

An aerial night photograph of a dense urban skyline, likely New York City. The Chrysler Building is the central focus, its Art Deco architecture and iconic spire highlighted with a bright blue glow. Surrounding it are numerous other skyscrapers, their windows and architectural details illuminated by warm yellow and orange city lights. The streets below are visible, with traffic lights and vehicle lights adding to the vibrant urban scene.

SWAGRUHA INFRASTRUCTURE LIMITED

ANNUAL REPORT 2018-2019



SWAGRUHA INFRASTRUCTURE LIMITED

25th

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CORPORATE INFORMATION

BOARD OF DIRECTORS

✿ Mr. Jayasimha Reddy	: Executive Director (DIN 06490738)
✿ Mr. Babu Sahebe Shaik*	: Executive Director (DIN 06716186)
✿ Mr. Gopal Gillela*	: Non-Executive Independent Director (DIN: 06369221)
✿ Mr. Mathew Oommen	: Non-Executive Independent Director (DIN: 01940161)
✿ Mr. M. Sridhar	: Non-Executive Independent Director (DIN: 07911295)
✿ Mr. Chitmi Srinivasa Reddy**	: Additional Director (DIN: 02731285)
✿ Mrs. Taarika Abhishek Raj**	: Additional Director (DIN: 05160143)

* Resigned W.e.f 24.05.2019

**Appointed W.e.f 24.05.2019

COMPANY SECRETARY: Mrs. Priyanka Ahuja*

* Appointed w.e.f 10.05.2019

CHIEF FINANCIAL OFFICER: Mr. Babu Sahebe Shaik*

*Resigned w.e.f 24th May 2019

REGISTERED OFFICE

362, 2nd Floor, 11th cross,
4th Main, 2nd Block
RT Nagar Bengaluru, KA-560032

STATUTORY AUDITORS

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

INTERNAL AUDITOR

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

BANKERS

IDBI Bank, RT Nagar Branch

SECRETARIAL AUDITOR

MS, AAKANKSHA,
Practicing Company Secretaries
Plot No. 8-2-603/23/3 & 8-2-603/23, 15,
2nd Floor, HSR Summit,
Banjara Hills, Road No. 10,
Beside No. 1 News Channel office,
Hyderabad - 500034



AUDIT COMMITTEE:

Mr. Chitmi Srinivasa Reddy	:	Chairman
Mr. Mathew Oommen	:	Member
Mr. M. Sridhar	:	Member

NOMINATION & REMUNERATION COMMITTEE:

Mr. Chitmi Srinivasa	:	Chairman
Mrs. Taarika Abhishek Raj	:	Member
Mr. Mathew Oommen	:	Member

STAKEHOLDER RELATIONSHIP COMMITTEE:

Mr. Gopal Gillela	:	Chairman
Mr. Mathew Oommen	:	Member
Mr. M. Sridhar	:	Member

RISK MANAGEMENT COMMITTEE:

Mr. Gopal Gillela	:	Chairman
Mr. Mathew Oommen	:	Member
Mr. M. Sridhar	:	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

CORPORATE IDENTITY NUMBER	:	L24134KA1994PLC103470
LISTED AT	:	BSE Limited
ISIN	:	INE587J01027
WEBSITE	:	www.swagruha.co.in
E-MAIL ID	:	info@swagruhainfra.com



NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Shareholders of Swagruha Infrastructure Limited will be held on Saturday, the 30th day of November, 2019 at 9.30 A.M. at the Registered Office of the Company at H. No. 362, 2nd Floor, 11th cross, 4th Main, 2nd Block (near BDA Shopping Complex), RT Nagar, Bengaluru-560032 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, 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. M. Jayasimha Reddy (DIN: 06490738) who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. MSridhar (DIN: 07911295) as an Independent Director of the Company
To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), Consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. M. Sridhar (DIN: 07911295) whose current period of office expires on 28th August, 2020 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the LODR Regulations, as amended from time to time, and who is eligible for re-appointment for a second term as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company w.e.f. 28th August, 2020 to 27th August, 2025.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

4. Appointment of Mr. Chitmi Srinivasa Reddy as Independent Director of the Company:
To consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and rules made thereunder, Mr. Chitmi Srinivasa Reddy, (holding DIN 02731285) who was appointed as additional director by the Board of Directors in the meeting held on 24th May 2019 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 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. Chitmi Srinivasa Reddy as a candidate for the office of a director of the company who meets 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 up to 24th May 2024.

5. Appointment of Mrs. Taarika Abhishek Raj as Independent Director of the Company:

To consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and rules made thereunder, Mrs. Taarika Abhishek Raj, (holding DIN-05160143) who was appointed as additional director by the Board of Directors in the meeting held on 24th May 2019 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 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 Mrs. Taarika Abhishek Raj as a candidate for the office of a director of the company who meets 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 up to 24th May 2024.

6. Change of Name of the Company and Subsequent Alteration of Memorandum of Association & Articles of Association of the Company:

To consider and, if thought fit, to pass the following resolution with or without modifications as a Special Resolution:

“RESOLVED THAT pursuant to Section 13 and other applicable provisions of Companies Act, 2013, if any, along with rules made thereunder and subject to the availability of Name to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary; the Consent of the Members be and is hereby accorded to the Board of Directors for changing the Name of the Company from SWAGRUHA INFRASTRUCTURE LIMITED to BAHRI AND CORBEL HOSPITALITY LIMITED or such other name as may be approved by the Central Government (power delegated to Registrar of Companies) in this behalf.

“RESOLVED FURTHER THAT Clause I in the Memorandum of Association be and is hereby altered by substituting the same with the following:-

THE NAME OF THE COMPANY IS BAHRI AND CORBEL HOSPITALITY LIMITED

“RESOLVED FURTHER THAT pursuant to Section 14 of the Companies Act, 2013, the Articles of Association be altered in the following manner:- The Name of the Company be and is hereby changed from SWAGRUHA INFRASTRUCTURE LIMITED to BAHRI AND CORBEL HOSPITALITY LIMITED in the Articles of Association.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. Alteration of the Main Objects of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution with or without modifications as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the following alterations in the existing Object Clause of the Memorandum of Association (“the MOA”) by substituting/replacing sub-clauses 2,3, & 4 and inserting new sub-clause 5 which shall read as under:

- (i) The existing heading of Clause III (A) be substituted by the new heading “The main objects to be pursued by the Company upon its incorporation are:”
2. To purchase, acquire, take on lease, or in exchange or in any other lawful manner any area, lands, buildings, structures and other immovable properties or any interest therein and to develop, construct, sell, lease, dispose of or maintain the same and carry on all or any of the functions for the promotion and development of flats, apartments, dwelling houses, shops, offices, clubs, residential layouts, industrial parks, hotels, restaurants, resorts and hold, lease or sell the same to intending users and purchasers.
3. To construct buildings, hotels, resorts, time share, golf course, convention centre, villas, flats, apartments, rooms, houses, Commercial complexes, warehouses, Industries and industrial sheds and to manage or let out the same or any part thereof for any period whether belonging to the company or not at such rent and on such terms and conditions as the company shall think fit, proper and convenient and to collect rents and income, water, electricity, maintenance and other charges from the tenants, occupiers, and others and to equip the same or any part thereof with all or any amenities or conveniences, garages, recreation facilities and other amenities from time to time as and when the company shall consider desirable or to arrange such management, letting and advantages as aforesaid by employing any person, firm, company, to carry out and furnish the same on such terms and conditions as the company thinks fit, proper and expedient.
4. To carry on the business of hospitality & hospitality services, restaurants and/or chain of restaurants, real estate consultants, advisors, surveyors and to render and provide consultancy services and assistance including project management services, construction, formation of layouts, land scaping, design, legal and financial matters, rentals, lease and for the purpose to advertise and to carry our surveys, prepare reports, plans, certificates or arrange to procure capital, finance, land, building, machinery and to represent the clients to various Government, Local, Municipal Authorities, Bank, Financial Institutions and such other Authorities and obtain clearances, licenses, permission, grants and orders from them.
5. To carry on the business of restaurants, motels, fast food centres, caterers, cafeteria, canteens, bakery, wellness Ayurveda clinics, studio, service providers and hotels providing various services, cuisines, foods, beverages and other eating materials of various kinds by and provide consultancy, import, export, buy, sell, market or otherwise deal in all types of services, material ingredients,



food items, machinery, equipments, preserves and all such related services and goods in the business as referred into and to enter into agreement, take over, merge, enter into joint venture in India or abroad, to take franchise and to give the same to other persons doing business in the fields mentioned in the main objects.

“RESOLVED FURTHER that to adopt the new Memorandum of Association of the Company as per the Table A of the Schedule I of the Companies Act, 2013 and subsequent to this alteration of Memorandum of Association as per the Companies Act, 2013 the existing sub-clauses “Sub Clause (B) of Clause III and “Sub-Clause (C) of Clause III” be merged in a single Sub-Clause, “Sub-Clause (B) of Clause III” and consequently changing the object numbering as may be appropriate.”

“RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) – The main objects to be pursued by the Company are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

“RESOLVED FURTHER THAT the Board of Directors of the Company (“hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Bengaluru
Date: 5.11.2019

Sd/-
Jayasimha Reddy
Managing Director
(DIN: 06490738)



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 24.11.2019 to 30.11.2019 (Both days Inclusive).
4. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. 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.
7. 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.
8. 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.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) and Aadhar Number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN and Aadhar Number details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form should submit their PAN and Aadhar Number details to the Company/ Registrar and Share Transfer Agents (M/s. Venture Capital and Corporate Investments Private Limited)
10. 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.
11. 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.

12. 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.
13. 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.
14. 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.
15. Electronic copy of the Annual Report for 2018-2019 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 2018-2019 is being sent in the permitted mode.
16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website www.swagruha.co.in 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.
17. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise SEBI has decided that securities of the listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form 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 23.11.2019, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 09.00 a.m. on 27.11.2019 and will end at 05.00 p.m. on 29.11.2019. 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.