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not Applicable as there was no reportable event during the audit period**)and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not Applicable as there was no reportable event during the audit period**)

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE);

During the period under review based on the explanations and representations made by the Management, the company has generally complied with the provisions of the Companies Act, Rules, Regulations, Guidelines, Secretarial Standards etc. as mentioned above except the following observations:

1. *Mr. Jayant Dolatraj Mitra, who is the Independent director in the company as at the end of the financial year under consideration, is a director of several other companies which has not filed its Annual Returns and the financial statement from the past several years. However, as per the MCA portal, his DIN status is being shown as "Approved". Hence, we shall not comment on the disqualification aspect as per Sec 164 (2) (a) of the Companies Act, 2013.*
2. *The Company is yet to intimate to the stock exchange on the contact details of KMPs as prescribed in regulation 30(5) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.*
3. *The composition of the committees is not updated on the company's website and on the BSE Website*

We further report that the company has been suspended on the Bombay Stock Exchange due to Penal Reasons for non-compliance of certain provisions of SEBI (LODR) Regulations, 2015.

During the period under review, based on the explanations and representations made by the Management, we further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the business activities of the company has receded as compared to the previous financial year. Hence, no other major laws and regulations were applicable to the company.

We further report that

- during the period under review, an independent director was appointed to the Board of Directors of the Company. Pursuant to which, the Board of directors is duly constituted with proper balance of executive Directors, Non-Executive Directors and Independent Directors during the period under review (2019-20). The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance of the provisions of the Act;
- all the decisions of the board and committees thereof were carried out with the requisite majority.

During the period under review, based on the explanations and representations made by the Management, adequate notice has been given to all the directors to schedule the Board Meetings, agenda except detailed notes on agenda were sent at least seven days in advance and wherever it was not sent, a consent was obtained for shorter notice from the directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We 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.

For VH & Co.,

Firm Unique Code: S2019KR691100

Sd/-

Vivek Fanipati Hegde

FCS No: 10611

CP Number: 20470

UDIN: F010611B000517744

Place: Bengaluru

Date: 28th July 2020

This report is to be read with our letter of even date which is annexed as *Annexure-A* and it forms an integral part of this report.

'Annexure -A' to the Secretarial Audit Report

To,
The Members,
SER INDUSTRIES LIMITED.
Chikkakuntanahalli Village
Bidadi Hobli, Ramnagaram Taluk
Bengaluru- 562109

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record 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. We 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 test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and the applicable financial laws such as Direct and Indirect tax laws have not been reviewed since the same are subject to review under Statutory Audit and Other Audit/s by designated professionals.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our 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 the efficacy or effectiveness with which the management has conducted the affairs of the company.

For VH & Co.,
Firm Unique Code: S2019KR691100

Sd/-
Vivek Fanipati Hegde
FCS No: 10611
CP Number: 20470
UDIN: F010611B000517744

Place: Bengaluru
Date: 28th July 2020

INDEPENDENT AUDITORS' REPORT

To the Members of **SER Industries Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **SER Industries Limited** ('the Company'), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss, the Statement of changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 31 March 2020 and its profit, changes in equity and its cash flows for the year ended on that date.'

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There is no key audit matter to communicate during the audit period.

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 and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash

flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Other Matter

We are given to an understanding that-

1. Trading of Company's shares is under suspension; however, the Company has taken required steps to resume the trading.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('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 'B'**, a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we 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 purposes of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the 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 financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant Rules with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. on the basis of the written representations received from the directors as on 31 March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**" to this report;
 - g. with respect to the other matters to be included in the Auditors' 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 did not have any pending litigations which is impacting its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts and hence making provisions as required under the applicable law or accounting standard for material foreseeable losses is not required.



**SER
INDUSTRIES
LIMITED**

57th Annual Report

CIN : L60231 KA1963PLC004604

- iii. There were no amounts required to be transferred to the Investors Education and Protection Fund by the Company.

Date: 29th June, 2020

Place: Bengaluru

For **Shivaram Bhat & Associates**

Chartered Accountants

FRN: 017833S

Sd/-

Shivaram Bhat

Proprietor (M. No.: 242666)

UDIN: 20242666AAAAAK8221

Annexure A to the Auditors' Report of even date

Report on the Internal Financial Controls under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 (the "Act") controls over financial reporting of **SER Industries Ltd** (the "Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting:

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Shivaram Bhat & Associates**

Chartered Accountants

FRN: 017833S

Sd/-

Shivaram Bhat

Proprietor

M. No.: 242666

UDIN: 20242666AAAAAK8221

Date: 29th June, 2020

Place: Bengaluru

Annexure B to the Auditors' Report of even date

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2020, we report that:

- i. In respect of the Company's fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) There is a regular program of physical verification, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies have been noticed on such physical verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The Company is a service company, primarily rendering transportation services. Accordingly, it does not hold any physical inventories. Therefore, paragraph 3 (ii) of the Order is not applicable to the Company.
- iii. The Company has not granted loans, secured or unsecured loans to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). Therefore, sub clause (a), (b) and (c) of this clause is not applicable to the Company.
- iv. The company has not granted any loans or given any guarantees and securities. Hence, to this extent, the provisions of sec. 185 is not applicable. In our opinion and according to the information and explanations given to us, with regard to the investments made by the Company, the Company has complied with Section 185 and 186 of the Companies Act, 2013.
- v. The Company has not accepted any deposits from the public.
- 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted or accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, Goods and Service Tax, cess and other material statutory dues, have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, value added tax, duty of customs and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material statutory dues outstanding on account of any dispute.

- viii. The Company did not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid managerial remuneration exceeding the limits specified under the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Date: 29th June, 2020

Place: Bengaluru

For **Shivaram Bhat & Associates**

Chartered Accountants

FRN: 017833S

Sd/-

Shivaram Bhat

Proprietor

M. No.: 242666

UDIN: 20242666AAAAAK8221

<p align="center">SER Industries Limited Chikkakuntanahalli Village, Kodiyala Karenahalli Post, Via Bidadi, Ramanagara District - 562109 CIN : L60231KA1963PLC004604</p>			
Balance sheet as at 31st March, 2020			
			In ₹ (Rupees)
Particulars	Note No.	31st March, 2020	31st March, 2019
I. ASSETS			
1 Non-Current Assets			
(a) Property, plant and equipment	3	18,52,448	6,10,085
(b) Investments	4	15,87,516	3,500
(c) Loans	5	11,73,198	12,15,407
(d) Deferred tax assets (net)	6	1,90,134	81,189
2 Current Assets			
2.1 Financial Assets			
(a) Trade receivables		-	-
(b) Cash and Cash Equivalents	7	39,70,560	65,33,673
(c) Loans		-	-
(d) Others	8	19,24,014	19,17,650
Total		1,06,97,870	1,03,61,503
II. EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	9	99,45,900	99,45,900
(b) Other equity	10	4,99,004	2,14,856
2 Non-Current Liabilities			
(a) Provisions	9	1,35,110	93,155
3 Current Liabilities			
(a) Short-Term Borrowings			
(b) Trade Payables			
i) total outstanding dues of micro enterprises and small enterprises		-	-
ii) total outstanding dues of creditors other than micro enterprises and small		-	-
(a) Financial Liabilities			
i) Other Current Liabilities	10	46,530	35,806
(b) Provisions	11	71,326	71,786
Total		1,06,97,870	1,03,61,503
The accompanying notes form an integral part of the financial statements			
Significant Accounting Policies		2	
Notes to Accounts		3-21	
As per my report of even date			
For Shivaram Bhat & Associates		For and on behalf of the Board of Directors of SER Industries Limited	
Chartered Accountants			
FRN: 017833S			
 Shivaram Bhat Proprietor M. No: 242666		 Narendra Goel Whole time director DIN : 00327187 Place : Mumbai Date : 29.06.2020	
		Savita Aggarwal Company Secretary M. No: A40662 Place : Ghaziabad Date : 29.06.2020	
		 Mahesh Dharma Doifode Director DIN : 08518066 Place : Mumbai Date : 29.06.2020	
		Sanjay Bihari Pal CFO Place : Mumbai Date : 29.06.2020	
Place : Bangalore Date : 29.06.2020			

<p align="center">SER Industries Limited Chikkakuntanahalli Village, Kodiyala Karenahalli Post, Via Bidadi, Ramanagara District - 562109 CIN : L60231KA1963PLC004604</p>			
Profit or Loss account for the period 01st April, 2019 to 31st March, 2020			
In ₹ (Rupees)			
Particulars	Note No.	01st April, 2019 to 31st March, 2020	01st April, 2018 to 31st March, 2019
I Revenue from Operations	14	46,920	3,76,105
II Other Income	15	33,36,731	3,09,961
III TOTAL REVENUE (I + II)		33,83,651	6,86,066
IV Expenses			
Employee benefit expenses	16	6,09,803	2,88,761
Operating Expenses	17	-	3,05,551
Depreciation and amortization expenses	3	9,70,396	26,441
Other Expenses	18	16,11,845	35,10,221
TOTAL EXPENSES		31,92,044	41,30,974
V Profit Before Tax (III - IV)		1,91,607	(34,44,908)
VI Tax Expense	19		
Current Tax		-	-
MAT Adjustment		-	-
Deferred Tax		(1,08,946)	-
VII Profit (Loss) for the period		3,00,553	(34,44,908)
VIII Other comprehensive income			
(i) Items that will not be reclassified to Profit or Loss			-
Remeasurement of defined benefit plans (refer note 21.7 (iii))		(16,405)	-
Deferred Tax relating to above (Note 21.6)		-	-
Total		(16,405)	-
IX Total comprehensive income for the period		2,84,148	(34,44,908)
X Earnings per Equity Share	20		
-Basic		0.29	(3.48)
-Diluted		0.29	(3.48)
<i>The accompanying notes form an integral part of the financial statements</i>			
<i>Significant Accounting Policies</i>			
<i>Notes to Accounts</i>			
<p>As per my report of even date For Shivaram Bhat & Associates Chartered Accountants FRN: 017833S</p>			
<p align="center">For and on behalf of the Board of Directors of SER Industries Limited</p>			
<p>Shivaram Bhat Proprietor M. No: 242666</p>			
<p>Narendra Goel Whole time director DIN : 00327187 Place : Mumbai Date : 29.06.2020</p>			
<p>Savita Aggarwal Company Secretary M. No: A40662 Place : Ghaziabad Date : 29.06.2020</p>			
<p>Mahesh Dharma Doifode Director DIN : 08518066 Place : Mumbai Date : 29.06.2020</p>			
<p>Sanjay Bihari Pal CFO Place : Mumbai Date : 29.06.2020</p>			
<p>Place : Bangalore Date : 29.06.2020</p>			

SER Industries Limited

Chikkakuntanahalli Village, Kodyala Karenahalli Post, Via Bidadi, Ramanagara District - 562109

CIN : L60231KA1963PLC004604

Statement of changes in equity for the year ended in 31st March, 2020**A. Equity Share Capital**

Balance as on 1st April, 2019	Changes in equity share capital during the year	Balance as 31st March, 2020	Balance as on 31st March, 2019
9,94,590	-	9,94,590	9,94,590

B. Other Equity

Particulars	Reserves and Surplus		Total
	General reserve	Retained earnings	
Balance as of April 01, 2018	26,06,000	(23,91,144)	2,14,856
Dividend paid during the year			-
Dividend Distribution Tax			-
Balance as of March 31, 2019	26,06,000	(23,91,144)	2,14,856
Profit for the period	-	3,00,553	3,00,553
Other Comprehensive Income	-	(16,405)	(16,405)
Prior period item	-	-	-
Balance as of 31st March, 2020	26,06,000	(21,06,996)	4,99,004

SER Industries Limited

3. PROPERTY, PLANT AND EQUIPMENTS FOR THE YEAR 2019-20

Particulars	GROSS CARRYING AMOUNT (COST/DEEMED)				DEPRECIATION & AMORTIZATION				NET CARRYING	
	Opening Balance	Additions	Deletions	Closing Balance	Opening Balance	Depreciation Charges	Deletions	Closing Balance	Opening Balance	Closing Balance
3 - Property, Plant and Equipment's										
Free Hold Land	2,81,379	-		2,81,379	-	-	-	-	2,81,379	2,81,379
Building	8,17,721	-	3,11,000	5,06,721	5,36,706	20,209	2,91,334	2,65,581	2,81,014	2,41,139
Plant and Equipment	90,905	-	90,905	-	90,902	3	90,905	-	3	-
Furniture and Fixtures	75,592	-	75,592	-	74,996	596	75,592	-	596	-
Computer & Electronic Gadget	2,47,902	-	2,02,352	45,550	2,45,406	217	2,02,352	43,271	2,497	2,279
Office Equipment	1,54,481	-	1,54,481	-	1,49,778	4,703	1,54,481	-	4,703	-
Motor Vehicles			-							
a) Cars	20,87,210	22,70,000	20,87,210	22,70,000	20,49,634	9,44,661	20,49,636	9,44,660	37,576	13,25,341
b) Trucks	4,57,000	-	4,57,000	-	4,56,997	3	4,57,000	-	3	-
c) Bicycles	2,660	-	2,660	-	2,658	2	2,660	-	2	-
d) Motor Cycles	1,12,540	-	66,345	46,195	1,10,228	2	66,345	43,885	2,312	2,310
TOTAL	43,27,390	22,70,000	34,47,545	31,49,845	37,17,305	9,70,396	33,90,304	12,97,397	6,10,085	18,52,448
GRAND TOTAL	43,27,390	22,70,000	34,47,545	31,49,845	37,17,305	9,70,396	33,90,304	12,97,397	6,10,085	18,52,448

Note: Fixed assets no more exists and carrying only scrap value are completely depreciated during the year.

4. Long Term Investment

Particulars	31st March, 2020	31st March, 2019
Fully Paid up 200 Equity Shares of Re. 1/- each (P.Y. 200 equity shares of Re. 1/- each) in Jai Corp Ltd (quoted) Entire equity share sold during the year	-	1,000
Fully Paid up 90 Equity Shares of Rs. 10/- each in (P.Y. 90 equity shares of Rs 10 each) Andhra Pradesh Heavy Machinery & Engineering Limited (unquoted)	900	900
Fully Paid up 100 Equity Shares of Rs. 10/- each (P.Y. 100 equity shares of Rs. 10 each) in APLAB Ltd. (Quoted) Entire equity share sold during the year	-	1,600
Fully Paid up 10,000 Equity Shares of Rs. 10/- each (P.Y. 0 equity shares of Rs. 10 each) in COAL India Limited (Quoted)	15,86,616	
Total	15,87,516	3,500
Aggregate Value of Quoted Investments	15,86,616	2,600
Aggregate Value of Un-Quoted Investments	900	900
Aggregate Market Value of Quoted Investments	14,15,000	26,210
Total	14,15,900	29,710

5. Loans

Particulars	31st March, 2020	31st March, 2019
Telephone Deposit	44,733	44,733
Rent Deposit	1,08,400	1,08,400
Retention money, staff and other contractors advances	10,20,065	10,62,274
Total	11,73,198	12,15,407

6. Deferred Tax Asset (Net)

Particulars	31st March, 2020	31st March, 2019
Deferred Tax Asset	1,90,134	81,189
Total	1,90,134	81,189

7. Cash and Cash Equivalents

Particulars	31st March, 2020	31st March, 2019
Balances with banks	39,19,641	64,46,435
Cash in hand	50,919	87,238
Total	39,70,560	65,33,673

8. Current Assets -Financial Assets-Others

Particulars	31st March, 2020	31st March, 2019
TDS receivable	19,24,014	19,17,650
MAT credit FY 2019-20	-	-
Total	19,24,014	19,17,650

9.1 Share Capital

Particulars	31st March, 2020		31st March, 2019		31st March, 2018	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Authorized Share Capital						
Equity Shares of ₹ 10 each	60,00,000	6,00,00,000	60,00,000	6,00,00,000	60,00,000	6,00,00,000
Total	60,00,000	6,00,00,000	60,00,000	6,00,00,000	60,00,000	6,00,00,000
Issued Share Capital						
Equity Shares of ₹ 10 each	9,94,590	99,45,900	9,94,590	99,45,900	9,94,590	99,45,900
Total	9,94,590	99,45,900	9,94,590	99,45,900	9,94,590	99,45,900
Subscribed and fully paid						
Equity Shares of ₹ 10 each	9,89,590	98,95,900	9,89,590	98,95,900	9,89,590	98,95,900
Add: Forfeited Shares (9,000 shares)		50,000		50,000		50,000
Total	9,89,590	99,45,900	9,89,590	99,45,900	9,89,590	99,45,900

9.2 Reconciliation of share capital

Particulars	31st March, 2020		31st March, 2019		31st March, 2018	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Equity Shares (Face Value ₹10)						
Shares outstanding at the beginning of the year	9,89,590	98,95,900	9,89,590	98,95,900	9,89,590	98,95,900
Shares Issued during the year	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	9,89,590	98,95,900	9,89,590	98,95,900	9,89,590	98,95,900

9.3 Shareholders holding more than 5% of Share

Particulars	31st March, 2020		31st March, 2019		31st March, 2018	
	Number of Shares	Amount	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity Shares (Face Value ₹10)						
Mr. Narendra Goel (HUF)	3,74,780	37.87%	3,74,780	37.87%	3,74,780	37.87%
Mrs. Savita Goel	1,26,450	12.78%	1,26,450	12.78%	1,26,450	12.78%

9.4 Rights, preferences and restrictions attached to shares

Equity shares:

The company has one class of equity shares having face value of Rs.10 each. Each shareholder is eligible for one vote per share held. The dividend proposed if any by the Board of Directors is subject to the approval of share holders in the ensuing Annual General Meeting. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

10. Other Equity

In ₹ (Rupees)

Particulars	31st March, 2020	31st March, 2019
General Reserve	26,06,000	26,06,000
Retained Earnings	(21,06,996)	(23,91,144)
Total	4,99,004	2,14,856

Refer "Statement of Changes in Equity" for additions / deletions in each reserve.

10. Provision

Particulars	31st March, 2020	31st March, 2019
<u>Provisions for Employee Benefit</u>		
Provision for Compensated Absences	21,425	8,180
Provision for Gratuity	1,13,685	84,975
Total	1,35,110	93,155

11. Other Current Liabilities

Particulars	31st March, 2020	31st March, 2019
Statutory payables	3,916	4,226
Trade Payables	-	-
Other payables	42,614	31,580
Total	46,530	35,806

12. Short-Term Provisions

Particulars	31st March, 2020	31st March, 2019
<u>Provisions for Employee Benefit</u>		
Provision for Compensated Absences	240	163
Gratuity	1,086	1,623
Audit fee payable	50,000	50,000
Tax filing consultancy fee payable	20,000	20,000
Provision for Income Tax	-	
Total	71,326	71,786

14. Revenue from Operations

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Packing Charges Received	46,920	-
Freight Earnings	-	3,29,690
Transport Charges Received	-	46,415
Total	46,920	3,76,105

15. Other Income

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Interest Income	2,22,447	2,90,861
Other non-operating income	31,14,284	19,100
Total	33,36,731	3,09,961

16. Employee Benefit Expenses

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Salaries and Wages	5,05,380	2,21,939
Staff Welfare Expenses	1,360	7,155
Employer's Contribution to Provident Fund	21,291	21,466
Employer's Contribution to Employee State Insurance	8,342	10,324
Ex-Gratia Paid	48,340	11,768
Compensated Absence [refer notes to accounts- no 21.7 (ii)]	12,351	7,424
Gratuity expenses [refer notes to accounts- no 21.7 (ii)]	12,739	8,685
Total	6,09,803	2,88,761

17. Operating Expenses

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Freight Charges Paid	-	3,05,551
Total	-	3,05,551

18. Other Expenses

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
<u>Payment to Auditors</u>		
-As Auditors	50,000	50,000
- Other Taxation matters	20,000	20,000
Accounts written off (after adjustment to provision)	-	1,01,500
Sales Promotion Expenses	36,559	43,186
Insurance Premium	9,788	9,582
Postage and Telegrams	1,05,161	1,07,127
Telephone & Communication Expenses	8,011	32,695
General Expenses	45,473	33,162
Office Rent	18,984	20,264
Consultancy Charges	-	56,000
Professional and Consultancy Fees	2,61,984	1,25,600
Electricity and Water Charges	1,354	1,33,004
<u>Directors remunerations</u>		
Directors Salary	264	264
Travelling and Other Expenses - Directors	88,500	1,83,413
Retainer Fees	13,200	12,000
Conveyance and Travelling Expenses	36,720	76,104
Repairs and Maintenance	1,07,130	1,11,405
Rates and Taxes	2,500	3,16,474
Listing, Filing & Depository Expenses	6,93,576	19,86,692
Subscription Fees	2,200	2,596
Bank Charges	1,380	21,205
Meeting Expense	71,099	57,240
Miscellaneous expenses	37,961	10,709
Total	16,11,845	35,10,221

19. Tax Expense

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Current Tax	-	-
Deferred Tax	(1,08,946)	-
Total	(1,08,946)	-

20. Earnings per equity share

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Profit/(Loss) after tax attributable to the Equity Shareholders	2,84,148	(34,44,908)
Weighted average number of equity shares	9,89,590	9,89,590
Basic	0.29	(3.48)
Diluted	0.29	(3.48)

21. NOTES ANNEXED TO AND FORMING PART**1. Key Management Personnel :**

Name	Position held
Mr. Narendra Goel	Whole time director
Mrs. Savita Goel	Director
Mr. Jayant Dolatrai Mitra	Director
Mr. Arvind Sampat Khot	Director
Mr. Mahesh Dharama Doifode	Director
Ms. Savita Agrawal	Company Secretary
Mr. Sanjay Bihari Pal	CFO

2. Related party

Name of the party	Nature of relationship
Mr. Narendra Goel	Whole time director
Mrs. Savita Goel	Director
Mr. Jayant Dolatrai Mitra	Director
Mr. Arvind Sampat Khot	Director
Mr. Mahesh Dharama Doifode	Director

3. Related Party Transactions

Name of the party	Nature of Transaction	FY 2019-20	FY 2018-19
Mr. Narendra Goel	Remuneration & Allowances	132	132
Mr. Narendra Goel	Travelling Expenses	-	-
Mrs. Savita Goel	Remuneration & Allowances	132	132
Mrs. Savita Goel	Travelling Expenses	3,500	2,800
Mr. Gyan Prakash Goyal	Travelling Expenses	-	700
Mr. Jayant Dolatrai Mitra	Travelling Expenses	3,500	2,100
Mr. Arvind Sampat Khot	Travelling Expenses	18,907	9,744
Mr. Mahesh Dharama Doifode	Travelling Expenses	2,800	

4. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006:

Based on the information available with the Company, there are no suppliers dealing with the Company who have registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006".

5. Audit fees (Including GST/ Service tax)

Type of Service	FY 2019-20	FY 2018-19
Statutory audit	50,000	50,000
Other Taxation matters	20,000	20,000
Total	70,000	70,000

6. Deferred tax Components		In ₹ (Rupees)	
Particulars	FY 2019-20	FY 2018-19	
Timing difference leading to Deferred tax liabilities			
Difference in carrying value of PPE & Intangibles between books and income tax	6,85,196	-	
Total (A)	6,85,196	-	
Deferred Tax Asset /(Liabilities)	1,78,151	-	
Timing difference leading to Deferred Tax Assets			
Disallowance under Section 40 A & 40 (a)	46,090	-	
Provision for doubtful debts		-	
Total (B)	46,090	-	
Deferred Tax Assets	11,983	-	
Net Deferred Tax Asset / (Liabilities) (A-B)	1,90,134	-	
Deferred tax on Other comprehensive Income			
Re measurement of defined benefit plans- gain/ (loss)	(16,405)	-	
Deferred tax relating to above (C)	-	-	
Total Deferred tax Asset (A-B+C)	1,90,134	81,189	

7. Disclosure as required by IND AS 19- Employee Benefits:

Defined benefit plans for Gratuity (Funded) as per Actuarial valuation are as under :

The Company has a defined benefit gratuity plan covering all employees in compliance with the requirements of The Payment Of Gratuity Act, 1972. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year service.

The Company has provided for Compensated Absence (PL) Scheme as required by Ind AS 19. Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The Company's liability is actuarially determined.

Gratuity		Compensated Absence		
Particulars	31st March 2020	FY 2018-19	31st March 2020	FY 2018-19
(i) The Principal actuarial assumptions used in Financial Assumptions				
Discount Rate	67.76%	7.66%	67.76%	7.66%
Salary Growth Rate	5.00%	5.00%	5.00%	5.00%
Expected Rate of Return on assets	0.00%	0.00%	0.00%	0.00%

(ii) Amounts recognised in Statement Of Profit and Loss in respect of the defined benefit plan is as follows:

Service cost:				
Current Service cost	6,168	6,051	11,718	11,397
Past service cost and loss/ (gain) on Curtailment and Settlement		-	-	-
Net interest cost	6,571	6,023	633	458
Total included in 'Employee Benefit Expense'	12,739	12,074	12,351	11,855

(iii) Amounts recognised in Other Comprehensive Income for the Current period in respect of the defined benefit plan is as follows:

Components of Actuarial gain/Losses on obligations:				
Due to change in Financial assumptions	16,457	1,039	3,254	101
Due to change in experience adjustments	(1,023)	(4,428)	(2,283)	(9,532)
Actuarial (gains)/losses on Return on plan assets excluding amounts included in interest income	-	-	-	-
Amount recognised in 'Other Comprehensive Income'	15,434	(3,389)	971	(9,431)

(iv) Reconciliation of Defined Benefit Obligations

Opening Defined Benefit Obligation	86,598	77,913	8,343	5,919
Transfer in/(out) obligation	-	-	-	-
Current Service cost	6,168	6,051	11,718	11,397
Interest cost	6,571	6,023	633	458
Actuarial loss/ (gain) due to change in Financial assumptions	16,457	1,039	3,254	101
Actuarial loss/ (gain) due to experience adjustments	(1,023)	(4,428)	(2,283)	(9,532)
Past Service cost	-	-	-	-
Loss/ (gain) on curtailments	-	-	-	-
Liabilities extinguished on settlements	-	-	-	-
Benefits Paid	-	-	-	-
Closing Defined Benefit Obligation	1,14,771	86,598	21,665	8,343

(v) Reconciliation of Plan Assets:

Opening Value of Plan Assets	-	-	-	-
Transfer in/(out) plan assets	-	-	-	-
Interest Income	-	-	-	-
Return on plan assets excluding amounts included in Interest income	-	-	-	-
Assets distributed on settlements	-	-	-	-
Contributions by employer	-	-	-	-
Expenses deducted from funds	-	-	-	-
Benefits paid	-	-	-	-
Closing value of plan Assets	-	-	-	-

(vi) Reconciliation of Net defined Liability:

Net opening provision in books of accounts	86,598	77,913	8,343	5,919
Transfer in/(out) obligation	-	-	-	-
Transfer in/(out) plan assets	-	-	-	-
Employee benefit expenses as per table (i) above	12,739	12,074	12,351	11,855
Amounts recognised in Other Comprehensive Income	15,434	(3,389)	971	(9,431)
Total	1,14,771	86,598	21,665	8,343
Benefits paid	-	-	-	-
Contributions to plan assets	-	-	-	-
Closing Provision/(Advances) in books of Accounts	1,14,771	86,598	21,665	8,343

> Provision created for earlier years with regard to the income tax has been adjusted as prior tax adjustment to the retained earnings

> The Company has assessed the actual income tax refund receivable related to earlier years.

As per my report of even date

For Shivaram Bhat & Associates
Chartered Accountants
FRN: 017833S

Shivaram Bhat
Proprietor
M. No: 242666

Place : Bangalore
Date : 29.06.2020

**For and on behalf of the Board of Directors of
SER Industries Limited**

Narendra Goel
Whole time director
DIN : 00327187
Place : Mumbai
Date : 29.06.2020

Mahesh Dharma Doifode
Director
DIN : 08518066
Place : Mumbai
Date : 29.06.2020

Savita Aggarwal
Company Secretary
M. No: A40662
Place : Ghaziabad
Date : 29.06.2020

Sanjay Bihari Pal
CFO
Place : Mumbai
Date : 29.06.2020

SER Industries Limited
Chikkakuntanahalli Village, Kodiyala Karenahalli Post, Via Bidadi, Ramanagara District - 562109
CIN : L60231KA1963PLC004604

1. Company Information:

SER Industries Limited (the Company) was incorporated on 18.02.1963 as a Private Limited Company under the Companies Act, 1956 (Companies Act, 2013). The Company is into the business of transportation and logistics.

2. Significant Accounting Policies :

2.1 Basis of Preparation and Presentation

The financial statements of the Company up to the year 2016-17 was prepared in accordance with the requirements of GAAP as notified under the Companies (Accounting Standards) Rules, 2006. From the year 2017-18, the Company switched over to the preparation of financial statements in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015. The date of transition to Ind AS is April 1, 2016.

The significant accounting policies are detailed below.

2.2 Revenue Recognition :

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The specific recognition criteria is described below for the income to be recognised.

- i. Income is recognised on accrual basis and provision is made for all known losses and liabilities.
- ii. Revenue from Goods transport and Courier service is recognised when goods / documents are delivered to the customers/nearest destination branches/nearest transshipment points.
- iii. Interest income is accrued on a time proportionate basis on the principal outstanding at the effective interest rate applicable.
- iv. Dividend income is recognised based on the accrual system.

2.3 Use of Estimates :

The preparation of financial statements in conformity with Ind AS requires the Company's Management to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities, recognised in the financial statements that are not readily apparent from other sources. The judgments, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

2.4 Financial Assets -Investments:

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.

2.5 Leases :

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

2.6 Provisions :

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation that can be estimated reliably.

2.7 Intangible Assets :

The Company has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2016 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

Costs relating to acquisition and development of computer software are capitalised in accordance with Ind-AS 38 Intangible Assets and are amortized on a straight-line basis for a period of five years, which is management's estimate of its useful life.

2.8 Impairment of Assets :

The Company assesses at each balance sheet date whether there is any indication that any assets forming part of its cost generating units may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than the 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 a previously assessed impairment loss no longer exists, the recoverable amount is re-assessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

2.9 Income taxes :

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognised in profit or loss account except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity. respectively.

a) Current Tax

Tax on income for the current year is determined on the basis of the Income Tax Act, 1961.

b) Deferred tax:

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantially enacted on the balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual / reasonable certainty that sufficient future taxable income will be available against which such deferred tax can be realized.

2.10 Earning Per Share :

In determining earnings per share, the Company considers the net profit (loss) after tax. The number of shares of common stock used in computing basic earnings per share is the weighted average number of shares of common stock outstanding during the period. The number of equity shares used in computing diluted earnings as per share comprises weighted average number of equity shares considered for deriving basic earnings per share.

2.11 Provisions :

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

2.12 Property, Plant and Equipment :

Cost of Asset

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost (net of duty/ tax credit availed) less accumulated depreciation and accumulated impairment losses.

Depreciation :

Depreciation is provided on Straight-Line Method ('SLM') at the rates prescribed below, which reflect the management's estimate of useful lives of the respective fixed assets and are greater than or equal to the useful lives in Schedule II of Companies Act, 2013 . In respect of fixed assets purchased during the year, depreciation is being calculated on a pro-rata basis from the date on which such asset is put to use. Where any asset is sold, discarded, demolished or destroyed during the year, depreciation has been provided up to the date on which the asset is sold, discarded, demolished or destroyed.

Particulars	Useful Life(in Years)
Building	30
Plant and Equipment	10
Furniture and Fixtures	10
Computer & Electronic Gadget	3
Office Equipment	5
Motor Vehicles	
a) Cars	6
b) Trucks	6
c) Bicycles	10
d) Motor Cycles	10

SER INDUSTRIES LIMITED**CIN: L60231KA1963PLC004604**

Regd. Office: Chikkakuntanahalli Village, KodiyalaKarenahalli Post,
Via Bidadi, Ramanagara Dist. Karnataka - 562 109.

Mobile: 9343702920

Phone: 91-80-27204463

E-mail: info@serindustries.co.inWebsite: www.serindustries.co.in**57th ANNUAL GENERAL MEETING E-VOTING FORM**

(Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014)

Name of the sole/ first named Member:

Serial no.:

Address:

Registered folio No./ DP & Client ID No.*

(*applicable to investors holding shares in dematerialized form)

No. of Shares held:

Dear Member,

Sub: Process and manner for voting through electronic means (E-Voting)

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SER Industries Limited ("the Company") is pleased to offer e-voting facilities to the Members to cast their votes electronically on all the resolutions set forth in the Notice convening the Fifty Seventh Annual General Meeting ("AGM") scheduled to be held on Thursday, August 27th 2020 at 11.30 a.m.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com/>

The e-voting particulars are set out below:

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User Id	Password

If you have already registered for e-voting, no password has been provided above.

Kindly refer instruction no. 3 overleaf. The e-voting facility will be available during the following voting period:

Commencement of e-voting :	From August 24, 2020 (IST) 9:00 a.m
End of e-voting :	Up to August 26, 2020 (IST) 05:00 p.m.

the cut-off date (i.e. the record date) for the purpose of e-voting is 20th August, 2020.

This Communication forms an integral part of the Notice dated July 29th, 2020 convening the Fifty Seventh Annual General Meeting scheduled to be held on Thursday, 27th August, 2020 at 11.30 a.m.

Please read the instructions printed overleaf before exercising the vote.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.serindustries.co.in

Instructions For E-voting

Members are requested to follow the instructions given below to cast their vote through e-voting:

Specific Instructions and process to be followed for e-voting:

1. Log on to the e-voting website <https://www.evoting.nsdl.com/>
2. Click on "Shareholders - Login" tab.
3. USER ID and PASSWORD

In case Members receive an email from NSDL [for Members whose email IDs are registered with Depository Participant(s)], then open email and open PDF file viz, with your Client ID or Folio No. as password.

The said PDF file contains your USER ID and Password/PIN for e-voting. This Password will be an initial password.

If you are already registered with NSDL e-voting Platform and have used this facility earlier then you use your existing USER ID and Password for login.

If you are a first time user and/or holding shares in Physical form, please follow the steps given below:

1. USER ID and PASSWORD for e-voting is provided in the table given on the face of this instruction slip. This is an initial password.
2. Once you log in, the Password Change Menu appears. Change the Password of your choice with minimum 8 digits/characters or a combination thereof. It is strongly recommended not to share your Password with any other person and keep the same confidential.
3. After you have logged in, "E-VOTING" screen appears. Click on e-voting: Active Voting Cycles.
4. Select "EVEN" (Electronic Voting Event Number) of SER Industries Limited. For EVEN, you can login any number of times on e-voting platform of NSDL till you have completed your voting on the resolution during the voting period.
5. "Cast Vote" page appears. You are ready for e-voting.
6. Cast your vote by selecting appropriate option and click "Submit". Also "Confirm" when prompted.
7. Once you confirm the message "Vote Cast Successfully" will be displayed.
8. Vote once casted cannot be modified.
9. For the Institutional shareholders (Members other than Individuals, HUF, NRIs, etc.) are also required to send scanned copy (pdf/jpg format) of the board resolution/ authority letter etc. together with the attested specimen signature(s) of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email at : e-mail : amit.jaste@ajcs.in with a copy marked to evoting@nsdl.co.in

General Instructions:

1. The voting period begins at 9.00 a.m. IST on 24.08.2020 and ends at 5.00 p.m. IST on 26.08.2020. During this period, Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by NSDL for voting after 5.00 PM IST on 26.08.2020.
2. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evoting.nsdl.com/> or write an email to helpdesk@nsdl.co.in
3. Members who do not have e-voting facility can take the benefit of Ballot Form enclosed herewith. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
4. Mr. Amit Jaste Practicing Company Secretary, Proprietor of M/s. Amit Jaste and Associates., (Membership No. F7289, C.P No. 12234, email: amit.jaste@ajcs.in, Ph: +91-9820000347) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorised by the Chairman for this purpose.
6. The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.serindustries.co.in and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited.

Place: Mumbai

Date: 29.07.2020

By the Order of the Board

NARENDRA GOEL

Whole Time Director

DIN: 00327187