SECRETARIAL COMPLIANCE REPORT OF SER INDUSTRIES LIMITED

For the Financial Year Ended March 31, 2021

To,
The Members
SER INDUSTRIES LIMITED
(CIN: L60231KA1963PLC004604)
Address: Chikkakuntanahalli Village,
Bidadi Hobli, Ramnagaram Taluk,
Bengaluru -562109

I have examined:

a) All the documents and records made available to me and explanation provided by **SER INDUSTRIES LIMITED (CIN: L60231KA1963PLC004604)**

b) The fillings/ submissions made by the listed entity to the stock exchanges,

c) Website of the listed entity,

d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2021 in respect of compliance with the provisions of:

(i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

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

(iv) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(v) Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company for the period under review)**

(vi) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company for the period under review)**

(vii) Securities Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company for the period under review)**

(viii) Securities Exchange Board of India (Share Based Employee Benefits) regulations, 2014; **(Not applicable to the Company for the period under review)**

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(ix) Securities Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company for the period under review)**

(x) Securities Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference shares) Regulations, 2013; **(not applicable to the Company for the period under review)**

(xi) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(xii) Any other regulation as applicable: During the period under review, based on the explanations and representations made by the Management, 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.

Based on the above examination, I hereby report that, during the Review Period:

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

SL. No.	**Compliance Requirement (Regulation/Circulars/Guidelines/ including specific clauses)**	**Deviations**	**Observation and remark of the Practicing Company Secretary**
1	SEBI (Listing Obligation and Disclosure Requirement),2015 **Regulation 30**	*1) The Company is yet to intimate to the stock exchange on the contact details of KMPs as prescribed in regulation*	The non-compliance has been pointed out to the company and an advice is hereby given to take necessary corrective measures.
2	SEBI (LODR) Regulations,2015 **Regulation 34(1)**	*The company has not submitted Annual Report for the year 2017-18 to its listed stock Exchange, i.e. the Bombay Stock Exchange.*	The non-compliance has been pointed out to the company and they have been hereby advised to take necessary corrective measures.
3	Bombay Stock Exchange (BSE) website voting results	*The Voting results for the Annual General Meeting held on 27th August, 2020 is not disclosed in the website of BSE*	The non-compliance has been pointed out to the company and they have been hereby advised to take necessary corrective measures.

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4	Bombay Stock Exchange (BSE) Corporate information	*The Board of directors and Key Managerial Personnel (KMP) along with their designation shall have to be disclosed.*	The Company has been hereby advised to take necessary corrective measures.

Note:
An exemption is granted under Chapter IV of SEBI(LODR) Regulations 2015-
Regulation 15(2).
The compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V *shall not apply*, in respect of-

Listed Company which has:

i. Paid Up Share Capital <10 Crores; and
ii. Net worth <25 Crores.

The company is eligible for the above exemption under the SEBI (LODR) Regulations, 2015. Hence, no observations or remarks have been made in this report with respect to the above mentioned exempted regulations.

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

c) The following are the details of action taken against the listed entity/ its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

SL. No	**Action Taken By**	**Details of violation**	**Details of action taken**	**Observations/ remarks of the Practicing Company Secretary, if any**
1	Bombay Stock Exchange	Non-compliance of certain provisions of SEBI(LODR) Regulations, 2015	Trading is suspended due to penal reasons.	The non-compliance has been pointed out to the company and they have been hereby advised to take necessary corrective measures.

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

SL N	Observations of the Practicing Company Secretary in previous report	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	*The Company is yet to intimate to the stock exchange on the contact details of KMPs as prescribed in regulation*	The Non-compliance has been pointed out to the company and an advice is hereby given to take necessary corrective measures.	The name of the Key Managerial Persons (KMP) have been updated in the Bombay Stock Exchange (BSE) website.	The BSE website is yet to be updated with the contact details of the KMP as prescribed in Regulation 30 of SEBI(LODR) Regulation, 2015
2	*The company has not submitted Annual Report for the year 2017-18 to its listed stock Exchange, i.e. the Bombay Stock Exchange.*	The non-compliance has been pointed out to the company and they have been hereby advised to take necessary corrective measures.	The BSE website is yet to be updated with the company's Annual Report for the financial year 2017-18	The non-compliance has been pointed out to the company and they have been hereby advised to take necessary corrective measures.

For V H & Co.,

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Place: Bengaluru
Date: 30th June 2021

Vivek Fanipati Hegde
FCS No: 10611
CP Number: 20470
UDIN: F010611C000553373