

SWAGRUHA INFRASTRUCTURE LIMITED



ANNUAL REPORT 2015-2016



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SWAGRUHA INFRASTRUCTURE LIMITED

22nd ANNUAL REPORT

2015-2016

CIN: L24134TG1994PLC017327

SCRIP CODE: 531909

SCRIP ID: SWAGRUHA

CORPORATE INFORMATION

BOARD OF DIRECTORS

✿ Mrs. Nerogi Lakshmi Kalyani	: Managing Director (DIN 01669808)
✿ Mr. Jayasimha Reddy	: Executive Director (DIN 06490738)
✿ Mr. Babu Sahebe Shaik	: Executive Director cum CFO (DIN 06716186)
✿ Mr. Srinivasulu Konduru	: Non-Executive Independent Director (DIN : 06489376)
✿ Mr. Gopal Gillela	: Non-Executive Independent Director (DIN: 06369221)
✿ Mr. Mathew Oommen	: Non-Executive Independent Director (DIN: 01940161)

REGISTERED OFFICE

H. No. 6-3-1216/47/B, Plot No. 47B,
Road No. 3, Methodist Colony,
Begumpet Hyderabad - 500 016

CORPORATE OFFICE

175/2, 1st & 2nd Floor,
Raghavendra Nagar, Kaveri Road,
9th cross, Dr. Rajkumar Road,
Mysore – 570019

STATUTORY AUDITORS

M/s. Verma Mehta & Associates
104, Creative Industries
Premises, Sunder Nagar, Kalina,
Santacruz (E), Mumbai- 4000098.

SECRETARIAL AUDITOR

S.S. Reddy & Associates
Practicing Company Secretaries
Plot No.6-3-354/13, A1, Suryateja Apartments,
Hindi Nagar, Panjagutta, Hyderabad-500034.

INTERNAL AUDITOR

M/s. Tejas Nadkarni & Associates
Chartered Accountants
Mumbai.

BANKERS

HDFC Bank, RT Nagar Branch
IDBI Bank, RT Nagar Branch



AUDIT COMMITTEE:

Mr. Gopal Gillela	:	Chairman
Mr. Srinivasulu Konduru	:	Member
Mrs. Nerogi Lakshmi Kalyani	:	Member

NOMINATION & REMUNERATION COMMITTEE:

Mr. Gopal Gillela	:	Chairman
Mr. Srinivasulu Konduru	:	Member
Mr. Mathew Oommen	:	Member

STAKEHOLDER 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

REGISTRAR & SHARE TRANSFER AGENTS

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@vccip.com | Website : www.vccipl.com

LISTED AT	:	BSE Limited
ISIN	:	INE587J01027
WEBSITE	:	www.swagruhainfra.com
E-MAIL ID	:	info@swagruhainfra.com



NOTICE OF ANNUAL GENERAL MEETING 2016

Notice is hereby given that the 22nd Annual General Meeting of the Shareholders of M/s. Swagruha Infrastructure Limited will be held on Friday, 30th day of September, 2016 at 09:00 A.M. at the Registered Office of the Company at H. No. 6-3-1216/47/B, Plot No. 47B, Road No. 3, Methodist Colony, Begumpet Hyderabad - 500 016, Telangana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Jayasimha Reddy (DIN: 06490738) who retires by rotation and being eligible, offer himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution of appointment of Statutory Auditors of the Company in place of existing statutory auditor:

“RESOLVED THAT pursuant to the provisions of Sections 139 & 142 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other rules framed there under, as amended from time to time, the appointment of M/s. M.M.Reddy & Co, Chartered Accountants as Statutory Auditors of the Company in place of M/s. Verma Mehta & Associates., Chartered Accountants (Firm Registration No. 112118W) Hyderabad as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General meeting”.

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 of the Companies Act, 2013 and rules made there under, Mr. Mathew Oommen (holding DIN 01940161), who was appointed as ‘Additional Director’ in the Board of the Company on 06.11.2015 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company , and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Mathew Oommen as a candidate for the office of a Director of the Company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company , not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from the date of his appointment as Additional Director i.e. 06.11.2015 up to the conclusion of Annual General Meeting (AGM) to be held in the calendar year 2021 or 05.11.2020, whichever is earlier”.

“RESOLVED FURTHER THAT Mrs. N L Kalyani, Managing Director is authorized to take necessary action in this regard including filing of necessary forms with Registrar of Companies, Hyderabad.”

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



“RESOLVED THAT pursuant to provisions of Section 5 read with Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the new draft Articles as contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Hyderabad
Date: 30.08.2016

Sd/-
N.L. Kalyani
Chairman & Managing Director
(DIN: 01669808)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Registered office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2016 to 30.09.2016 (Both days Inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Venture Capital and Corporate Investments Private Limited)
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.

Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Venture Capital and Corporate Investments Private Limited, Share Transfer Agents of the Company for their doing the needful.

11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the Annual Report for 2015-2016 is being sent to all the members whose Email-IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-2016 is being sent in the permitted mode.
15. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015-2016 will also be available on the Company's website www.swagruhainfra.com in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id info@swagruhainfra.com.
16. Voting through electronic means
Pursuant to Section 108 of the Companies Act, 2013 & pursuant to regulation 44 of SEBI (LODR) regulations, 2015, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23.09.2016, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 09.00 a.m. on 27.09.2016 and will end at 05.00 p.m. on 29.09.2016. The Company has appointed Mr. S. Sarveswar Reddy, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.



The instructions for e-voting are as under:

- (A) In case of members receiving e-mail:
- (i) The voting period begins on 27.09.2016 at 9.00 a.m. and ends on 29.09.2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">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 sequence number in the PAN field.In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company 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. 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN “Swagruha Infrastructure Limited.”
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.