

SWAGRUHA INFRASTRUCTURE LIMITED



annual report 2014-15

CONTENTS

- **Corporate Information**
- **Notice**
- **Director's Report**
- **Annexure to the Director's Report**
- **Management Discussion and Analysis**
- **Corporate Governance Report**
- **Chief Financial Officer Certificate**
- **Auditors Certificate of Corporate Governance**
- **Independent Auditors Report**
- **Balance Sheet**
- **Statement of Profit and Loss**
- **Cash Flow Statement**
- **Notes to financial Statement**
- **Significant Accounting Policies**
- **Attendance Slip**
- **Proxy Form**

SWAGRUHA INFRASTRUCTURE LIMITED

21st ANNUAL REPORT 2014-15

CIN: L24134TG1994PLC017327

SCRIP CODE: 531909

SCRIP ID: SWAGRUHA

CORPORATE INFORMATION

❖ BOARD OF DIRECTORS

Mrs. Nerogi Lakshmi Kalyani	: Managing Director
Mr. Jayasimha Reddy	: Executive Director
Mr. Babu Sahebe Shaik	: Executive Director
Mr. Srinivasulu Konduru	: Non-Executive Independent Director
Mr. Gopal Gillela	: Non-Executive Independent Director
Ms. Radhika Ramachandraiah	: Non-Executive Independent Director

❖ STATUTORY AUDITOR

M/S. VERMA MEHTA & ASSOCIATES.

Firm Registration Number : 112118W

Address Of The Firm : 104, Creative Industries
Premises,

Sunder Nagar, Kalina,
Santacruz (E), Mumbai- 4000098.

Pan Details : AAAFV3722A

Membership No. : 114770

❖ REGISTERED OFFICE ADDRESS

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

❖ CORPORATE OFFICE ADDRESS

Rajghatta, Glat No. 124, 1st Main,
MLA Layout, R T Nagar,
Bangalore -560 032

❖ **BOARD COMMITTEES**

• **AUDIT COMMITTEE**

Mr. Gopal Gillela : Chairman

Mr. Srinivasulu Konduru : Member

Mrs. Nerogi Lakshmi Kalyani : Member

• **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Gopal Gillela : Chairman

Mr. Srinivasulu Konduru : Member

Ms. Radhika Ramachandraiah : Member

• **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. Gopal Gillela : Chairman

Mr. Srinivasulu Konduru : Member

Mrs. Nerogi Lakshmi Kalyani : Member

• **RISK MANAGEMENT COMMITTEE**

Mr. Gopal Gillela : Chairman

Mr. Srinivasulu Konduru : Member

Mrs. Nerogi Lakshmi Kalyani : Member

❖ **BANKER** : HDFC
BANK

❖ **LISTED AT**
Bombay Stock Exchange

❖ **CONTACT DETAILS**

E-mail id –
info@swagruhainfra.com
Website –
www.swagruhainfra.com

❖ **REGISTRAR AND SHARE TRANSFER AGENT**

VENTURE CAPITAL AND CORPORATE INVESTMENTS PRIVATE LIMITED

Address : 12-10-167, Bharat Nagar, Hyderabad-500018

Contact No. : 040-23818475, 23818476

Fax : 040-238680240

Email : info@vccipl.com

Website : www.vccipl.com

NOTICE OF ANNUAL GENERAL MEETING 2015

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of Swagruha Infrastructure Limited for the Financial Year 2014-2015 will be held at H. No 6-3-1216/47-B-Road No.3, Methodist Colony, Begumpet, Hyderabad-500016 on Wednesday, September 30, 2015 at 9.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :

- a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of those retiring by rotation:

To appoint a Director in place of **Mr. Babu Sahebe Shaik (DIN: 06716186)**, who retires by rotation and, being eligible, offers himself for re-appointment.

3. Ratification of the appointment of Statutory Auditors and fixing their remuneration:

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, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee and of the Board of Directors, the appointment of **M/s Verma Mehta & Associates**, Chartered Accountants (Firm Registration No. 112118W), as Statutory Auditors of the Company passed by the Members at the Annual General Meeting of the Company held on Tuesday, September 30, 2014, to hold office till the conclusion of Annual General Meeting of the Company to be held in the year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending 31st March, 2016, as may be determined by the Audit Committee.

SPECIAL BUSINESS:

4. Adoption of New Articles of Association of the Company:

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

“RESOLVED THAT pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to adopt the new set of Articles of Association, as set out in the draft and placed before the meeting for the purpose of identification, in substitution of the existing Articles of Association of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable that may arise in this regard.”

By order of the Board

For Swagruha Infrastructure Limited

Sd/-

N.L. Kalyani

CMD & Compliance Officer

DIN: 01669808

Hyderabad
September 5, 2015

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER..

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.

Members are requested to kindly refer to the explanatory statement pursuant to section 102(1) of the Companies Act, 2013; in respect of item no. 4 is annexed hereto. Applicable details relating to Directors pursuant to Clause 49 of the Listing Agreement are also annexed.

The Register of Members of the Company and the Share Transfer Books of the Company shall remain closed from **24th September, 2015 to 30th September, 2015** (both days inclusive).

Important notice for members:

For convenience of the members and for proper conduct of the Meeting, the members are required to deposit the Attendance Slip duly signed at the counter at entry place of the Meeting.

Consolidation of Folios:

The members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to **M/s. Venture Capital & Corporate Investments Private Limited** for consolidation of their shareholding into a single folio.

Change in address:

Members are requested to notify immediately any change in their address:

 If the shares held in physical form to:

The company at its Registered Office at:

H.NO.6-3-1216/47/B, PLOT.NO 47-B, ROAD NO.3,

Methodist Colony, Begumpet,

Hyderabad – 500016.

OR

The Registrar and Share Transfer Agents of the Company at the following address:

12-10-167, Bharat Nagar

Hyderabad, 500018.

- If the shares held in demat form to: The respective Depository Participant (DP).
Members holding shares in physical form are requested to convert their holding into dematerialized mode to avoid loss of shares and fraudulent transactions.

Green Initiative:

Members holding shares in dematerialized form are requested to register their email address with their DP and members holding shares in physical form are requested to register their e-mail addresses with the Company or with the Registrar and Share Transfer Agents viz **M/s. Venture Capital & Corporate Investments Private Limited** by sending duly signed request.

All the members are being sent physical copy of (i) Annual Report 2014-15 by permitted mode and (ii) the Notice of Annual General Meeting (AGM), Instruction for remote e-voting, Attendance Slip and Proxy Form by Registered Post/Speed Post. In addition, soft copy of the Annual Report (including the Notice of AGM, Instruction for remote e-voting, Attendance Slip and Proxy Form) is being sent by e-mail to those Members who have registered e-mail address for communication with the Company/Depository Participant(s).

Securities and Exchange Board of India (SEBI) has, vide circular ref. no MRD/DoP/Cir-05/2007 dated April 27, 2007 made the submission of a copy of PAN card of transferee, mandatory for transfer of shares held in physical form.

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.

Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015 (Amended Rule, 2015) and clause 35B of the Listing Agreement entered into with the Stock Exchange, the Company is pleased to provide the e-voting facility for voting on the resolutions proposed to be passed at the Annual General Meeting of the members.

This Notice contains a set of instructions for voting through electronic means as per the Amended Rules 2015.

Hyderabad
September 5, 2015

By order of the Board
For Swagruha Infrastructure Limited
Sd/-
N.L. Kalyani
CMD & Compliance Officer
DIN: 01669808

Annexure to the Notice – Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No.4

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956, from time to time, over the past several years.

Substantive changes made through the Companies Act, 2013 require substantive changes in the existing Articles of Association (“AOA”) of the Company. Further, the references to the specific sections of the Companies Act, 1956 in the existing Articles of Association, being no longer in conformity with the Companies Act, 2013, also require changes.

Pursuant to Section 14 of the Act, amendment of AOA of the Company would require approval of the shareholders by way of Special Resolution. Accordingly, the Company proposes to approve and adopt a new set of Articles of Association prepared after taking into account all the provisions of the Companies Act, 2013 and Rules made thereunder.

A copy of the existing Articles of Association and the proposed new set of Articles of Association of the Company is available for inspection at the registered office of the Company during the business hours on any working day excluding public holidays, Saturdays, up to and including the day of this Meeting.

Memorandum of Interest

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Special resolution set out at Item No. 4.

INSTRUCTIONS

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL).

2. These details and instructions forms an integral part of the Notice dated 5th September, 2015 for the Annual General Meeting to be held on Wednesday, 30th September, 2015.

3. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

4. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

5. The remote e-voting facility will be available during the following period:

E-voting shall commence from 27th September, 2015 9.00 a.m. till 29th September, 2015 till 5.00 p.m.

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

1. The process and manner for remote e-voting are as under:

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com during the voting period.
- ii. Click on "Shareholders" Tab
- iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.