



**SER
INDUSTRIES
LIMITED**

48th ANNUAL REPORT

2010-2011



**SER
INDUSTRIES
LIMITED**

BOARD OF DIRECTORS

Sri Narendra Goel
Sri G P Goyal
Sri V G Rangnekar
Sri Jayant Mitra

AUDITORS

M/s. G. V. Sunder and Company,
Chartered Accountants,
3/5, IV Floor, Tower Block, Unity Buildings,
J. C. Road, Bangalore - 560 002.
Ph. 080 22275160

BANKERS

ICICI Bank Limited
CA2 P1, Bidadi Industrial Area,
Near Toyota Kirloskar Motor Pvt. Ltd.
Ramanagara District,
Bangalore - 562109.

Bank of Maharashtra,
Nariman Point,
Mumbai - 400021.

REGISTERED OFFICE

Chikkakuntanahalli Village
Kodiyala Karenahalli Post
Via Bidadi
Ramanagara Dist.
Karnataka 562109
Phone : 080 - 27204463

CORPORATE OFFICE

107-108, Mittal Chambers, Nariman point,
Mumbai- 400 021, Ph. 022 22813137/8
Email: ser@vsnl.com

**REGISTRAR AND
SHARE TRANSFER AGENT**

TSR Dara Shaw Limited
6-10, Haji Mosa Patriwala Industrial Estate
No.20, Dr. E. Moses Road, Mahalakshmi
Mumbai - 400 011
Phone : 022-66568484/66568494

To
The Members,

NOTICE

Notice is hereby given that the Forty Eighth Annual General Meeting of SER Industries Limited will be held at Company's Registered Office at Chikkakuntanahalli, Kodiyala Karenahalli post, Via Bidadi, Ramanagara – 562109 on Thursday the 29th day of September 2011 at 11.30 a.m. to transact the following business :-

A. ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31st March 2011 and Profit and Loss account for the year ended on that date along with the Report of the Directors' and Auditors including the Compliance Certificate under section 383A of the Companies Act thereon.
2. To appoint a Director in place of Mr. VILAS GANESH RANGNEKAR who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

B. SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following as Ordinary Resolution:

"RESOLVED that pursuant to provisions of Section 198, 269, 309, 311 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 Mr. Narendra Goel, Director be and is hereby appointed as Chief Executive Officer of the Company for period of five years from 01/04/2011 to 31/03/2016 on a remuneration set out in the Explanatory Statement, be and is hereby ratified and approved and authorised the Board of Directors to enter into an Agreement with him for and on behalf of the Company.

By order of the Board

Place: Bangalore
Date: 24.05.2011

NARENDRA GOEL
Chairman of the meeting

Regd. Office :
SER Industries Ltd
Chikkakuntanahalli village
Kodiyala Karenahalli post
Via Bidadi
Ramanagara Dist.
Karnataka 562109

NOTES :

- i) A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and a proxy need not be a member of a company. The proxy form should be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting.
- ii) The Register of members and Share Transfer Books will remain closed from 22/09/2011 To 29/09/2011 (Both days inclusive) for the purpose of updating the records.
- iii) The relative explanatory statement pursuant of Section 173 of the Companies Act, 1956 in respect of special business under Item No. 4 is annexed hereto.
- iv) Members are requested to notify change in their address if any and also requested to note the address of the Registrar and Share Transfer Agent given the Directors report for their future correspondence.
- v) The shareholders are requested to bring their copy of Annual Report.
- vi) Requests if any for nomination of shares as provided under section 109 'A' of the Companies Act may be sent to the Company at the Registered Office.
- vii) Share holders may register their e-mail id by writing to the Company for sending the communications of the Company at ser@vsnl.com

By order of the Board

Place: Bangalore
Date: 24.05.2011

NARENDRA GOEL
Chairman of the meeting

DIRECTORS' REPORT

To the Members:

Your Directors present their Forty Eighth Report of the Company together with the Audited Statement of Accounts for the financial year ended 31st March 2011.

01. FINANCIAL HIGHLIGHTS

Rs. In Lakhs.

Year	31.03.2011	31.03.2010
Turnover	422.35	338.38
Other Income	5.37	25.19
Profit / Loss before Depreciation	(2.67)	(0.84)
Depreciation	3.96	3.52
Profit / Loss before Tax	(6.63)	(4.36)
Provision for Tax (Current, Deferred & prior year Tax (net)	2.89	3.00
Profit / Loss After Tax	(9.53)	(1.36)

02. Performance:

The The Company has incurred a loss of Rs.9.53 Lakhs before tax during the year compared to previous year loss of Rs.4.36 Lakhs before tax.

The loss for the year is due to non availability of sufficient loads for Company's normal trucks and container trucks. The position may improve if orders are received for movement of fertilizers from eastern part of the Country. The performance of the Company for the last 3 months is at a lower level compared to previous year due to uncertainty in agricultural operations. The Board of Directors have apprehension of downtrend results during the current year due to gloomy Agricultural and Industrial Scene.

03. DIVIDEND:

Due to continued loss your Directors do not recommend any dividend for the year ended 31/03/2011.

04. FIXED DEPOSITS:

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

05. DIRECTORS:

Sri. VILAS GANESH RANGNEKAR, Director retire by rotation at the ensuring Annual General Meeting and being eligible, offers himself for reappointment. The Board of Directors recommend his reappointment.

Mr. Narendra Goel has been appointed as Director – Chief Executive Officer of the Company with effect from 01.04.2011 for a period of five years. His appointment and remuneration is subject to approval by the shareholders.

06. SECRETARIAL COMPLIANCE CERTIFICATE:

As required by provision to sub section (1) of section 383A of the Companies Act of 1956 a Secretarial Compliance Certificate from a Practicing Company Secretary is attached to this Report.

07. AUDITORS:

M/s. G.V. Sunder and Company, Chartered Accountants, the Statutory Auditors of the Company retire at this Annual General Meeting and are eligible for reappointment.

08. DEMATERIALISATION OF SHARES:

64.50 % of the total shares of the Company have been dematerialized as on 31/03/2011. Members holding shares in physical form are advised to dematerialize their shares to trade and hold the equity shares in electronic form.

09. LISTING OF SHARES:

The equity shares of your Company are listed on Stock Exchange – Mumbai and Bangalore Stock Exchange.

The Demat ISIN No: - INE-358F01013 and

BSE code: 507984 may be referred.

The Annual listing fee has been paid up to date to the Stock Exchanges.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The statement pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable to the Company.

11. PARTICULARS OF EMPLOYEES:

The Company has no employees of the category mentioned in Section 217 (2A) of the Companies Act, 1956 for the year or part of the year.

12. DIRECTORS RESPONSIBILITY STATEMENT:

As required under Sec. 217(2AA) of the Companies Act, 1956 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 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) Annual Accounts for the financial year has been prepared on a going concern basis.

13. ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the continued support and co-operation extended by all customers, dealers, suppliers, bankers, Government authorities, stakeholders and Business Associates.

By order of the Board

Place: Bangalore

Date: 24.05.2011

NARENDRA GOEL

Chairman of the meeting

SECRETARIAL COMPLIANCE CERTIFICATE

CIN: L60231KA1963PLC004604
Authorised Capital : 6,00,00,000
AGM: 29.09.2011

To,
The Members,
SER Industries Limited
Chikkakuntanahalli Village,
Kodiyala Karenahalli Post,
Via Bidadi,
Ramanagara District - 562 109.

I have examined the registers, records, books and papers of M/s SER INDUSTRIES LIMITED, as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March 2011. In my opinion and to the best of my information and according to the checks carried out by me and explanations furnished to me by the Company its officers and agents, I certify that in respect of the aforesaid financial year.

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure "B" to this certificate, with the Registrar of Companies, or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company is a public limited company and has the minimum prescribed paid up capital during the financial year 31.03.2011.
4. The Board of Directors duly met 4 times on 26.05.2010, 23.07.2010, 25.10.2010, and 20.01.2011 in respect of which meeting proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Register of Members was closed from 14.09.2010 to 21.09.2010 both days inclusive for updating the records.
6. The Annual General Meeting for the financial year ended on March 31, 2010 was held on 21.09.2010 and the resolutions recorded.
7. No Extra Ordinary meeting (s) was held during the year.
8. The Company has not advanced any loan to companies referred in the Section 295 of the Act.
9. The Company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. The Company has made entries in the register maintained under section 301 of the Act since not applicable.
11. The Company is not required to obtain approvals pursuant to Section 314 of the Act.
12. No duplicate share certificate was issued during the year.
13. The Board of Directors of the Company is duly constituted and the appointment of Directors, additional Directors, alternate Directors and Directors to fill casual vacancies have been duly made.
14. No approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as prescribed under the various provisions of the Act were not necessary.

15. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
16. The Company has not allotted Equity shares during the financial year.
17. There were no claims to dividend, shares pending registration during the period.
18. No deposits were invited or accepted by the Company from public.
19. The Company has not borrowed from Directors, Members, Public Financial Institutions and Banks during the financial year ending March 31, 2011.
20. The Company has not given loans or advances to other Companies/body corporate / firms.
21. The Company has not altered the provisions of the memorandum with respect to the situation of the Company's registered office.
22. The Company has not altered the provisions of the memorandum with respect to the name of the company.
23. The Company has not altered the provisions of the memorandum with respect to the objects of the company.
24. The Company has not altered the provisions of the memorandum with respect to share capital of the company.
25. No appointment of Managing Director/Whole time Director/s under Section 269 was made by the company during the year.
26. The Company has not altered its articles of association.
27. No show cause notices were received by the company for alleged offences under the Act.
28. The Company has not received any security deposit from its employees during the year under certification.
29. The Company is regular in payment of PF contribution to appropriate authority.
30. The Company has appointed M/s.TSR Dara Shah Limited as Registrar and Share Transfer Agents. Based on their Certificate it is confirmed
The Company has:
 - a. Effectuated transfer / transmission of securities/ equity shares during the financial year and delivered all the certificates on lodgment there for transfer / transmission after complying with the provisions of the Act.
 - b. Deposit of dividend does not apply as no dividend is declared in previous years.
 - c. No payment of dividend was due in view of the above.
 - d. Not transferred any amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund as these provisions are not applicable since there was no such amount required to be transferred.
 - e. Duly complied with the requirements of Section 217 of the Act.
31. The Company has not bought back any shares during the financial year.
32. There was no redemption of preference shares or debentures during the year.