

SWAGRUHA INFRASTRUCTURE LIMITED
Formerly Memory Polymers Limited

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the fifteen Annual General Meeting of the members of M/s. **SWAGRUHA INFRASTRUCTURE LIMITED** will be held on Wednesday the 30th day of September, 2009 at 11.00 A.M at #203, Empress Court, 6-2-30/B, Khairatabad, Hyderabad – 500 004, to transact the following business: -

Ordinary Business:

1. To receive, consider and adopt the audited accounts for the year ended 31st March, 2009 together with the reports of the Directors and Auditors thereon.
2. To appoint a director in the place of Sri. Boga Prabhakar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in the place of Sri. Boga Surender, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration. M/s.S.Phani Kumar, Chartered Accountant, Hyderabad as Auditors.

"Resolved that M/s. S.Phani Kumar, Chartered Accountant, the retiring Auditor, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General meeting to the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company."

Place: Hyderabad
Date: 01.09.2009.

By Order of the Board
For Swagruha Infrastructure Limited



Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Proxy forms to be valid shall be lodged at the registered office of the company not less than 48 hours before the meeting.
2. Members are requested to notify immediately changes if any, in their addresses to the company quoting their folio number
3. Members should bring the Attendance slip duly filled in for attending the meeting.
4. Shareholders seeking any information with regard to accounts are requested to write to the company at the earliest to keep the information ready.
5. Shareholders are requested to bring their copy of Annual Report to the Meeting.
6. The Register of members and share transfer books will remain closed from Friday 25th day, of September 2009 to Wednesday 30th day, of September 2009 (both days inclusive)

DIRECTORS REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the FIFTEENTH ANNUAL REPORT together with Audited Accounts for the year ended 31st March, 2009.

FINANCIAL RESULTS

	(Rs.in Thousands)	
	Year ended 31.03.2009	Year ended 31.03.2008
Income	2496.91	2549.21
Expenditure	2971.39	2503.02
Net Profit/ (Loss) before Tax	(474.48)	46.18
Provision for Tax	Nil	Nil
Net Profit after Tax	(474.48)	46.18
Profit/(Loss) brought from last year	(9879.26)	(9925.45)
Profit/(Loss) carried to Balance Sheet	(10353.75)	(9879.26)

OPERATIONS:

OUT LOOK & FUTURE PLANS

The outlook and future plans of the company are presented in Management Discussion and Analysis, forming part of this report.

DIVIDEND

Your directors have not recommended any dividend in view of the accumulated losses and need to build up long term working capital resources.

FIXED DEPOSITS:

Your Company has not invited any deposits falling within the meaning of Sec.58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 read with the Articles of Association of the company Sri. Boga Prabhakar, Managing Director and Boga Surender, Director of the Company would retire by rotation at the ensuing Annual General Meeting, and is eligible for re-appointment and expressed their willingness for their re-appointment.

LISTING OF SHARES:

The securities of the company are listed at BSE Limited, Mumbai.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts for the financial year ended 31st March, 2009, the applicable accounting standards had been followed.
- (ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 the year under review.

- (iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE:

Your Company believes in creating wealth for its Shareholders. In pursuit of this objective, the policies of the Company are designed to strengthen the ability of the Board of the Directors to supervise the management and to enhance long term shareholder value.

Pursuant to Clause 49 of the said Listing Agreement (a) Management Discussion and Analysis, (b) the Report of the Directors on the practices prevalent on Corporate Governance in the Company and (c) the Auditors' Certificate on compliance of mandatory requirements of Corporate Governance are given as an annexure to this report.

AUDITORS:

M/s. S.Phani Kumar, Chartered Accountant, Auditor of the company who retires at the conclusion of the Annual General Meeting has given his consent to be reappointed for the current year.

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956.

No employees are drawing salary as specified in Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975 hence no details are required to be given.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:

The required information as per Sec.217 (1) (e) of the Companies Act 1956 is provided hereunder:

A: Conservation Of Energy:

As the Company is not in operations during the year under review, the disclosure on the conservation of energy does not arise.

B. Technology Absorption:

- | | | |
|---|---|-----|
| 1. Research and Development (R&D) | : | NIL |
| 2. Technology absorption, adoption and innovation | : | NIL |

C. Foreign Exchange Earnings and Out Go:

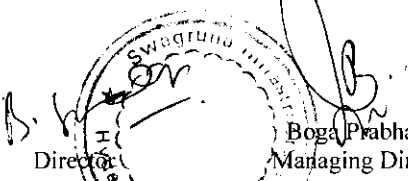
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|---------------------------|---|-----|
| Foreign Exchange Earnings | : | NIL |
| Foreign Exchange Outgo | : | NIL |

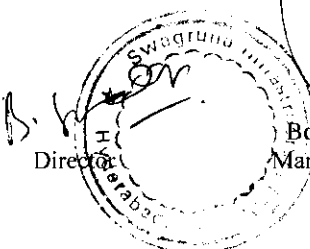
ACKNOWLEDGEMENTS:

The Directors take this opportunity to thank the share holders, Financial institutions, Banks, Customers and regulatory and Government authorities for their continuous support to the Company. Further the Directors wish to place on record their appreciation of employees at all levels for their hard work, dedication and commitment.

FOR AND ON BEHALF OF THE BOARD

Place: Hyderabad
Date: 01.09.2009.


Boga Prabhakar
Managing Director



REPORT ON CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY:

The Board of Directors of the company believes in and fully supports the principles of Corporate Governance. While striving to achieve the financial targets, the company seeks to follow the business principles and ethics and in all its dealings. The company has been regularly implementing the best practices of corporate governance in order to attain total transparency, accountability and integrity.

2. BOARD OF DIRECTORS

Composition of Board:

As on 31st March 2009, Swagruha Infrastructure Limited consist of 7 Directors The Chairman of the Board is a Non-executive chairman

Board Meetings

During the year 2008-09, the Board met 6 times on the following dates, viz., 30/04/2008, 30/06/2008, 31/07/2008, 01/09/2008, 31/10/2008 and 31/01/2009 The maximum gap between any two successive meetings was less than 4 months.

Directors attendance Record and Directorships

The following table gives details of Directors, their attendance at the Board Meetings during the year 2008-2009 and the last Annual General Meeting, their number of other directorships in the Board/Committees of various other companies:

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at last AGM	Directorship	Committee Membership	Committee Chairmanship
Boga Prabhakar	Promoter	6	Yes	Managing Director	1	NIL
Boga Surrender	Non Executive -Promoter	6	Yes	Director	NIL	NIL
Mittapally Sudarshan	Independent	3	Yes	Director	3	1
G.Veerawamy	Independent	2	Yes	Director	1	NIL
N.V.Satyanarayana	Non Executive -Promoter	5	Yes	Chairman	2	1
J.Vidyasagar	Independent	2	No	Director	2	1
Krishna Kumari	Independent	1	No	Director	1	NIL

Board Committees:

The Company is committed to transparency in all its dealings and to provide efficient and effective service to the members/shareholders. The Board has constituted Committees of Directors to deal with matters that need quick and timely decisions and overall supervision and guidance.

3. AUDIT COMMITTEE

The terms of reference of the Audit Committee include the following:

- 1) Oversight 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.
- 2) Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- 3) Approval of Payment to statutory auditor for any other services rendered by the statutory auditors

- 4) Reviewing with management the annual financial statements before submission to the board, focusing primarily on:
 - a. Any changes in accounting policies and practices and reasons for the change
 - b. Major accounting entries based on exercise of judgment by management.
 - c. Qualifications in draft audit report
 - d. Significant adjustments arising out of audit
 - e. The going concern assumption
 - f. Compliance with accounting standards
 - g. Compliance with stock exchange and legal requirements concerning financial statements
 - h. Any related party transactions
- 5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- 6) Reviewing with the management, external and internal auditors, the adequacy of internal control systems, and recommending improvements to the management.
- 7) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 8) Discussion with internal auditors any significant findings and follow up thereon.
- 9) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 10) Discussion with Statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 11) Reviewing the company's financial and risk management policies.
- 12) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

During the year 4 meetings were held, on 30/04/2008, 30/06/2008, 31/07/2008 and 31/01/2009

The following is the composition of Audit Committee comprising all Non Executive Independent Directors

Name of the Director	Category of Membership	Attendance
J.Vidyasagar	Chairman	4
Mittapally Sudarshan	Member	4
G.Veerawamy @	Member	3
Krishna Kumari *	Member	1

@ Resigned from the committee w.e.f. 31/10/2008

* Appointed w.e.f. 31/10/2008

4. SUBSIDIARY COMPANIES:

There are no Subsidiary companies

5. DISCLOSURES:

a) Remuneration Committee:

The terms of reference to the Remuneration Committee would include review of Remuneration policy to the Managing Director, Executive Director, other whole time directors and also key managerial personnel.

During the year 1 meeting was held, on 30/06/2008

The following is the Composition of Remuneration Committee comprising Two Non Executive Independent Directors and one Promoter Non-Executive Director.

Name of the Director	Category of Membership	Attendance
Mittapally Sudarshan	Chairman	1
N.V.Satyanarayana	Member	1
J.Vidyasagar	Member	1

b) Remuneration Policy

The company pays remuneration to the Managing Director as per the individual agreements entered into with him. The company pays no remuneration to the Non-Executive Directors except sitting fees for the meetings attended by them.

The remuneration paid to whole time directors is given below

Name of the Director	Designation	Salary (Rs.)	Other Allowance (Rs.)	Total (Rs.)
Boga Prabhakar	Managing Director	1,25,000	3,25,000	4,50,000

c) Management:

Economic overview:

The Indian economy has been growing at an average rate of 7.3% over the last decade and despite a slowdown in economies across the globe on account of rising crude oil prices and sub-prime concern; India is expected to remain the second fastest growing economy in the world. The Reserve Bank of India while framing the monetary policy for the fiscal 2009 has projected the Gross Domestic Product to grow at around 7.00 percent.

Infrastructure, Real Estate and Construction segment:

Given the growth rates it is imperative that infrastructure be given high priority not only to support the growth rates but to fulfill the existing gap. Global organizations like World Bank and Asian Development Bank have expressed their concerns over the lack of infrastructure facilities in India and are playing an active role in funding the same. The Indian Government too has taken giant strides to augment the role of private players in this segment by formulating various agencies under the public private partnership flag.

Despite of the US Sub-prime crisis India could register a moderate growth in the real estate and construction segment and expected to grow impressively in the years to come. The Indian real estate and construction segments are growing with the Mantra of "Affordable Housing".