

ANNUAL REPORT

2012-13



SWAGRUHA INFRASTRUCTURE LIMITED

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NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of the Company will be held on 28th day of September 2013 at 9.00 A.M at the Registered Office of the Company, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Statement for the year ended 31st March, 2013 and Balance Sheet as at that date together with the report of the Directors and Auditors thereon.
2. To consider and if that fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, **M/s. M. M. REDDY & Co.,** Chartered Accountants, Hyderabad be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting, at such remuneration as may be determined by the Board Directors of the Company.

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Jayasimha Reddy, who was appointed as an Additional Director on the Board of the Company, by the Board in its meeting held on 23rd March, 2013 who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing has been received to propose him as a candidate for the office of Director of the Company under the provisions of the Companies Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and is (are) authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

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

RESOLVED THAT Mr. Srinivasulu Konduru, who was appointed as an Additional Director on the Board of the Company, by the Board in its meeting held on 23rd March, 2013 who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing has been received to propose him as a candidate for the office of Director of the Company under the provisions of the Companies Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and is (are) authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT Mr. Gopal Gillela, who was appointed as an Additional Director on the Board of the Company, by the Board in its meeting held on 23rd March, 2013 who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing has been received to propose him as a candidate for the office of Director of the Company under the provisions of the Companies Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and is (are) authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT Mrs. N.L. Kalyani, who was appointed as an Additional Director on the Board of the Company, by the Board in its meeting held on 23rd March, 2013 who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing has been received to propose her as a candidate for the office of Director of the Company under the provisions of the Companies Act, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and is (are) authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions if any, of the Companies Act, (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such approvals as may be necessary, the Company hereby approves the appointment of Mrs. N.L Kalyani as a Managing Director of the company for a period of 5 years with effect from 23.03.2013, (who was appointed as an Additional Managing Director of the Company on 23.03.2013 and whose term expires at this Annual General meeting), upon the terms and conditions of the said appointment with respect to the remuneration, as may be agreed to between the Directors and Mrs. N.L. Kalyani.

RESOLVED FURTHER THAT the Board be and is hereby authorized to increase, alter, and/or vary the remuneration consisting salary, perquisites, allowances, etc. including the monetary value thereof as may be permitted or authorized in accordance with the provisions of the Companies Act, for the time being in force, provided however, that the remuneration payable to Mrs. N.L Kalyani shall be within the limits as prescribed in the Companies Act.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, where in any financial year Company has no profit or inadequate profit; Mrs. N.L Kalyani will be paid minimum remuneration within the ceiling limits prescribed under the Companies Act, or any modification or re-enactment thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) or relaxation(s) by the Central Government to the Companies Act, the Board of Directors or Committee thereof be and is hereby authorized to vary or increase the remuneration including salary, perquisites, allowances, etc. within such prescribed limits in order to give effect to such modification(s), relaxation(s) or variation(s) without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board in the best interest of the Company, as it may deem fit.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, and subject to the provisions of the Articles of Association of the Company, guidelines issued by competent authorities in this behalf and the provisions if any and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the consent of the Members be and is hereby accorded to sub-divide each of the Equity Share of the nominal value of Rs. 10/- (Rupees Ten Only) each fully paid in the capital of the Company into Rs. 5/- (Rupees Five Only) each fully paid.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to issue new Share Certificates representing the sub-divided shares with new distinctive numbers subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960 as amended, and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required in the said connection and to delegate all or any of the powers herein vested in them to give effect to the above.”

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

“RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, the Memorandum of Association of the Company be altered by substituting the following as new Clause V in place of existing Clause V thereof::

“V. The Authorised Share Capital of the Company is Rs. 7,50,00,000 /- (Rupees Seven Crores and Fifty Lakhs only) divided into 1,50,00,000 (Rupees One Hundred and Fifty Crore) Equity Shares of Rs. 5/- (Rupees Five only) each.”

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required in the said connection and to delegate all or any of the powers herein vested in them to give effect to the above.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions if any, of the Companies Act, the Articles of Association of the Company be altered by substituting the following as new Article 5 in place of existing Article 5 thereof:

“The Authorized Share Capital of the Company shall be the capital as specified in Clause V of the Memorandum of Association, with power to increase and reduce the Share Capital of the Company and to divide the share in the Capital for the time being into several classes as permissible in law and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for time being be provided in the Articles of Association.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, the Articles of Association of the Company be and is hereby altered by inserting Article 158 after existing Article 157, thereby modifying the sequence of the succeeding Articles accordingly.

158:

- (1) Subject to the provisions of the Act and regulations made thereunder or any other applicable law/ guidelines, any Board Meeting may resolve that any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Account or any moneys, investments or other assets forming part of the undivided profits (including profits or surplus monies arising from the realization and, where permitted by law, from the appreciation in value of any capital assets of the Company) standing to the credit of the General Reserve or Reserve Fund or any other Reserve or Fund of the Company or in the hands of the Company and available for dividend, **be capitalized:-**

- a. By issue and distribution as fully paid up shares, of the Company as Bonus Shares;

Or

- b. By crediting shares of the Company which may have been issued to and are not fully Paid-up with the whole or any part of the sum remaining unpaid thereon.

Provided that any amounts standing to the credit of the Share Premium Account or the Capital Redemption Reserve Account shall be applied only in crediting the payment of capital on shares of the Company to be issued to members (as therein provided) as fully paid Bonus Shares

- (2) Such issue and distribution under sub-clause (1)(a) above and such payment to credit of unpaid capital under sub-clause (1)(b) above shall be made to, among and in favour of the members or any class of them or any of them entitled thereto and in accordance with their respective rights and interests and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under subclause (1)(a) or payment under subclause (b) above, shall be made on the footing that such members shall be entitled thereto as capital.
- (3) Such issue under sub-clause (1) (a) above shall also be made to, among and in favour of the holders of Convertible Equity Warrant and/or Other Instruments Convertible into Equity Shares (hereinafter referred to as Convertible Securities), provided that the holders of such Convertible Securities opt to Convert the said Securities into Equity Shares of the Company within the prescribed time limit and the terms of their issue entitles such Convertible Securities to Bonus Shares.
- (4) The Board shall give effect to any such business and apply such portion of the profits, General Reserve or Reserve Fund or any other fund or account as aforesaid as may be required for the purpose of making payment in full for the shares, debentures or debentures stock, bonds or other obligations of the Company so distributed under sub-clause (1)(a) above or (as the case may be) for the purpose of paying, in whole or in part, the amount remaining unpaid on the shares which may have been issued and are not fully paid up under sub-clause (1)(b) above; provided that no such distribution or payment shall be made unless recommended by the Directors and, if so recommended, such distribution and payment shall be accepted by such members, as aforesaid in full satisfaction of their interest in the said capitalized sum.
- (5) For the purpose of giving effect to any such business, the Board may settle any difficulty which may arise in regard to the distribution or payment as aforesaid, as they think expedient, in particular, they may issue fractional certificates and they may fix the value for distribution of any specific assets and may determine that cash payment be made to any members on the footing of the value so fixed and may vest any such cash, shares, debentures, debenture stock, bonds or other obligations in trustees upon such trusts for the persons entitled thereto as may seem expedient to the directors and generally may make such arrangements for the acceptance, allotment and sale of shares, debentures, debenture stock, bonds or other obligations and fractional certificates or otherwise as they may think fit.

(6) Subject to the provisions of the Act and these Articles, in cases where some of the shares of the company are fully paid and others are partly paid, only such capitalization may be effected by the distribution of further shares in respect of the fully paid shares, and by crediting the partly paid shares with the whole or part of the unpaid liability thereon but, so that, as between the holders of fully paid shares, and the partly paid shares the sums so applied in the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied pro-rata in proportion to the amount then already paid or credited as paid on the existing fully paid or partly paid shares respectively.

**By Order of the Board of Directors
For Swagruha Infrastructure Limited**

Sd/-

Date : 02.09.2013

Director

Place: Hyderabad

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Explanatory statement pursuant to the Companies Act is annexed.
3. Corporate members intending to depute their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of the board resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. A blank Attendance Slip is annexed to the Proxy Form. Members/proxies are requested to fill in their particulars on the attendance slip, affix their signature in the appropriate place and hand it to Company's officials/Registrars at the entrance of the meeting venue.

5. The Register of Members and Share Transfer Books will be closed from 24th September, 2013 to 26th September, 2013 (both days inclusive), for the purpose of Annual General Meeting.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their updated e-mail IDs, bank details, Electronic Clearing Services (ECS), mandates, nominations, power of attorney, change of address, change of name, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records that will help the Company and their RTA's to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to their RTA, at 12-10-167, Bharatnagar, Hyderabad, Andhra Pradesh - 500018.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with the physical shares and for ease in portfolio management. Members can contact its RTA Venture Capital & Corporate Investments in this regard.
8. Members intending to seek explanation/clarification/copy of any document at the meeting about the information contained in the Annual Report are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
9. As per the Circular No. MRD/Dop/Cir-5/2009 dated May 20, 2009 issued by Securities and Exchange Board of India (SEBI) it is mandatory to quote PAN for transfer of shares in physical form. Therefore, the transferee(s) are required to furnish a copy of their PAN to the Company.
10. Shareholders desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

**By Order of the Board of Directors
For Swagruha Infrastructure Limited**

Sd/-

**Date : 02.09.2013
Place: Hyderabad**

Director