



SWAGRUHA

INFRASTRUCTRE LIMITED

Annual Report 2013-14

CORPORATE INFORMATION**BOARD OF DIRECTORS:**

Nerogi Lakshmi Kalyani	: Managing Director
Gopal Gillela	: Director
Srinivasulu Konduru	: Director
Jayasimha Reddy Middivari	: Director
Babu Sahebe Shaik	: Additional Director

BOARD COMMITTEES:**Audit Committee**

Mr. Jayasimha Reddy	: Chairman
Mrs. Nerogi Lakshmi Kalyani	: Member
Mr. Srinivasulu Konduru	: Member

Remuneration Committee

Mr. Jayasimha Reddy	: Chairman
Mrs. Nerogi Lakshmi Kalyani	: Member
Mr. Srinivasulu Konduru	: Member

Investor Grievance Committee

Mr. Jayasimha Reddy	: Chairman
Mrs. Nerogi Lakshmi Kalyani	: Member
Mr. Srinivasulu Konduru	: Member

AUDITORS

M/s. M.M. REDDY & Co.

PRINCIPAL BANKERS

HDFC Bank

REGISTRAR AND SHARE TRANSFER AGENTS

Venture Capital and Corporate Investments Private Limited
12-10-167, Bharat Nagar, Hyderabad-500018
Ph: 040-23818475, 23818476
Fax: 040-23868024
Email: info@vccipl.com
Website: www.vccipl.com

REGISTERED OFFICE

H. No. 6-3-1216/47/B, Plot No. 47B,
Road No. 3, Methodist Colony,
Begumpet Hyderabad - 500 016
Tele Fax : 080-64350517/18

CORPORATE OFFICE

H. No. 1/1, 1st Floor,
Trinity Buildings, Main Road,
R T Nagar, Bangalore - 560 032
Phone : 080-64350517/18

WEBSITE

www.swagruhainfra.com

EMAIL:

info@swagruhainfra.com

CORPORATE IDENTITY NUMBER

U24134TG1994PLC017327

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NOTICE

Notice is hereby given that the Annual General Meeting ("AGM") of the Members of Swagruha Infrastructure Limited will be held on Tuesday, 30th September, 2014 at 9.30 a.m. at the Registered Office of the Company at H.No.6-3-1216/47/B, Plot No. 47-B, Road No.3, Methodist Colony, Begumpet, Hyderabad, Telangana, 500016, to transact the following business:

As ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2014 and the Statement of Profit and Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.
2. 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 provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Jayasimha Reddy (holding DIN: 06490738), who retires by rotation, and being eligible for re-appointment, be and is hereby re-appointed as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution."

3. 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 provisions of Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014, **M/s. Verma Mehta & Associates**, Chartered Accountants (FRN No. 112118W), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors, M/s. M.M. Reddy, Chartered Accountants, to hold office for a period of five years from the conclusion of this Annual General Meeting, subject to ratification by Members every year on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee,

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution."

As 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 pursuant to the provisions of Section 149, 152 and other applicable provisions of Companies Act, 2013 ('Act') and the rules made there under read with Schedule IV of the Act, Mr. Babu Shaik (holding DIN: 06716186), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. from February 5, 2014, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are 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 pursuant to the applicable provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('Act') and the rules made there under, (including any statutory amendments or re-enactment thereof for the time being in force), read with Schedule IV to the Act, **Mr. Srinivasulu Konduru** (holding DIN: 06489376), Independent Director of the Company, whose period of office was liable to determination

through retirement by rotation, and who, pursuant to the provisions of the Act, being an Independent Director, is no longer liable to retire by rotation and who in accordance with the said Act, is eligible to be reappointed as an Independent Director; be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five (5) years w.e.f. 1st October, 2014.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are 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** pursuant to the applicable provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘Act’) and the rules made there under, (including any statutory amendments or re-enactment thereof for the time being in force), read with Schedule IV to the Act, **Mr. Gopal Gillela** (DIN:06369221), Independent Director of the Company, whose period of office was liable to determination through retirement by rotation, and who, pursuant to the provisions of the Act, being an Independent Director, is no longer liable to retire by rotation and who in accordance with the said Act, is eligible to be reappointed as an Independent Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five (5) years w.e.f. 1st October, 2014.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

7. To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of Section 149, 152 and 160 of the Companies Act, 2013 (‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, (including any modification or re-enactment thereof) Ms. Radhika R (DIN:06977154) in respect of whom a notice in writing has been received along with deposit of Rs. 1,00,000/- by the Company proposing her candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) years w.e.f. 1st October, 2014.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

By the Order of the Board
For **Swagruha Infrastructure Limited**
Sd/-
Nerogi Lakshmi Kalyani
CMD & Compliance Officer
DIN: 01669808

Place: Hyderabad

Date: 5th September, 2014

NOTES:

- σ A Member entitled to vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the company. The instrument appointing the proxy shall be deposited with the company at least 48 hours before the commencement of the Meeting in order to be effective. A blank proxy form is enclosed.
- σ Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, (corresponding to Section 173(2) of the companies Act, 1956) forms part of this Notice.
- σ The Register of Members of the Company and the Share Transfer Books of the Company shall remain closed from **23rd September, 2014 to 24th September, 2014** (both days inclusive).
- σ Members are requested to intimate to the Company’s Registrars and Share Transfer Agents viz., **M/s Venture Capital and Corporate Investments Private Limited** in respect of shares held in physical form and to their Depository Participants in respect of shares held in electronic form; a) any change in their addresses; b) details

about their e-mail address, so that all notices and other statutory documents can be sent to their e-mail addresses, as a measure of “Green Initiative”.

- σ Members are requested to:
 - bring their copy of Annual Report to the Meeting,
 - bring the Attendance Slip sent herewith, duly filled in,
 - bring their Folio Number / DP and Client ID and quote it in all correspondence,
 - avoid being accompanied by non-Members and children,
 - inform your e-mail ids, if not already registered with the Registrar,
 - consider converting their physical holding to dematerialized form to eliminate all risks associated with physical shares and ease of portfolio management, and
 - write to the Company for seeking clarification on queries, if any, with regard to the Accounts.
- σ All documents referred to in the accompanying Notice and explanatory statements are open for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting.
- σ Notice, Annual Report and instructions for participating in e-voting along with Attendance Slip and Proxy Form, are being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/Depository Participant(s). For Members who have not registered their e-mail addresses, physical copy of the aforesaid documents are being sent by the permitted mode.

σ Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means.

- i. The voting period begins on **25th September, 2014 at 9.00 Hrs and ends on 26th September, 2014 at 18.00 Hrs.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Board of Directors at their meeting have appointed **N.V & Associates., Practicing Company Secretary** as the scrutinizer for e- voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e- voting in a fair and transparent manner.
- iii. Vote once cast by the member cannot be changed /altered.

σ The instructions for e-voting are as under:

In case of members receiving e-mail:

- i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website www.evotingindia.com.
- iii. Click on “Shareholders” tab to cast your votes.
- iv. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field.
- In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
- v. Now, select the Electronic Voting Sequence Number - “EVSN” along with “COMPANY NAME” from the drop down menu and click on “SUBMIT”.

- vi. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %&*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. Click on the relevant EVSN on which you choose to vote.
- viii. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- ix. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- x. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(A) In case of members receiving the physical copy of Notice of AGM:

Please follow all steps from sl. no. (ii) to sl. no. (xi) above, to cast vote.

(B) Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

☐ Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Share Transfer Department of the Company for consolidation into a single folio.

☐ Non-Resident Indian Members are requested to inform the Share Transfer Department of the Company of:

- (a) Change in Residential Status on return to India for permanent settlement.
- (b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with the Pin Code number.

☐ Duplicate attendance slip shall not be issued at the Annual General Meeting Venue. However the same shall be issued at the Registered Office of the Company up to two days preceding the day of AGM.

☐ In case of Joint holders attending the Meeting, only such Joint holder who is higher in the order of names will be entitled to vote.

☐ Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting of the Company.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4:

Mr. Babu Shaik is an Additional Director of your Company.

Pursuant to the applicable provisions of Section 161 of Companies Act, 2013 ('Act'), (Section 260 of Companies Act, 1956 ('Old Act'), Mr. Babu Shaik was appointed as an additional Director of your Company on 5th February, 2014. However, in accordance to the Act, his term as an Additional Director expires at the date of the ensuing Annual General Meeting.

A notice has been received proposing Mr. Babu Shaik's candidature for the office of director of the Company, in accordance to Section 160 of the Act.

Thus, considering the notice so received and Mr. Babu Shaik's caliber, the Board recommends his appointment as an Executive Director of the Company, liable to retire by rotation.

Accordingly, the Board recommends the resolution at Item no. 4, in relation to appointment of Mr. Babu Shaik as an Executive Director for the approval of the shareholders of the Company as an Ordinary Resolution.

Except Mr. Babu Shaik, who being an appointee, none of the Directors and/or Key Managerial Personnel of your Company or their relatives is concerned or interested in the above resolution.

Item no. 5

Mr. Srinivasalu Konduru is a Non-Executive Independent Director of your Company.

His period of office was liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, Under the Companies Act, 2013 ('Act'), Independent directors should not be liable to retire by rotation and be appointed for a fixed term. Thus, in terms of Section 149, 150, 152 and other applicable provisions of the Act, Mr. Srinivasalu Konduru being eligible, is proposed to be appointed as an Independent Director for a further continuous period of five years effective from 1st October, 2014.

In the opinion of the Board, Mr. Srinivasalu Konduru fulfills the conditions specified in the Act, and rules made thereunder for his appointment as an Independent Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Srinivasalu Konduru as an Independent Director of your company. Accordingly, the Board recommends the resolution at Item No. 5, in relation to appointment of Mr. Srinivasalu Konduru as an Independent Director for the approval of the shareholders of the Company as an Ordinary Resolution.

Except Mr. Srinivasalu Konduru, who being an appointee, none of the Directors and/or Key Managerial Personnel of your Company or their relatives is concerned or interested in the above Resolution.

Item no.6

Mr. Gopal Gillela is a Non-Executive Independent Director of your Company.

His period of office was liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, Under the Companies Act, 2013 ('Act'), Independent directors should not be liable to retire by rotation and be appointed for a fixed term. Thus, in terms of Section 149, 150, 152 and other applicable provisions of the Act, Mr. Gopal Gillela being eligible, is proposed to be appointed as an Independent Director for a further continuous period of five years effective from 1st October, 2014.

In the opinion of the Board, Mr. Gopal Gillela fulfills the conditions specified in the Act, and rules made there under for his appointment as an Independent Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gopal Gillela as an Independent Director of your Company. Accordingly, the Board recommends the resolution at Item No. 6 in relation to appointment of Mr. Gopal Gillela as an Independent Director for the approval of the shareholders of the Company as an Ordinary Resolution.

Except Mr. Gopal Gillela, who being an appointee, none of the Directors and/or Key Managerial Personnel of your Company or their relatives is concerned or interested in the above Resolution.

Item no.7

In compliance with the provision of Section 160 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received a notice proposing Ms. Radhika R's candidature for the office of director of the Company

Thus, the Board recommends her appointment as an Independent Director of your Company as she fulfills the conditions specified in the Companies Act, 2013, and rules made there under for appointment as an Independent Director of the Company.

The Board further proposes to appoint her for a tenure of five (5) years w.e.f 1st October, 2014.

The resolution at Item No. 7 shall be put before you, the shareholders of the Company, as an Ordinary Resolution at the ensuing Annual General meeting.

None of the Directors are in any way concerned or interested in the above referred resolution.

Annexure pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges
Particulars of Directors proposed to be appointed/re-appointed at the proposed Annual General Meeting.

Name of the Director / appointee	Mr. Babu Shaik	Mr. Srinivasulu Konduru	Mr. Jayasimha Reddy	Mr. Gopal Gillela	Ms. Radhika R
Date of Birth	07/07/1965	15/02/1972	05/04/1971	22/09/1960	27/09/1969
Date of Appointment	05/02/2014	23/03/2013	23/03/2013	23/03/2013	N.A.
Directorship in other companies	N.A	N.A	N.A	N.A	N.A
Experience	Experience in the field of Investment Banking	Experience in the field of Township Development	Experience in the field of Infrastructure.	Experience in the field of FMCG Retail.	Experience in the field of Banking & Healthcare.

By the Order of the Board
For **Swagruha Infrastructure Limited**
Sd/-
Nerogi Lakshmi Kalyani
CMD & Compliance Officer
DIN: 01669808

FOR MEMBERS' ATTENTION

This is with respect to the Notice of the Extra-Ordinary General Meeting (held on 12th March, 2014) issued to the Members of the Company, wherein certain information(s) as stated therein contained typographical errors.

The Company hereby requests its Members' to take a note of the following points:

1. Under Explanatory statement to ITEM NO. 3 – Point no. (ii)

The intention of the Promoters/Directors/Key Managerial was incorrectly stated as:

“Mrs. N. L. Kalyani, Promoter of the Company subscribes to 2,50,000 (Two Lakh Fifty Thousand Only) Convertible Equity Warrants in the proposed issue.

The Entire Pre-Preferential Allotment Shareholding of the Promoter, Mrs. N L Kalyani, shall be locked-in from the relevant date upto a period of Six months from the date of preferential allotment. (i.e. from the Relevant date to Six months after the Allotment of Shares).”

Whereas, it should be read as:

“Mrs. N. L. Kalyani, Promoter of the Company subscribes to 2,50,000 (Two Lakh Fifty Thousand Only) Convertible Equity Warrants in the proposed issue.

AND

M/s. Manasa Lifestyle Products Limited, the proposed Promoter of the Company subscribes to 8,90,324 (Eight Lakh Ninety Thousand Three Hundred Twenty Four Only) Convertible Equity Warrants in the proposed issue.

The Entire Pre-Preferential Allotment Shareholding of the Promoter, Mrs. N L Kalyani, shall be locked-in from the relevant date upto a period of Six months from the date of preferential allotment. (i.e. from the Relevant date to Six months after the Allotment of Shares).”