

SWAGRUHA INFRASTRUCTURE LIMITED

(Formerly known as Memory Polymers Limited)

NOTICE TO THE SHAREHOLDERS

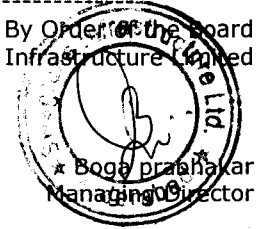
Notice is hereby given that the 16th Annual General Meeting of the members of M/s. **SWAGRUHA INFRASTRUCTURE LIMITED** will be held on Thursday the 30th day of September, 2010 at 11.00 A.M at #203, Empress Court, 6-2-30/B, Khairatabad, Hyderabad - 500 004, to transact the following business: -

Ordinary Business:

1. To receive, consider and adopt the audited accounts for the year ended 31st March, 2010 together with the reports of the Directors and Auditors thereon.
2. To appoint a director in the place of Sri. VIDYA SAGAR JALDA, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in the place of Sri. N.V.SATYANARAYANA, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in the place of Sri. MITTAPALLY SUDHARSHAN, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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."

By Order of the Board
For Swagruha Infrastructure Limited



Place: Hyderabad
Date: 31.07.2010.

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 2010 to 30th day, of September 2010 (both days inclusive).

DIRECTORS REPORT

TO
THE MEMBERS OF
SWAGRUHA INFRASTRUCTURE LIMITED
HYDERABAD.

Your Directors have pleasure in presenting the 16th ANNUAL REPORT together with Audited Accounts for the year ended 31st March, 2010.

FINANCIAL RESULTS

(Rs.in Thousands)

Sl.No	Particulars	31.03.2010	31.03.2009
1	Income	1124.60	2496.91
2	Expenditure	1121.59	2971.39
3	Net Profit/ (Loss) before Tax	3.01	(474.48)
4	Provision for Tax	Nil	N
5	Net Profit/ (Loss) after Tax	3.01	(474.48)
6	Profit/(Loss) brought from last year	(10353.75)	(9879.26)
7	Profit/(Loss) carried to Balance Sheet	(10350.74)	(10353.75)

OPERATIONS:

During the year under review your Company's turnover has come down due sluggish real estate market in the Hyderabad where your Company main business is focused. We hope the market will pick up in the current financial year.

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 and 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. Vidya Sagar Jalda, Sri.N.V.Satyanarayana and Sri.Mittapally Sudarshan, Directors 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. Presently the trading of the shares under suspension.

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, 2010, 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.

DIRECTORS REPLY TO THE QUALIFICATION OF AUDITORS

Reference	Auditors Qualification	Directors reply
2 (g)(i) of the Auditors Report	No information with respect to party-wise break-up, nature and origin of transaction, legal enforceability of claims and the realizable values are available for Sundry Debtors amounting to Rs. 98,74,630 (Previous Year Rs. 98,55,124).	Long outstandings in Sundry Debtors are on account of erstwhile business of Pharmaceuticals. Owing to changes in the management and administrative hierarchy over the years and discontinuance of the line of activity, etc have resulted in stagnation of Sundry Debtors. Your Directors are working on a time-bound programme to realize the same at an early date.
2 (g)(ii) of the Auditors Report	No information with respect to party-wise break-up, nature and origin of transaction, legal enforceability of claims and the realizable values are available for Loans & Advances amounting to Rs.4,74,28,481 (Previous Year Rs.4,74,28,481)	Long outstandings in Loans & Advances are on account of various factors – most of them are advances made for purchase of capital equipment during 1995-96 and owing to financial crunch and continuous losses, the company could not fulfill the commitments to capital goods suppliers. Your Directors are working on a time-bound programme to realize the same at an early date.
2 (g)(iii) of the Auditors Report	In the absence of necessary records, the figures as per the previous years' Audited Financial Statements have been relied upon.	Repeated changes in registered office of the company, changes in management and unexpected seepage of water, etc, have resulted in several statutory and financial records being lost/destroyed. Your Directors are working on a time-bound programme to create all the necessary statutory records.

INFORMATION PURSUANT TO SECTION 217 (2A) 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:

The management is striving to achieve cost reduction by economical usage of energy and to bring a general awareness about the energy conservation among employees.

B. Technology Absorption:

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|---|---|-----|
| 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


Director


Managing Director



Place: Hyderabad
Date:31.07.2010.

MANAGEMENT DISCUSSION AND ANALYSIS

Industry structure and Developments:

Infrastructure Industry in India have been experiencing a rapid growth in its different sectors with the development of urbanization and increasing involvement of foreign investments in this field. The Indian government has taken initiatives to develop the

infrastructure sector, with major emphasis on construction, engineering, IT, entertainment, textiles, food, and utility to name some.

Opportunities and threats

Long recession, worldwide economy slow down, technical correction in infrastructure industry, Political Uncertainty in this region was the contributories for slow down which may continue till December of 2010. However as Financial Markets are picking up new opportunities are emerging and with the government initiatives and institutions helping hand to the industry, there will be good prospects to the industry as well as to your company

Outlook

Your Company outlook for coming years seems to be very optimistic and good.

Risks and Concerns

As many players are entering into infrastructure sector, inflation is as usual going up day to day, the prices of materials and labor costs and other overheads are increasing. All these concerns may affect your company performance.

Internal control systems and their adequacy

Your Company remains committed to ensure an effective internal control environment that provides assurance on the efficiency of the operations and security of its assets. The Internal Audit process effectively and adequately covers the internal control environment across the company. Planning and conduct of the internal audit is oriented towards a review of controls in identifying, evaluating and managing risks, along with the maintenance of proper accounting records and reliability of financial information used within the business.

Discussion on financial performance with respect to operational performance

The company's operational performance and the financial performance continued to suffer till now due to the due to sluggish infrastructure ,construction and real estate market in Hyderabad.

Material developments in Human Resources / Industrial Relations front including number of people employed

The company continues to improve the quality of its human resources as on when required..

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 2010, Swagruha Infrastructure Limited consist of 7 Directors The Chairman of the Board is a Non-executive chairman

Board Meetings

During the year 2009-10, the Board met 5 times on the following dates, viz., 30/04/2009, 28/07/2009, 30/07/2009, 31/10/2009 and 30/01/2010 The maximum gap between any two successive meetings was less than 4 months.

Director's attendance Record and Directorships

The following table gives details of Directors, their attendance at the Board Meetings during the year 2009-2010 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	Directorships in other public companies	Committee Memberships in other public companies	Committee Chairmanships in other public companies
Boga Prabhakar	Promoter	5	Yes	1	NIL	NIL
Boga Surender	Non Executive -Promoter	5	Yes	Nil	NIL	NIL
Mittapally Sudarshan	Independent	4	No	Nil	NIL	NIL
G.Veeraswamy	Independent	3	No	Nil	NIL	NIL
N.V.Satyanarayana	Non Executive -Promoter	5	Yes	Nil	NIL	NIL
J.Vidyasagar	Independent	5	Yes	Nil	NIL	NIL
Krishna Kumari	Independent	2	No	Nil	NIL	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