

SERENE INFRASTRUCTURE PRIVATE LIMITED

Regd. Off.: Plot No 12 & 13, ANNA SALAI, PALAVAKKAM, CHENNAI 600041
CIN: U72200TN2000PTC044576, Phone: 044-24510733, Email: compliance@bmrgroups.org

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NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the shareholders of the company will be held at Plot No.12 & 13, Anna Salai, Palavakkam, Chennai-600041, on Tuesday, the 20th September, 2022, at 12.20 p.m. to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 together with the report of the Board of Directors and report of the Statutory Auditor thereon, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2022 together with the report of the Board of Directors and report of the Statutory Auditor thereon, as circulated to the shareholders, be and are hereby considered and adopted."

2. To take note of the appointment of M/s V.S. Reddy & co., Chartered Accountants (ICAI Firm Registration No:003272S), Chennai, were appointed as the Statutory Auditors of the Company in the Annual General Meeting held in 2019 for a period of 5 years, to hold office till the conclusion of the Annual General Meeting of the Company to be held in 2024".

By order of the Board
SERENE INFRASTRUCTURE PRIVATE LIMITED

Sd/-

B MASTHAN RAO
Director
DIN: 00320065

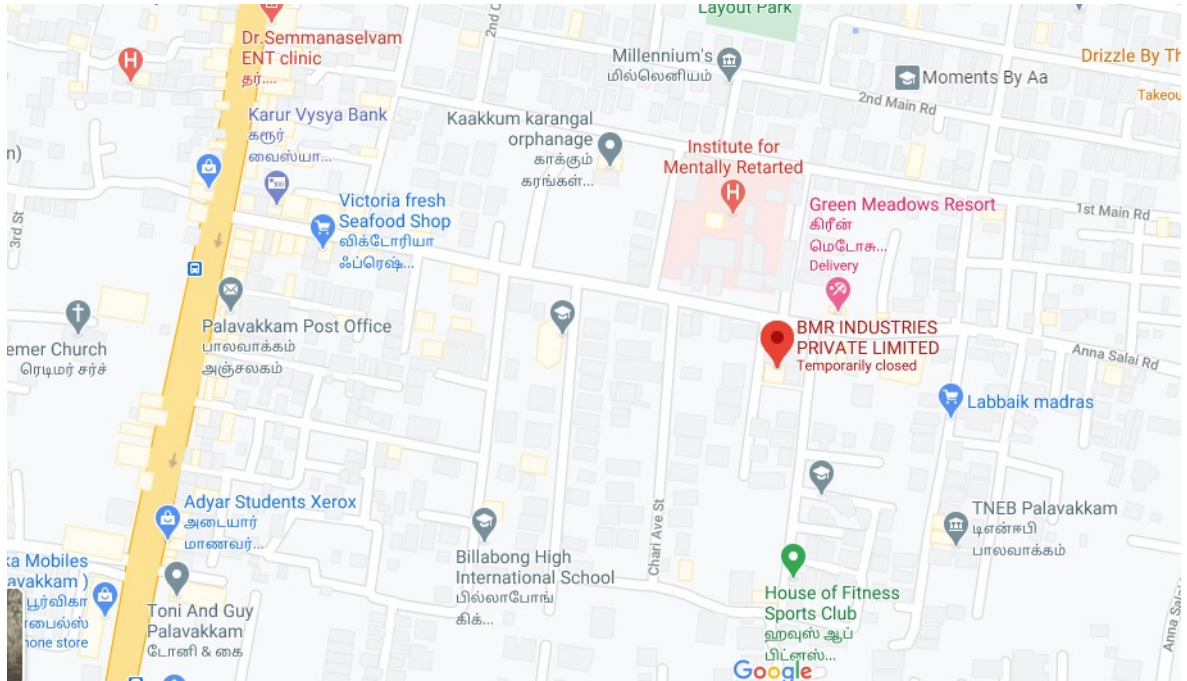
Place: Chennai
Date: 09.09.2022

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company
4. Members are requested to put their signature at the space provided on the attendance slip annexed to the proxy form and handover the slip at the entrance of the place of the meeting.
5. Members are requested to bring their copies of Annual Report to the meeting.
6. Route Map for the venue is annexed herewith.



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BOARDS' REPORT

To the Members,

Your Directors have pleasure in submitting their Twenty Second Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2022.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

(Rupees in Lakhs)

Particulars	For the year ended 31/03/2022	For the year ended 31/03/2021
Net Sales /Income from Business Operations	1904.58	3154.59
Other Income	0.85	0.90
Total Income	1905.43	3155.49
Less: Expenditure including depreciation and interest	360.58	692.72
Profit(loss) after depreciation and Interest	1544.85	2462.77
Less Current Income Tax	477.18	582.56
Less Previous year adjustment of Income Tax	-	-
Less Deferred Tax	4.98	6.24
Net Profit(loss) after Tax	1062.69	1873.97
Dividend (including Interim if any and final)	-	-
Net Profit(loss) after dividend and Tax	1062.69	1873.97
Amount transferred to General Reserve	-	-
Balance carried to Balance Sheet	1062.69	1873.97
Earnings per share (Basic)	211.94	373.75
Earnings per Share(Diluted)	211.94	373.75

2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Directors are optimistic about company's business and hopeful of better performance with increased revenue in the coming years.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the Financial Year.

4. DIVIDEND

The directors does not declare any dividend during the financial year.

5. AMOUNTS TRANSFERRED TO RESERVES

The balance in profit and loss account amounting to Rs.1062.69 Lakhs is carried over to the balance sheet (Reserves & Surplus). And no amount is carried to the general reserve account.

6. SHARES

a. BUY BACK OF SECURITIES

The Company has not bought back any securities during the year under review.

b. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

7. DISCLOSURE OF ANNUAL RETURN IN COMPANY'S WEBSITE

All companies are required to disclose their Annual Return prepared in MGT-7/7A in the website of the company and to provide such link in the Board's Report. However, this company is not having any website; hence the question of disclosing the annual return as well as providing link for the website does not arise.

8. BOARD MEETINGS

During the Financial Year 2021-22, Eight meetings of the Board of Directors of the company were held on 30.06.2021, 09.08.2021, 20.08.2021, 13.10.2021, 28.11.2021, 15.12.2021, 08.01.2022 and 31.03.2022.

9. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

During the year under review, the company has provided Corporate Guarantee for the Loan Taken by the Company M/s BMR Industries Private Limited. The company passed necessary resolutions at the Extra-ordinary General Meeting held on 28.07.2020. Other than that, the Company did not grant any loan or made any investment or provided any guarantee as per the provisions of Section 186 of the Companies Act, 2013

Further, the Company has provided as Guarantee & collateral/mortgage of its land located at Anna Salai, Palavakkam Village, Kanchipuram (District), Tamil Nadu against the facilities availed from Bank of Baroda & HDFC Bank by M/s BMR Industries Private Ltd.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The information on transactions with related parties pursuant to Section 134 (3) (h) of the Act, read with rule 8(2) of the Companies (Accounts) Rules, 2014, in Form AOC-2 is annexed to this report as Annexure I.

11. EXPLANATION ON AUDITOR'S REMARKS

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditors in its report.

12. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

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 on the date of this report.

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

In view of the nature of the business carried on by the company disclosure of matters relating to the above is not applicable.

FOREIGN EXCHANGE EARNINGS & EXPENDITURE

	Current Year	Previous Year
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo	-	-

14. RISK MANAGEMENT POLICY

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

15. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

16. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

17. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

18. DEPOSITS:

The Company has not accepted any kind of deposit from public. Also it has not accepted any deposits from the Directors, Members or their relatives. It has also not collected any security deposit from the employees while providing employment in the Company.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As required under Section 135 of the Companies Act, 2013, the Board of Directors of the Company has constituted the Corporate Social Responsibility Committee which consists of

- 1. Mr. MASTHAN RAO BEEDA – Chairman**
- 2. Mr. MANOJ BEEDA – Member**
- 3. Mrs. VENKATA MANJULA BEEDA - Member**

During the year, two CSR Committee meetings were held on 15.12.2021 and on 31.03.2022.

During the year 2020-21, the company has earned a net profit of Rs.24.62 Crore. The company is required to spend a minimum of 2% of its Net Profit towards CSR in the year 2021-22. The Company was required to spend Rs.13,20,000 in the FY 2021-22. Due to shortage of funds, the company could not spend for CSR and comply with the provisions of CSR.

During the year 2021-22, the company has earned a net profit of Rs.15.44 Crore. The company is required to spend a minimum of 2% of its Net Profit towards CSR in the year 2022-23. The Company was required to spend

Rs.25,30,000.

Particulars	(Rupees in Lakhs)
a. amount required to be spent by the company during the year (2021-22)	13.20
b. amount of expenditure incurred	-
c. shortfall at the end of the year (2021-22)	13.20
d. total of previous year shortfall	-
e. reason for shortfall	Shortage of Funds
f. nature of CSR activities	-
g. amount required to be spent by the company in the upcoming year (2022-23)	25.30
h. Total CSR Liability (c+g)	38.50

The Annual report on CSR activities is enclosed as Annexure – II and CSR Policy is enclosed as Annexure – III.

20. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) proper systems have been devised to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

21. DIRECTORS

There was no Director who got elected/appointed/re-elected/reappointed during the year under review.

The present directors of the Company are

1. Mr. MASTHAN RAO BEEDA – Director
2. Mr. MANOJ BEEDA – Director
3. Mrs. VENKATA MANJULA BEEDA– Director

22. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment.

The following is the summary of the complaints received and disposed off during the financial Year 2021-22:

a) No. of complaints received: NIL

b) No. of complaints disposed off: NIL

23. STATUTORY AUDITORS

M/s. V.S. Reddy & Co., Chartered Accountants, Chennai, were appointed as Statutory Auditors for a period of 5 years in the Annual General Meeting held in 2019. They continue to be the auditors of the company for the next financial year. (Third year in the five years).

24. DISCLOSURE ABOUT COST AUDIT

Provisions relating to Cost Audit are not applicable to the Company.

25. 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 not applicable to the Company.

26. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Board is of the opinion that there exist adequate internal controls commensurate with the size and operations of the Company.

27. COMPLAINEE OF SECRETARIAL STANDARDS

The Board confirms that it has complied with the Secretarial Standards issued by Institute of Company Secretaries of India to the extent applicable to the Company.

28. ACKNOWLEDGEMENT

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**FOR AND ON BEHALF OF THE BOARD
SERENE INFRASTRUCTURE PRIVATE LIMITED**

**Place: Chennai
Date: 09.09.2022**

**Sd/-
MASTHAN RAO BEEDA
DIRECTOR
DIN: 00320065**

**Sd/-
B MANOJ
DIRECTOR
DIN:05147243**

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ANNEXURE I Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies(Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including Certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis - NIL
2. Details of material contracts or arrangement or transactions at arm's length basis –

(Rupees in Lakhs)

Description	Names of the related parties and relationship	
Key Management Personnel (KMP)	B. Masthan Rao B. Manoj B.V. Manjula	Director Director Director
Transactions with KMP: Unsecured Loans received / (repaid):	B. Masthan Rao B. Manoj B.V. Manjula	-69.86 95.00 112.00
Transactions with Enterprises related to KMP: Rental Charges received:	BMR Blue Genetic Pvt. Ltd. BMR Exports BMR Industries Pvt. Ltd. BMR Shrimp Hatcheries Hybrid EBI Hatcheries Pvt. Ltd.	4.58 6.47 6.47 1.62 6.47

**FOR AND ON BEHALF OF THE BOARD
SERENE INFRASTRUCTURE PRIVATE LIMITED**

Sd/-

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Place: Chennai
Date: 09.09.2022

**MASTHAN RAO BEEDA
DIRECTOR
DIN: 00320065**

**B MANOJ
DIRECTOR
DIN:05147243**