

17th ANNUAL REPORT

Registered office:

Flat No. 203, 6-2-30/B, Empress Court
Khairatabad, Hyderabad - 500 004

Ph.Nos. : 040 - 66667770

Fax : 040 - 40036584

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SWAGRUHA INFRASTRUCTURE LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS :

- | | | |
|-------------------------------|----|-------------------|
| 1. Mr.Boga Prabhakar | -- | Managing Director |
| 2. Mr. Boga Surender | -- | Director |
| 3. Mr. Ganji Veeraswamy | -- | Director |
| 4. Mrs.Krishna Kumari Pudupet | -- | Director |
| 5. Mr.Vidya Sagar Jalda | -- | Director |
| 6. Mr. Upadrasta Satish Kumar | -- | Director |

Registered Office:

Flat No. 203, 6-2-30/B,
Empress Court,
Khairatabad, Hyderabad-500004
Ph.Nos.040-66667770
Fax: 040-40036584

Auditors:

M/s. M. M. Reddy & Co.
Chartered Accountants, Hyderabad

Audit Committee:

- 1) Mr. J. Vidya sagar
- 2) Mrs. P.Krishna Kumari
- 3) Mr. U .Satish Kumar

Remuneration Committee:

- 1) Mr. J. Vidya sagar
- 2) Mrs. P.Krishna Kumari
- 3) Mr. U .Satish Kumar

Investor Grievance Committee:

- 1) Mrs. P.Krishna Kumari
- 2) Mr. J. Vidya sagar
- 3) Mr. U .Satish Kumar

Listing:

- 1) Bombay Stock Exchange Limited

Registrar & Share Transfer Agents:

M/s. Venture Capital and Corporate Investments Private Limited
12-10-167, Bharat Nagar, Hyderabad - 500 018
Ph.Nos.040-23818475/23818476/23868023
Fax: 040-23868024

SWAGRUHA INFRASTRUCTURE LIMITED

NOTICE

NOTICE is hereby given that the 17th Annual General Meeting of the Shareholders of M/s. SWAGRUHA INFRASTRUCTURE LIMITED will be held on Friday, the 30th September 2011 at 11.00 AM at # 203, Empress Court, 6-2-30/B, Khairatabad, Hyderabad - 500 004 to transact the following business:

Ordinary Business:

1. To receive and adopt the Directors' Report, the Audited Profit and Loss Account and the Cash Flow statement for the year ended 31st March, 2011, and the Balance Sheet as at that date.
2. To appoint a director in place of Mrs.Krishna Kumari Pudupet who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Ganji Veeraswamy who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors and to fix their remuneration 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 pursuant to Section 224 and other applicable provisions, if any, of the Companies Act, 1956 to appoint M/s. M.M.Reddy & Co., Chartered Accountants, Hyderabad the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting and to authorize the Board to fix their remuneration.

For and on behalf of the Board of
SWAGRUHA INFRASTRUCTURE LIMITED

Place :Hyderabad
Date :02.09.2011

Boga Prabhakar
Managing Director

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. U.Satish, who was appointed as additional director of the company pursuant to the provisions of section 260 of the Companies Act, 1956 by the board of directors w.e.f. 02.09.2011 and who holds the office up-to date of the ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation."

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 4: Appointment of Mr. U.Satish Kumar

The members may note that Mr. U.Satish Kumar, was inducted into Board as an Additional Director of the company, with effect from 02.09.2011 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from a member of the company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

SWAGRUHA INFRASTRUCTURE LIMITED

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

The Board recommends the resolution for your approval.

None of Directors except Mr. U.Satish may be deemed to be concerned or interested in the resolution.

For and on behalf of the Board of
SWAGRUHA INFRASTRUCTURE LIMITED

Place :Hyderabad
Date :02.09.2011

Boga Prabhakar
Managing Director

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote on a poll instead of himself / herself and the Proxy need not be a member of the Company.
2. Proxies, in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from 26.09.2011 to 30.09.2011 (Both days inclusive).
4. Members are requested to notify immediately any change in their address to the Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
5. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP IDs for easier identification of attendance at the meeting.
6. Members are requested to kindly bring their copies of the Annual Report to the meeting. As a measure of economy, copies of Annual Report will not be distributed at the AGM
7. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 53 of the Companies Act, 1956. Keeping in view shareholders are requested to update their E-Mail ID with their DP.

DIRECTORS' REPORT

To

The Members

We have pleasure in presenting the 17th Annual Report with Audited Statements of Accounts for the year ended 31st March 2011.

FINANCIAL RESULTS:

(Rupees in thousand)

Particulars	2010-2011	2009-2010
Income	2537.08	1124.60
Expenditure	2498.90	1121.59
Profit for the year	25.06	3.01
Add: Loss brought forward	(10350.74)	(10353.75)
Profit / (Loss) carried to Balance Sheet	(10325.66)	(10350.74)

PERFORMANCE REVIEW:

The Company has recorded a turnover of Rs. 2537.08 Thousand in the current year against the turnover of Rs. 1124.60 Thousand in the previous financial year ending 31.03.10.

The Company has been continuously working on quality up gradation and cost reduction plans for achieving efficient running of the organisation.

DIVIDEND:

Your directors have not recommended any dividend in view of the accumulated losses

PUBLIC DEPOSITS:

Your Company has not accepted 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.

LISTING:

The equity shares of your company are listed on BSE Limited. Mumbai presently the trading of shares under suspension.

DIRECTORS:

In accordance with the Companies Act, 1956 read with Articles of Association of the company Mrs.Krishna Kumari Pudupet, Mr. Ganji Veeraswamy directors of the company retire by rotation and have expressed his willingness for reappointment.

During the Year Mr.U.Satish Kumar was appointed as the Directotr of the Copmpany w.e.f 02.09.2011

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 217(2AA) of the Companies Amendment Act, 2000 your directors confirm

- i) That the directors in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) That 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.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and deleting fraud and other irregularities.
- iv) That the directors had prepared the annual accounts on the going concern basis.

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:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

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

C. Foreign Exchange Earnings and Out Go:

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

PARTICULARS OF EMPLOYEES:

There is no employee who is falling under section 217 (2A). Therefore, the disclosures required to be made under section 217 (2A) of the Companies Act, 1956 and the rules made there under are not applicable.

CODE OF CONDUCT:

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director is given in Annexure.

AUDITORS:

Your directors propose the appointment of M/s. M. M. Reddy & Co. as statutory auditors to hold office until the conclusion of the next Annual General Meeting of the company.

CORPORATE GOVERNANCE:

As a listed company, necessary measures have been taken to comply with the listing agreements of Stock Exchanges. A report on Corporate Governance, along with a certificate of compliance from the Auditors, Forms part of this Report as Annexure.

ACKNOWLEDGEMENTS:

Your directors would like to express their grateful appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

DECLARATION BY MANAGING DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:

The shareholders

I, Boga Prabhakar, Managing Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

For and on behalf of the Board of
SWAGRUHA INFRASTRUCTURE LIMITED

Place :Hyderabad
Date :02.09.2011

Boga Prabhakar
Managing Director