



**S E R
INDUSTRIES
LIMITED**

46th ANNUAL REPORT
2008-2009



**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

**REGISTRAR AND
SHARE TRANSFER AGENT**

TSR Dāra 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 sixth Annual General Meeting of the Members of SER Industries Limited will be held at the registered office of the Company at Chikkakuntanahalli Village, Kodyala Karenahalli post, Via Bidadi, Ramanagara-562109, Karnataka, on Wednesday the 30th day of September 2009 at 11.30 AM to transact the following business:-

1. To consider and adopt the audited Balance Sheet as at 31st March 2009 and Profit and Loss account for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. V.G. Rangnekar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

By order of the Board

Place: Bangalore
Date: 30.07.2009

NARENDRA GOEL
Chairman of the meeting

Regd. Office :
SER Industries Ltd
Chikkakuntanahalli village
Kodyala 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 the company. The proxy form should be deposited at the registered office of the company not less than 48 hours before the meeting.
- ii) The Register of Members and Share Transfer Books will remain closed from 22/09/2009 to 30/09/2009 (both days inclusive) for the purpose of updating the records.
- iii) The shareholders are requested to bring their copy of Annual Report to the meeting.
- iv) 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.

By order of the Board

Place: Bangalore

Date: 30.07.2009

NARENDRA GOEL
Chairman of the meeting

DIRECTORS' REPORT

To the Members:

Your Directors present their Forty Sixth Annual Report of the Company together with the Audited Statement of Accounts for the financial year ended 31st March 2009.

01. FINANCIAL HIGHLIGHTS

Rs. In Lakhs.

Year	31.03.2009	31.03.2008
Turnover	446.98	408.03
Other Income	18.95	23.62
Profit/Loss before Depreciation	(1.00)	(2.96)
Depreciation	3.32	5.11
Profit/Loss before Tax	(4.33)	(8.08)
Provision for Tax (Current, Deferred and Fringe Benefit Tax net)	(0.78)	(0.78)
Profit/Loss After Tax	(5.10)	(7.30)

02. Performance:

The Company has incurred a loss of Rs. 4.33 Lakhs before tax during the year compared to previous year loss of Rs.8.08 Lakhs before tax.

The loss for the year is on account of continued policy of the Government of India for movement of fertilizers by train and supported by road transport organized by themselves. The reallocation of business is being planned. 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 Industrial recession.

03. DIVIDEND:

As a matter of prudent financial policy and to conserve resources your Directors do not recommend any dividend for the year ended 31.03.2009

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 V.G. Rangnekar, Director retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. The Board of Directors recommend his reappointment.

06. SECRETARIAL COMPLIANCE CERTIFICATE:

As required by provision to sub section (1) of section 383A of the Companies Act of 1956 the 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.

The auditors have referred to note no 9. of the accounts relating to Haryana Steels & Alloys Limited of Rs.28,00,000 which is in dispute. The Board is of the opinion that there will not be a diminution in the value of shares. Hence no provision is made.

08. DEMATERIALISATION OF SHARES

63.60% of the total shares of the Company have been dematerialised as on 31.03.2009. Members holding shares in physical form are advised to dematerialise 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 upto date.

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 given in the annexure A, forming part of this report.

11. PARTICULARS OF EMPLOYEES:

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

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. ACKNOWLEDGMENT

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: 30.07.2009

NARENDRA GOEL
Chairman of the meeting

SECRETARIAL COMPLIANCE CERTIFICATE

Authorized Capital: 6,00,00,000

CIN: L60231KA1963PLC004604

AGM: 30.09.2009

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 SER Industries Limited (the Company) 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 2009. In my opinion and to the best of my information and according to the checks carried out and explanations furnished to me by the company its Officers and Agents, I certify that in respect of the financial year.

1. The Company has kept and maintained all Registers as stated and Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and entries therein have been duly recorded.
2. The Company has duly filled 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 there under.
3. The Company is a public limited company and has the minimum prescribed paid up capital during the financial year 31.03.2009
4. The Board of Directors duly met 4 times on 11-04-2008, 29-07-2008, 23-10-2008 and 23-01-2009 in respect of which meeting proper notices were given and the proceedings were properly recorded and signed in the Minutes records maintained for the purpose.
5. The Register of members were closed from 04.09.2008 to 11.09.2008 both days inclusive.
6. The Annual General Meeting for the financial year ended 31st March 2008 was held on 11-09-2008 by giving due notice to the members of the Company and the resolutions recorded.
7. No Extra Ordinary meeting (s) was held during the year.
8. The Company has not advanced any loans 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 necessary entries in the register maintained under section 301 of the Act.
11. The company needs no approvals pursuant to Section 314 of the Act.
12. No duplicate share certificate was issued during the year.
13. The company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors, Managing Directors, alternate Directors and Directors to fill casual vacancies have been duly made.

15. The 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.
16. 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 thereunder.
17. The Company has not issued any shares during the financial year.
18. There were no claims to dividend, shares pending registration during the period.
19. No deposits were invited or accepted by the Company from public.
20. The Company has not borrowed from Directors, Members, Public Financial Institutions and Banks during the financial year ending March 31st,2009.
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 provision of the Memorandum with respect to the Objects of the Company.
23. The Company has not altered the provision of the Memorandum with respect to the share capital of the Company during the year under scrutiny.
24. The Company has not altered its Articles of Association.
25. The show cause notices received consequent to inspection of the company by the authorities were replied/compounded.
26. The Company has not received any Security Deposit from its employees during the year under certification.
27. The Company has complied with the provisions of ESI and PF Act and contributions Deposited with appropriate authorities.
28. The Company has appointed M/S TSR Dara Shaw Limited as Registrar and Share Transfer Agents. Based on their certificate, it is confirmed that the Company has:
 - a. Effected 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 was declared during the previous years.
 - c. No payment of dividend was due in view of the above.
 - d. Not transferred any amount to unpaid dividend account. There is no share application money due for refund, to be transferred to Government account. There were no amount of matured deposits; matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to be transferred to Investors Education and Protection fund.
 - e. Duly complied with the requirements of Section 217 of the Act.
29. The Company has not bought back any shares during the financial year.
30. There was no redemption of preference shares or debentures during the year.
31. There was no transaction necessitating the Company to keep abeyance right to Dividend, right shares or bonus shares pending registration of transfer.

Place: BANGALORE
Date: 30.07.2009

R.C.VENKATESH RAO
COMPANY SECRETARY IN PRACTICE
CP2733 FCS2282

ANNEXURE 'A'

The following Registers are maintained by the Company

1. Register of Members and Share Ledger – u/s -150
2. Register of charges and copies thereof – u/s-143/136
3. Minutes of Board Meeting
4. Minutes of Annual General Meetings
5. Books of Accounts –u/s-209
6. Register of Contracts – u/s 301
7. Register of Directors
8. Register of Directors share holdings –u/s 307
9. Register of Directors Attendance Records
10. Register of Shareholders attendance Records
11. Register of Fixed Assets.
12. File re: Copies of annual Returns.
13. Register of Investments.
14. Register of Renewed and Duplicate Share Register.

ANNEXURE 'B'

The following returns were filed during the year with Registrar of Companies

1. Compliance Certificate as of 31-03-2008 was filed on 10/11/2008
2. Form 23 AC & ACA as of 11/09/2008 filed on 10/11/2008
3. Form 20B as of 11/09/2008 filed on 10/11/2008

Place: Bangalore
Date: 30-07-2009

R.C.VENKATESH RAO
COMPANY SECRETARY IN PRACTICE
CP2733 FCS2282

AUDITORS' REPORT

To the Members of SER Industries Limited;

We have audited the attached Balance Sheet of the "SER INDUSTRIES LIMITED", Chikkakuntanahalli Village, Kodiyalakarenahalli Post, via Bidadi, Ramanagara District, Karnataka – 562 109 as at 31st March, 2009 and also the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis of our opinion.

As required by the Companies [Auditor's Report] Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section [4A] of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order to the extent applicable.

Further to our comments in the Annexure referred to in paragraph 3 above, we state that:

- a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of audit.
- b. In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of the books.
- c. The Balance Sheet, Profit and Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of accounts.
- d. In our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in section 211[3C] of Companies Act, 1956.
- e. On the basis of the written representations received from the Directors, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2009 from being appointed as a Director in Terms of Clause [g] of sub-section [1] of section 274 of the Companies Act, 1956.
- f. In our opinion and as per the information and explanations given to us, the said Balance Sheet and the Profit and Loss Account, read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required give a true and fair view in conformity with the accounting principles generally accepted in India.
 - a. In the case of Balance Sheet, of the state of affairs of the Company as on 31st March 2009.
 - b. In the case of the Profit and Loss Account of the Profit of the Company for the year ended on that date; and
 - c. In the case of the Cash Flow statement, of the cash flows for the year ended on that date.

For **G. V. Sunder & Co.**
Chartered Accountants

Place : Bangalore
Date : 30.07.2009

G. V. Sunder
Partner
Membership No. 19190

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF THE AUDITORS' REPORT TO THE MEMBERS OF THE SER INDUSTRIES LIMITED FOR THE YEAR ENDED 31ST MARCH 2009

1.
 - a) The Company has maintained proper records showing full particulars including quantitative details and location of the 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 in respect of the assets physically verified during the period.
 - c) The Company has not disposed off substantial part of its fixed assets during the year.
2.
 - a. Inventories (stores and spares) have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b. The Procedures of physical verification of stocks (stores and spares) followed by the management are adequate in relation to the size of the Company and the nature of its business.
 - c. The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of account.
3.
 - a. The Company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act.
 - b. The Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act. As there is no loans accepted / granted by the company, no comments are made on sub clause (b), (c), (d), (f) and (g) of this clause.
4. In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of stores and spares, plant and machinery, equipment and other assets and with regard to freight collection. There is no continuing failure to correct major weaknesses in internal control.
5.
 - a. All the transactions with parties covered under section 301 of the Companies Act, 1956 have been properly entered, if and when transaction takes place, in the register maintained under section 301 of the Act.
 - b. In our opinion and according to the information and explanations given to us, the Company has not entered into transactions of purchase of goods, materials or services and sale of goods, materials or services, the aggregate value of which exceeding rupees five lakhs, made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956.
6. The Company has not accepted any deposits from the public during the year.
7. The Company has an internal audit system commensurate with the size and nature of its business.
8. Maintenance of cost records as per clause (d) of sub-section (1) of section 209 of the Companies Act, is not applicable to the Company.

9. a. The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Service Tax with appropriate authorities. The Company is not covered under the provisions of Custom Duty, Excise Duty and Sales Tax.
b. No dues are pending to be deposited on account of disputes pending at various forums.
10. The Company has incurred cash loss during the financial year under review and in the financial year immediately preceding the financial year. The Company does not have accumulated losses at the end of the financial year under review.
11. The Company has not obtained any credit facility from any banks / financial institutions nor has any outstanding debentures.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
14. The Company has maintained proper records of the transactions and contracts for trading / dealing in shares and securities and timely entries have been made therein. *Subject to note No. 9 of Notes to Accounts, the shares and securities have been held by the Company, in its own name.*
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. Based on our audit procedures and as per the information and explanations given by the management, the Company did not have any dues to a financial institution, bank or debenture holders.
17. As the Company has not raised any funds during the year under review, no comments are made on utilization of short term borrowings.
18. The Company has not made any preferential allotment of shares during the year.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by way of public issue during the year.
21. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For **G. V. Sunder & Co.**
Chartered Accountants.

Place : Bangalore
Date : 30.07.2009

G. V. Sunder
Partner
Membership No. 19190

Particulars	Sch No.	As on 31.3.2009 Amount (Rs.)	As on 31.3.2009 Amount (Rs.)	As on 31.3.2008 Amount (Rs.)	As on 31.3.2008 Amount (Rs.)
SOURCES OF FUNDS:					
Shareholders Funds					
a. Share Capital	A	9,945,900.00		9,945,900.00	
b. Reserves & Surplus	B	12,429,977.40		12,943,756.85	
Loan Funds			22,375,877.40		22,889,656.85
c. Secured Loans			-		-
d. Unsecured Loans			-		-
Total			22,375,877.40		22,889,656.85
APPLICATION OF FUNDS:					
Fixed Assets					
a. Gross Block	C	6,226,814.46		6,873,351.95	
b. Less : Depreciation		3,862,364.73		4,540,740.36	
c. Net Block			2,364,449.73		2,332,611.59
Investments	D		2,803,500.00		2,803,500.00
Deferred Tax Assets (Net)			296,421.00		310,205.00
Current Assets, Loans and Advances					
a. Inventories	E	39,000.00		39,000.00	
b. Sundry Debtors	F	7,538,407.05		3,975,057.29	
c. Cash and Bank Balances	G	9,220,287.99		13,171,722.69	
d. Loans and Advances	H	5,848,605.84		5,998,748.35	
		22,646,300.88		23,184,528.33	
Less : Current Liabilities and Provisions					
a. Current Liabilities	I	390,567.21		429,270.07	
b. Provisions	J	5,344,227.00		5,311,918.00	
		5,734,794.21		5,741,188.07	
Net Current Assets			16,911,506.67		17,443,340.26
Notes on Accounts	Q				
			22,375,877.40		22,889,656.85

Schedules A to J and Q forms integral part of Balance Sheet

 Vide our report of eventdate
for **G. V. SUNDER & CO.,**
Chartered Accountants

 Place : **Bangalore**

Date : 30.07.2009

Narendra Goel
Director & CEO

V. G. Rangnekar
Director

G.V. SUNDER
Partner

Membership No. 19190


**SER
INDUSTRIES
LIMITED**
**PROFIT AND LOSS ACCOUNT FOR THE YEAR
ENDED 31st MARCH 2009**

(Amount in Rupees)

Particulars	Sch No.	As on 31.3.2009	As on 31.3.2008
INCOME :			
Freight Income	K	44,698,193.36	40,803,370.45
Other Income	L	1,895,620.00	2,362,262.19
Total Income		46,593,813.36	43,165,632.64
EXPENDITURES :			
Operational Expenses	M	42,130,040.02	38,465,494.58
Personnel Expenses	N	1,959,028.00	2,381,782.00
Administrative Expenses	O	2,518,953.20	2,536,590.75
Financial Expenses	P	86,742.25	77,923.86
Depreciation	C	332,019.34	511,955.00
Total Expenditure		47,026,782.81	43,973,746.19
PROFIT/(LOSS) BEFORE TAX		(432,969.45)	(808,113.55)
Less : Provision for Taxation - Current		14,400.00	-
- Deferred		13,784.00	(139,191.00)
- Fringe Benefit Tax		49,324.00	61,400.00
PROFIT/(LOSS) AFTER TAX		(510,477.45)	(730,322.55)
Less : Prior year tax adjustments (Net)		3,302.00	-
Profit/(Loss) available for allocation		(513,779.45)	(730,322.55)
Current Profit/(Loss)		(513,779.45)	(730,322.55)
Surplus B/F from previous years		10,337,756.85	11,068,079.40
Profit available for appropriation		9,823,977.40	10,337,756.85
APPROPRIATION			
Surplus carried to Balance Sheet		9,823,977.40	10,337,756.85
Notes to Accounts	Q		

Schedules K to P, C and Q forms integral part of Profit of Profit & Loss Account

 Place : **Bangalore**
 Date : 30.7.2009

 Vide our report of evendate
 for **G. V. SUNDER & CO.,**
 Chartered Accountants.

Narendra Goel
 Director & CEO

V. G. Rangnekar
 Director

G.V. SUNDER
 Partner
 Membership No. 19190

SCHEDULES FORMING PART OF ACCOUNTS

SCHEDULE - A

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
SHARE CAPITAL		
AUTHORISED		
60,00,000 Equity Shares of Rs.10/- each (Previous Year 60,00,000 equity shares of Rs. 10/- each)	60,000,000.00	60,000,000.00
ISSUED AND SUBSCRIBED		
9,99,490 Shares of Rs. 10/-each (Previous Year 9,99,490 equity shares of Rs. 10/- each)	9,994,900.00	9,994,900.00
PAID UP		
9,89,590 Equity Shares of Rs. 10/- each fully paid (Previous Year 9,89,590 equity shares of Rs. 10/- each)	9,895,900.00	9,895,900.00
Add : Amount Paid upon 9000 shares forfeited	50,000.00	50,000.00
	9,945,900.00	9,945,900.00

SCHEDULE - B

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
RESERVES AND SURPLUS		
GENERAL RESERVE		
As per last Balance Sheet	2,606,000.00	2,606,000.00
Add : Transfer during the year		
	2,606,000.00	2,606,000.00
PROFIT AND LOSS ACCOUNT		
Opening Balance	10,337,756.85	11,068,079.40
Add : Profit / (Loss) Transferred for the year	(513,779.45)	(730,322.55)
	9,823,977.40	10,337,756.85
	12,429,977.40	12,943,756.85

FIXED ASSETS AS ON 31-3-2009
SCHEDULE - C

Sl. No.	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Original Cost as on 1-4-2008	Additions During the Year	Adj for Sale/ Disposal	Total as on 31.3.2009	Up to 31.3.2008	For the year 31.3.2009	Adj for Sale/ Disposal	Total as on 31.3.2009	As on 31.3.2009	As on 31.3.2008
1.	LAND	0 %	423,675.00	-	-	423,675.00	-	-	-	-	423,675.00	423,675.00
2.	BUILDINGS	3.34%	311,000.00	484,420.51	-	795,420.51	188,703.20	18,477.00	-	207,180.20	588,240.31	122,296.80
3.	FURNITURE & FIXTURE	6.33%	207,040.95	9,110.00	-	216,150.95	163,547.40	5,390.34	-	168,937.74	47,213.21	43,493.55
4.	MOTOR CYCLES	9.50%	210,497.00	-	-	210,497.00	67,879.00	19,998.00	-	87,877.00	122,620.00	142,618.00
5.	COMPUTERS	16.21%	716,977.00	-	-	716,977.00	541,586.00	108,383.00	-	649,969.00	67,008.00	175,391.00
6.	MOTOR CARS	9.50%	2,424,400.00	-	1,217,408.00	1,206,992.00	1,262,887.34	111,673.00	860,451.99	514,108.35	692,883.65	1,161,512.66
7.	OFFICE EQUIPMENTS	4.75%	108,649.00	2,340.00	-	110,989.00	49,995.28	5,234.00	-	55,229.28	55,759.72	58,653.72
8.	AIR CONDITIONERS	4.75%	90,905.00	-	-	90,905.00	90,902.00	-	-	90,902.00	3.00	3.00
9.	BICYCLES	9.50%	2,660.00	-	-	2,660.00	2,264.16	253.00	-	2,517.16	142.84	395.84
10.	TRUCKS	16.21%	2,377,548.00	225,000.00	150,000.00	2,452,548.00	2,172,976.00	62,611.00	149,943.00	2,085,644.00	366,904.00	204,572.00
	TOTAL		6,873,351.95	720,870.51	1,367,408.00	6,226,814.46	4,540,740.38	332,019.34	1,010,394.99	3,862,364.73	2,364,449.73	2,332,611.57
	Previous Year		7,320,956.95	67,095.00	514,700.00	6,873,351.95	4,185,193.16	511,955.00	156,407.80	4,540,740.36	2,332,611.57	2,698,978.77

SCHEDULE - D

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
INVESTMENTS :		
Fully paid up 1,20,000 Equity shares of Rs. 10/- each (including right offer 80,000/- shares) in Haryana Steel and Alloys Ltd., Face Value of Rs. 12,00,000/- (Unquoted) (Previous year 1,20,000 shares of Rs. 10/- each fully paid up which 80,000/- shares acquired by right offer, face value Rs. 12,00,000/-)	2,800,000.00	2,800,000.00
Fully Paid up 200 Equity shares of Re.1/- each (P.Y.10 equity shares of Rs. 10/- each) in Jai Corp. Ltd. (quoted) (of the above 100 equity shares (previous year Nil) of Re.1/- each is received as Bonus shares during the year)	1,000.00	1,000.00
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) (Please refer to Note No. 9)	900.00	900.00
Fully Paid up 100 Equity Shares of Rs.10/- each (P.Y. 100 equity shares of Rs. 10/- each) in APLAB Limited. (Quoted) (All the above investments are held as Long Term Investments)	1,600.00	1,600.00
	2,803,500.00	2,803,500.00
<i>Aggregate market value of quoted investments</i>	19,135.00	110,360.00

SCHEDULE - E

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
INVENTORIES :		
Stores, spares, tyres and tubes (valued at cost as certified by the management)	39,000.00	39,000.00
	39,000.00	39,000.00

SCHEDULE - F

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
SUNDRY DEBTORS :		
(Unsecured & considered good. No debts due from Directors)		
a. Outstanding for more than 6 months	362,547.00	397,745.78
b. Other debts	7,175,860.05	3,577,311.51
Debts considered doubtful/bad-Nil (Previous Year Nil)		
	7,538,407.05	3,975,057.29

SCHEDULE - G

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
CASH AND BANK BALANCES		
a. Cash on hand	66,446.70	13,103.23
b. Balance with Scheduled Banks : In Current Accounts	9,153,841.29	3,499,093.46
C. Balance in Fixed Deposits with ICICI Bank	-	9,659,526.00
	9,220,287.99	13,171,722.69

SCHEDULE - H

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
LOANS AND ADVANCES : (Advances receivable in cash or in kind or for value to be received - unsecured and considered good. No advances due from Directors)		
Advance Income Tax	2,967,375.00	3,341,589.00
Advance Fringe Benefit Tax	207,075.00	147,083.00
Advance receivable in cash or kind	686,659.00	686,659.00
Deposits	1,902,112.50	1,273,612.50
Staff and Driving Contractors advance	85,384.34	549,804.85
	5,848,605.84	5,998,748.35

SCHEDULE - I

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
CURRENT LIABILITIES :		
a. Sundry Creditors	121,613.21	63,044.40
b. Outstanding Liabilities	268,954.00	366,225.67
	390,567.21	429,270.07

SCHEDULE - J

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
PROVISIONS :		
a. Income Tax	4,499,400.00	4,545,000.00
b. Fringe Benefit Tax	185,624.00	136,300.00
c. Provision for Gratuity	284,212.00	306,584.00
d. Provision for Leave Encashment	374,991.00	324,034.00
	5,344,227.00	5,311,918.00

SCHEDULE - K

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
INCOME :		
a. Freight Income	38,782,443.23	34,740,858.61
b. Freight from Co.'s Truck	2,402,025.13	1,526,511.84
c. Freight from Co.'s Containers Truck	3,513,725.00	4,536,000.00
	44,698,193.36	40,803,370.45

SCHEDULE - L

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
OTHER INCOME :		
a. Service Charges Received	1,360,861.00	1,803,644.55
b. Miscellaneous Receipts	177,110.00	167,667.84
c. Octroi Received	-	1,530.00
d. Profit on sale of Fixed Assets	-	10,276.80
e. Dividend from Indian Company shares (long term investments)	1,325.00	250.00
f. Interest Income, Gross (TDS Rs.37,632/- PY. TDS Rs. 78,650/-)	210,644.00	378,893.00
g. Interest received on income tax refund	145,680.00	-
	1,895,620.00	2,362,262.19

SCHEDULE - M

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
OPERATIONAL EXPENSES		
a. Diesel & Lubricants	2,511,060.97	2,576,039.32
b. Freight Charges	34,771,140.00	30,802,779.00
c. Insurance	56,330.00	64,384.00
d. Miscellaneous Operational Expenses	729,972.19	820,540.75
e. Rates & Taxes	205,487.00	327,184.00
f. Repairs & Maintenance	470,715.86	365,948.38
g. Trip Charges	654,776.00	565,012.00
h. Tyres, Tubes and Flaps Consumed	1,418,715.00	1,349,373.13
i. Service Charges Paid	1,311,843.00	1,594,234.00
	42,130,040.02	38,465,494.58

SCHEDULE - N

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
PERSONNEL EXPENSES		
a. Salary & Allowances	1,678,118.00	2,088,999.00
b. Bonus	114,968.00	121,514.00
c. Staff Welfare	32,334.00	33,833.00
d. Provident Fund	95,203.00	102,173.00
e. Employees State Insurance	38,405.00	35,263.00
	1,959,028.00	2,381,782.00

SCHEDULE - O

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
ADMINISTRATIVE EXPENSES		
a. Rent	467,072.00	490,480.00
b. Water and Electricity	38,756.00	33,839.00
c. Insurance on Cars & Two Wheelers	16,623.00	61,160.00
d. Postage and Telegram	87,372.00	75,079.00
e. Printing & Stationery	166,320.65	162,697.78
f. Telephone & Telex	354,836.00	367,085.38
g. Books & Periodicals	11,008.00	12,235.50
h. Directors Sitting fees	8,700.00	14,400.00
i. Professional & Legal charges	59,827.00	110,742.00
j. Auditors Remuneration		
i. Audit fees	50,000.00	50,000.00
ii. Tax Audit fees	25,000.00	25,000.00
iii. Reimbursement of Expenses	16,842.00	10,781.00
k. AGM Expenses	14,251.00	9,669.00
l. Directors' Remuneration	101,412.00	202,800.00
m. General Expenses	379,480.11	359,919.57
n. Listing & Filing fees	88,738.32	19,597.00
o. Repairs & Maintenance others	83,101.00	140,569.00
p. Cars and Two Wheelers Maintenance	207,272.11	177,603.40
q. Travelling and Conveyance	187,541.00	187,330.12
r. Press, Notices & Advertisement	31,783.00	25,603.00
s. Loss on Sale of fixed Assets	103,013.01	-
t. Loss on Sale of Investments (net) (Long Term Investments)	20,005.00	-
	2,518,953.20	2,536,590.75

SCHEDULE - P

Particulars	As on 31.3.2009 Rs.	As on 31.3.2008 Rs.
FINANCIAL EXPENSES		
a. Bank Charges	86,742.25	77,923.86
	86,742.25	77,923.86

SCHEDULE: - Q.

NOTES FORMING PART OF ACCOUNTS :

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31. 3. 2009

A. ACCOUNTING POLICIES:

Financial Statements have been prepared under historical cost and on accrual basis of accounting and materially comply with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The significant accounting policies followed by the Company are:

1. Revenue Recognition: Revenue from transportation of goods is recognized and accounted as and when the services are rendered. Interest income and other income are recognized on accrual basis.
2. Fixed Assets have been capitalized at its acquisition cost and other costs attributable to bring the assets to its working conditions for their intended use.
3. (a) Depreciation on fixed assets is provided on straight line method and in accordance with the rates specified in the Schedule XIV to the Companies Act, 1956.
 (b) Depreciation on assets acquired during the year has been provided on Pro-rata basis.
4. Stocks of Stores and Truck spares have been valued at lower of cost or realizable value. The Company is following first in first out method for valuation of inventories.
5. Investments: Long Term Investments are stated at cost. Reduction in market value of quoted investments due to temporary market fluctuations is not provided for in the books of accounts.
6. Expenditure on Research and Development: The Company has not incurred any expenditure, on research and development, during the year.
7. Segmental Revenue and Expenditure: The Company operates under only one segment of transportation and related services.
8. Employee Benefits: Contributions to the Provident Fund are made on actual liability basis calculated as a percentage of salary, as per the provisions of Employees Provident Fund Act, 1972. Gratuity payable to the employees for the past services rendered and Leave Encashment Payable is provided as per the actuarial valuation basis.
9. Provision for Taxation: Provision for current taxes is made on the profits of the Company at the rates applicable for the current financial year. Provision for Deferred Tax is made on the net amount of timing differences at the rates applicable for the current year. Provision for Fringe Benefit Tax is made on the actual basis at the rates prescribed under Income Tax Act.
10. The Company has not acquired any assets on lease basis.

B. NOTES ON ACCOUNTS:

1. Claims against the Company not acknowledged as debt: Rs. -Nil- (Previous Year: Rs. -Nil-)
2. Contingent Liabilities not provided for : Rs. -Nil- (Previous Year: Rs. -Nil-)
3. Estimated amount of contracts remaining to be executed on Capital Accounts not provided for : Rs. -Nil- (Previous Year : Rs. -Nil-)
4. Earnings in Foreign Currency: Rs. Nil (Previous Year: Rs. -Nil-)
5. Expenditure in Foreign Currency: Rs. -Nil- (Previous Year: Rs. -Nil-)

6. Remuneration to Directors:
- | | Current Year | Previous Year |
|--|----------------|----------------|
| Remuneration paid to Mr. Narendra Goel
(Director and CEO) | Rs. 1,01,412/- | Rs. 2,02,800/- |
| Company's contribution to Provident Fund | Rs. 4,680/- | Rs. 9,360/- |
7. None of the Creditors of the Company have confirmed that they are covered under the provisions of Micro, Small and Medium Enterprises Development Act, 2006.
8. Related Party Transactions:

Sl.No	Name of the Related Concern	Nature of Relation	Nature of Transaction	Amount of Transaction
1	Madiwala-Charitable Trust	The Director(s) of the Company are Trustee(s) of the Trust.	Rent Paid	Rs. 1,02,000/-
2	M/s Nandanvan Roadways	The Director's Relatives are partners in the Firm.	Nil	Nil
3.	M/s Varun Engineering Works	The Director's Relatives are partners in the Firm.	Nil	Nil
4	Chhabildas Memorial Foundation	The Director(s) of the Company are Trustee(s) of the Trust.	Nil	Nil
5	Mrs. Savita Goel, Customer Relation Manager	Relative of Director	Remuneration paid	Rs. 97,512/-
6	Mr. Narendra Goel	Key Managerial Person	Remuneration Paid	Rs. 1,06,092/-

9. Due to pending litigation, physical share certificates for Investments in Haryana Steel & Alloys Limited are not available with the Company. The above mentioned Company is an unlisted Company and considering the present worth of the assets owned by it, the Management of the Company is of the opinion that, there is no diminution in the value of investments made by the Company. The Company is expecting the final Order from the Hon'ble High Court of Delhi. The Company is also proposing to enter into an agreement with the respective parties for settlement. In view of the above position, in the opinion of the Management, there is no diminution in the value of the investments made in equity shares of the Company.
10. Employee Benefits: The Company's gratuity plan and Leave Encashment plan is not funded and the liability is provided for in the books of account.

The Principal assumptions used in actuarial valuation of Gratuity are as below:

Particulars	Amount in Rs. '000s			
	Gratuity		Leave Benefit	
	31.03.09	31.03.08	31.03.09	31.03.08
Discount Rate	7.50%	7.50%	7.50%	7.50%
Expected rate of return on Asset	-	-	-	-
Expected rate of future salary increase	5.00%	5.00%	5.00%	5.00%
Change in present value of obligations:				
Present value of defined benefit obligation	318.96	320.61	327.18	128.72
Interest Cost	23.36	25.58	24.53	18.23
Current Service Cost	48.66	26.34	18.99	36.16
Benefits Paid	(15.07)	(13.53)	-	(34.32)
Actuarial (gain) / loss on obligations	(91.70)	(40.04)	(66.66)	178.33
Present value of obligations as at 31.3.2009	284.21	318.96	374.99	327.18
Liability recognized in the Balance Sheet:				
Present value of obligations as at 31.03.2009	284.21	318.96	374.99	327.18
Fair value of plan assets as at the end of the year	—	—	—	—
Unrecognised Actuarial (Gain)/ Loss	—	—	—	—
Net Asset/ (Liability) recognized in the Balance sheet (unfunded)	(284.21)	(318.96)	(374.99)	(327.18)

11. Earnings Per Share : The basic and Diluted earnings per share for the year is Rs. (-) 0.52 (Previous Year Rs. (-) 0.74)

12. Additional Information required: Paragraphs 3, 4C and 4D of Part II of Schedule – VI to the Companies Act, 1956, is applicable to the extent it relates to Gross Income derived from services rendered and major expenditure etc. These informations have been given at appropriate places in the profit and loss account. Other requirements of these paragraphs are not applicable, as the Company is rendering services and is not engaged in any manufacturing or trading activity of any kind.

13. Previous year figures have been regrouped or rearranged wherever necessary.

Place: Bangalore.

Date : 30.07.2009

Vide our report of even date.
for G.V.SUNDER & CO.,
Chartered Accountants

Narendra Goel
Director & CEO

V.G.Rangnekar
Director

G.V.Sunder
Partner
Membership No. 19190

CASH FLOW STATEMENT

Particulars	As on 31.3.2009 Rs. in Lacs	As on 31.3.2008 Rs. in Lacs
A. CASH FLOW FROM OPERATION :		
Net Profit / (Loss) Before Tax	(4.33)	(8.08)
Adjustments for :		
Depreciation	3.32	5.12
Interest & Dividend Income	(3.58)	(3.79)
(Profit)/Loss on sale of Assets (net)	1.03	(0.11)
(Profit)/Loss on sale of Investment (net)	0.20	-
Operating Profit before working capital changes.	(3.36)	(6.86)
Adjustment for :		
Increase in receivables	(35.63)	(18.02)
Increase in advances (excluding advance tax)	(1.64)	3.61
Increase in Inventory	-	-
Decrease in Current Liabilities	(0.39)	15.48
Cash Generated form Operations.	(41.02)	(5.79)
Interest Received	3.58	3.79
Direct Tax Paid (Net of refund)	2.80	(9.05)
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(34.64)	(11.04)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Dividend Received	-	-
Sale of Fixed Assets	2.54	3.69
Sale of Investments	14.92	-
Purchase of Fixed Assets	(7.21)	(0.71)
Purchase of Investments	(15.12)	-
NET CASH FLOW FROM INVESTING ACTIVITES (B)	(4.87)	2.98
C. CASH FLOW FROM FINANCIAL ACTIVITIES :		
Repayment of Term Loan	-	-
Dividend Paid	-	-
Interest Paid	-	-
NET CASH FLOW FROM FINANCIAL ACTIVITES (C)	-	-
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(39.51)	(8.06)
Cash & Cash Equivalents (Opening)		
Cash & Bank Balances	131.71	139.78
Cash & Cash Equivalents (Closing)	92.20	131.72

Place : **Bangalore**
Date : 30.07.2009

Narendra Goel
Director & CEO

V. G. Rangnekar
Director

Vide our report of evendate
for **G. V. SUNDER & CO.,**
Chartered Accountants

G.V. SUNDER
Partner
Membership No. 19190

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

1. Registration Details :

Registration No. : 4604 State Code : 08
Balance Sheet Date : 31.03.2009

2. Capital raised during the year (Amount in Rs. Thousands)

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

3. Position of Mobilisation and Development of Funds (Amount in Rs. Thousands)

Total liabilities	Total Assets
22,375.88	22,375.88
Sources of Funds :	
Paid-up Capital	Reserves & Surplus
9,945.90	12,429.98
Secured Loan	Unsecured Loans
-Nil -	-Nil-

Application of Funds :

Net Fixed Assets	Investment
2,364.45	2,803.50
Net Current Assets	Misc. Expenditure
16,911.51	Nil
Accumulated Losses	
Nil	

4. Performance of company (Amount in Rs. Thousands)

Turnover	Total Expenditure
46,593.81	47,026.78
Profit/Loss Before Tax	Profit/Loss After Tax
(432.97)	(510.48)
Earning per Share of Rs. 10/- each	Dividend Rate (%)
(0.52)	Nil

5. Generic Names of Three Principal products / services of company (As per monetary terms)

Item Code No. (ITC Code) : N.A.
Product Description : Transport and other allied services

SER INDUSTRIES LIMITED,

Chikkakuntanahalli Village, Kodyala Karenahalli Post, Via Bidadi, Ramanagara Dist.
Karnataka 562109

PROXY FORM

I/We.....of.....in the district ofbeing a member/members of SER Industries Limited, hereby appoint.....of.....in the district of.....or failing him.....of.....in the district ofas my/our proxy to attend and vote for me/us on my our behalf at the Forty sixth Annual General Meeting of the Company to be held on Wednesday the 30th day of September 2009 at 11:30 AM, at Register Office of the Company at Chikkakuntanahalli village, Kodyala Karenahalli Post, Via Bidadi, Ramanagara Dist., Karnataka 562109. and at any adjournment thereof.

Signed this.....day of.....2009

DP. Id +	
Client Id +	
Reg. Folio No.	

Affix
Revenue
Stamp

Signature.....

+ Applicable if share are held in electronic form.

The form is to be used "infavour of/*against the Resolution. Unless otherwise instructed the proxy will act as he thinks it.

* Strike out whichever is not desired.

NOTE :

The proxy form in order to be effective should be fully completed and signed across the Revenue Stamp and should reach the Registered Office of the Company at least 48 hours before the time of the meeting.

ATTENDANCE SLIP

FORTY SIXTH ANNUAL GENERAL MEETING ON WEDNESDAY THE 30th DAY OF SEPTEMBER 2009

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Forty Sixth Annual General Meeting of the Company to be held on Wednesday the 30th day of September 2009 at 11.30 am at Registered office of the company at Chikkakuntanahalli village, Kodyala Karenahalli post, Via Bidadi, Ramanagara Dist. Karnataka - 562109.

DP. Id +	
Client Id +	
Reg. Folio No.	

Signature of the shareholder/Proxy

Full Name of the Shareholder/Proxy
(in block letters)

+ Applicable if share are held in electronic form.

NOTE :

Shareholders attending the meeting in person or by proxy are requested to complete this attendance slip and hand it over at the entrance of the meeting hall.

NOTES

BOOK-POST

UCP

If undelivered please return to :

S E R Industries Limited,
Chikkakuntanahalli Village
Kodiyala Karenahalli Post
Via Bidadi
Ramanagara Dist.
Karnataka 562109