Form A as per Clause 31(a) of the Listing Agreement for the Financial Year ended 31st March, 2015:

1.	Name Of The Company:	Swagruha Infrastructure Limited
2.	Annual Financial Statements For The Year Ended	31st March, 2015
3.	Type Of Audit Of Observation:	Un-Qualified
4.	Frequency Of Observation:	There has been no observation.
5.	To Be Signed By- • Managing Director	S. J. Kalyani Nerogi Lakshmi Kalyani CMD & Compliance Officer DIN: 01669808
	• CFO	Babu Shaik Director DIN: 06716186
	Auditor of The Company	M/s Verma Mehta & Associates Chartered Accountants Firm Reg. No.:112118W Mrugen Shah Partner Membership No.:114770
	Audit Committee Chairman	Gopal Gillela Director DIN: 06369221





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

STATUTORYAUDITOR

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 Investements 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 Depositary 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 email 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 evoting 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.

By order of the Board

For Swagruha Infrastructure Limited Sd/-N.L. Kalyani

CMD & Compliance Officer

DIN: 01669808

Hyderabad September 5, 2015



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.



- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 Suresh Kumar with folio number 1 then enter SU000000001 in the PAN field.
Date of Birth	Enter the Date of Birth as recorded in your demat account or in the
OR	company records for the said demat account or folio in dd/mm/yyyy
Date Of Incorporation	format.
OR	OR Enter the Bank Assount Number as recorded in your demat assount
Bank Account Details	Enter the Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio. Please enter any other details in order to login. In case both the details are not recorded with the Depository or Company, please enter the number of shares held by you as on cut-off date in the Bank Account Number field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.



- x. Click on the EVSN for the relevant Swagruha Infrastructure Limited on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and 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 they have to create 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 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.
- xviii. 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.



- 9. A copy of the Notice has been placed on the website of the Company and website of CDSL.
- 10. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of 23rd September, 2015.
- 11. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com or contact CDSL at toll free no.: 1800-200-5533.
- 12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper. A person who is not a member (not holding shares of the Company) as on the aforesaid cut-off date should treat this Notice for information purposes only.
- 13. The Company has appointed, Mr. Bimlendu Kumar, Practicing Company Secretary, as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- 14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 15. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.



16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed.

By order of the Board

For Swagruha Infrastructure Limited Sd/-

N.L. Kalyani

CMD & Compliance Officer

DIN: 01669808

Hyderabad September 5, 2015

Applicable details of Directors in terms of Clause 49 of the Listing Agreement

Particulars of Directors proposed to be re-appointed at the proposed Annual General Meeting

Name of the Director	Mr. Babu Sahebe Shaik
Date of Birth	15.08.1968
Date of Appointment	5 th February, 2014
Expertise in Specific Functional Areas	Business Strategy and PlanningLeadership DevelopmentGeneral Management
Companies other than Swagruha	NIL
Infrastructure Limited in which he/she	
holds Directorships and committee	
memberships	
Shareholding in the Company	NIL
Relationship with other Directors	NONE
Terms of Appointment	Liable to retire by rotation



DIRECTORS' REPORT

To

The Members,

The Directors of your Company are pleased to present the 21st Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015.

1. Financial Highlights:

The working results of the Company for the year under report are as under:-

	2014-2015	2013-2014
Income	2,788,963	2,051,486
Expenditure	1,885,832	1,173,789
Profit before Tax	903,131	877,697
Tax	300,000	300,000
Profit after Tax	603,131	577 , 697
Balance brought forward from previous year	(62,167,660)	(62,745,357)
Balance carried to Balance Sheet	(61,564,529)	(62,167,660)
Basic Earnings Per Share	0.00	0.01
(Face Value of Re. 1 per share)		

2. Performance:

Your Directors wish to report that your Company has achieved the turnover of Rs. 2,788,963 for the year ended March 31, 2015 as against Rs. 2,051,486 for financial year 2013-2014. Similarly for the FY 14-15, Profit before Tax (PBT) stood at Rs. 903,131 and Net Profit (Profit After Tax) at Rs. 603,131 as against PBT of Rs.877,697 and PAT of Rs.577,697 for the previous financial year.

3. Dividend:

In order to conserve resources, the Board of Directors of your Company express their inability to recommend any dividend for the Financial Year 2014-15.

4. Management Discussion and Analysis Report:

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.



5. Subsidiary, Joint Ventures and Associate Companies:

As on 31st March, 2015, your Company has no subsidiary company. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013. Further the company has not entered into Joint Ventures with any company, details of which are mentioned in "Annexure V" in prescribed Form AOC 1.

6. Director's Responsibility Statement:

In terms of the provisions of Section 134 (5) of the Companies Act, 2013, your Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- the Directors have selected such accounting policies and applied consistently and made
 judgments and estimates that are reasonable and prudent so as to give a true and fair
 view of the state of affairs of the Company as at March 31,2015 and of the profit and loss
 of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a "going concern basis";
- the Directors have laid down internal financial controls to be followed by the Company and that such controls are adequate and are operating effectively; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

7. Corporate Governance:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements as stipulated by Securities and Exchange Board of India (SEBI).

The report on Corporate Governance as per the requirement of the Listing Agreement forms an integral part of this Annual Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.



8. Transfer to Reserves:

During the year under review the company has not transferred any amount to reserves.

9. Share Capital

Authorized Share Capital:

The Authorized Share Capital of the Company presently is 25, 00, 00, 000 (Twenty Five Crore only) divided into 25, 00, 00, 000 (Twenty Five Crore shares) at the Face Value (F.V.) of Re. 1 /- each. The Company Share price was Rs. 10/- which was later on sub divided into Rs 1/- in the meeting of 12th March, 2014.

♣ Paid-up Share Capital:

The Issued, Subscribed and Paid up Capital of the Company is Rs. 6, 85, 48,000 (Six Crore Eighty Five Lakhs Forty Eight Thousand only) divide into 6, 85, 48, 000 shares of Re. 1/- each.

10. Capital Raising/ Preferential Allotment Of Warrants Converting To Equivalent Number Of Equity Shares And Utilization Of Proceeds Received From Preferential Allotment:

Preferential Issue of Warrants:

- In order to generate long term resources for implementing future growth plans, to augment the capital base, meet working capital requirements and to make strategic investments and to enable the Company to raise additional borrowing in case of requirement, during the year under review, the Company had issued and allotted warrants convertible into equal number of equity shares of Rs.10/— each on preferential basis to the promoters and non promoters, at the issue price calculated under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, on preferential basis duly approved by Shareholders and the Board of Directors of the Company.
- On May 07, 2014, the Company issued and allotted 25, 00, 000 Warrants convertible into equal number of equity shares of Rs. 10/— each at a premium of Rs. 90/— each, aggregating to Rs. 25,00,00,000/— to the promoters and non—promoters on preferential basis [in accordance with the Regulations for Preferential Issue contained in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009]. The warrants shall be converted into Equity Shares, in one or more trenches, within 18 months from the date of their allotment

11. Related Party Transactions:

During the year, the Company has not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.



None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in "Annexure IV" in Form AOC-2 and the same forms part of this report.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at www.swagruhainfra.com.

12. Risk Management:

The Company has put in place a mechanism to identify, assess, monitor and mitigate various risks associated with the business. Major risks identified are systematically discussed at the meeting of the Audit Committee and Board of Directors of the Company. In line with the new regulatory requirement, the Company has framed the Risk Management policy to identify and assess the key risk areas, monitor and report compliance and effectiveness of the policies and procedures.

13. Internal Control Systems and their Adequacy:

The Company has Internal Control Systems, commensurate with the size, scale and complexity of its operations. Significant observations and corrective actions thereon are presented to the Audit Committee from time to time.

14. Directors:

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Babu Shaik, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered himself for re—appointment.

15. Key Managerial Personnel:

During the year under review, Mrs. Nerogi Lakshmi Kalyani, Managing Director and Mr. Babu Shaik, Chief Financial Officer (appointed w.e.f. 14th November, 2014) were designated as Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013.

16. Declaration by the Independent Directors:

The Company has received declarations under Section 149(7) of the Companies Act, 2013 from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.



17. Performance Evaluation:

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the Directors, the Board as a whole and it various committees was conducted based on the criteria and framework adopted by the Board.

The Nomination and Remuneration Policy is annexed herewith as "Annexure VI".

18. Familiarization of Independent Directors:

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at www.swagruhainfra.com.

19. Auditors and Auditor's Report:

Statutory Auditors:

M/s Verma Mehta & Associates, Chartered Accountants were appointed as Statutory Auditors at the 20thAnnual General Meeting of the Company, for a term of five (5) consecutive financial years and they shall hold office till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2019, subject to ratification by the Shareholders at every Annual General Meeting. They have confirmed their eligibility to the effect that their re–appointment, if made, would be within the prescribed limits under the Companies Act, 2013 and that they are not disqualified for re–appointment.

Auditor's Report:

The Auditors Report to the Members on the Accounts of the Company for the financial year ended March 31, 2015 does not contain any qualification, reservation or adverse remark.

Internal Auditor:

The Company has appointed M/s Tejas Nadkarni & Associates as the Internal Auditor, qualified Chartered Accountants, Mumbai, who are responsible for conducting internal audit of the head office functions and reports directly to the Audit Committee of the Board.



Secretarial Auditors:

The Board has appointed Mr. Bimlendu Kumar, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2014-2015. The Secretarial Audit Report for the financial year ended 31st March, 2015 is annexed herewith as **"Annexure III"** to this Report.

20. Particulars of Loans, Guarantees and Investments:

During the year under review the Company has not taken any Loans, provided Guarantees nor made any Investments.

21. Committees of the Board:

The Board of Directors of your Company had already constituted various Committees in compliance with the provisions of the Companies Act, 2013/Listing Agreement viz. Audit Committee, Nomination and Remuneration committee, Stakeholders Relationship Committee.

During the year under review, in compliance with the provisions of Clause 49 of the Listing Agreement, the Board had also constituted the Risk Management Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference/role of the Committees are taken on record by the Board of Directors.

Details of the role and composition of Committees, including the number of meetings held during the financial year and attendance at meetings, are provided in the Corporate Governance Section of the Annual Report.

22. Meetings of Board of Directors:

The Board met six (6) times during the Financial Year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the two Board Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

23. Public deposits:

Your Company has not accepted any deposits from the public, or its employees during the year under review.

24. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The information relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required to be disclosed under the Companies (Accounts) Rules, 2014, is given in "Annexure I" forming part of this Report.



25. Extract of Annual Return:

Extract of Annual Return of the Company for the Financial Year ended 31st March, 2015 in Form No. MGT-9 is annexed herewith as "Annexure II" to this Report.

26. Particulars of Employees and other Additional Information:

During the year ended March 31, 2015, no employee is drawing remuneration in excess of the amount prescribed under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

27. Transfer of amount to Investor Education & Protection Fund (IEPF):

During the period under review your company has not transferred any amounts to Investor Education & Protection Fund.

28. Industrial relations:

The industrial relations continued to be generally peaceful and cordial during the year.

29. Corporate Social Responsibility (CSR):

The conditions prescribed in the section 135 of the Companies Act, 2013, requiring a Company to constitute a Corporate Social Responsibility Committee are not applicable to the Company. The Board of Directors periodically reviews the applicability of CSR rules to the Company.

30. Significant and material Orders passed by the Regulators/Courts, if any:

There are no significant material orders passed by the Regulators /Courts which would impact the going concern status of your Company and its future operations.

31. Acknowledgements:

Your Directors would like to acknowledge and express sincere appreciation from all stakeholders which inter alia includes Banks, Financial Institutions, Government Authorities, Customers, Vendors and members.

Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

By order of the Board

For Swagruha Infrastructure Limited

Sd/-

N.L. Kalyani

CMD & Compliance Officer

DIN: 01669808

Hyderabad September 5, 2015



Annexure to the Board's Report

Annexure-I

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo pursuant to provisions of section 134 of The Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY:

1. the steps taken or impact on conservation of energy	N.A
2. the steps taken by the company for utilizing alternate sources of energy	N.A
3. the capital investment on energy conservation equipments	N.A

B. TECHNOLOGY ABSORPTION:

Your Company is committed to adopt new technologies which are cost-effective and enhances efficiency, safety, environment, employee and customer satisfaction and quality of our products and services.

1.	the efforts made towards technology absorption	Nil
2.	the benefits derived like product improvement, cost reduction, product development or import substitution	Nil
3.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
a)	the details of technology imported	
b)	the year of import;	Nil
c)	whether the technology been fully absorbed	
d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
4.	the expenditure incurred on Research and Development	Nil



C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars	2014-15	2013-14		
Foreign Exchange Earnings	NIL	NIL		
Foreign Exchange Outgo	NIL	NIL		

By order of the Board

For Swagruha Infrastructure Limited

Sd/-

N.L. Kalyani

CMD & Compliance Officer

DIN: 01669808

Hyderabad September 5, 2015



Annexure II

Extract of Annual Return

As on the financial year ended March 31, 2015 [Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT- 9

I. REGISTRATION AND OTHER DETAILS:

CIN	L24134TG1994PLC017327
REGISTRATION DATE	April 07, 1994
NAME OF THE COMPANY	Swagruha Infrastructure Limited
CATEGORY/SUB-CATEGORY	Company limited by shares
	/Indian Non-Government Company
ADDRESS OF THE REGISTERED OFFICE	H.NO.6-3-1216/47/B, Plot No. 47-B, Road No.3,
AND CONTACT DETAILS	Methodist Colony, Begumpet, Hyderabad-
	500016.
WHETHER LISTED	Yes
NAME, ADDRESS AND CONTACT	Venture Capital & Corporate Investments Pvt. Ltd.
DETAILS OF THE REGISTRAR AND SHARE	12-10-167, Bharat Nagar, Hyderabad, Andhra
TRANSFER AGENT	Pradesh, 500018.
	Phone: 040-23818475, 23818476
	Email: info@vccipl.com; info@vccilindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr.	Name and description of	NIC code of the	% to the total turnover of the
No.	main Product/Services	Product/Service	Company
1.	Construction Services	41001	73.06%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sr.	Name and Address of	CIN/GLN	Holding /	%	of	Applica				
No.	the Company		Subsidiary	sha	res	ble				
			1	hel	d	Section				
			Associate							
	Your Company has no Holding, Subsidiary and Associate Companies									



IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category wise shareholding:

Category of Shareholders		No. of Shares held at the beginning of the year[As on 31-March-2014]			No. of Shares held at the end of the year[As on 31-March-2015]				% Chang
	Demat	Physic al	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	e during the year
A. Promoters									
(1) Indian a) Individual/ HUF	3126400	-	3126400	45.61	3126400 0	0	3126400 0	45.61	0
b) Central Govtc) State	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0
Govt(s) d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI f) Any other	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0
Total shareholding of Promoter	3126400	-	3126400	45.61	3126400 0	0	3126400 0	45.61	0
(A) B. Public Shareholding									
 Institutions Mutual Funds 	0	0	0	0	0	0 0	0 0	0 0	0
b) Banks / FI c) Central Govt	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0 14800	0	0 14800	0.02	0 0.02
g) FIIs h) Foreign	0	0	0	0	0	0	0	0.02	0.02
Venture Capital Funds i) Others	0	0	0	0	0	0	0	0	0
(specify) Sub-total (B)(1):-	0	0	0	0	14800	0	14800	0.02	0.02



2. Non-									
Institutions									
a) Bodies Corp.	307701	0	307701	4.49	5098994	0	5098994	7.44	2.95
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individuals	U	U	U	U	U	U	U	U	U
shareholders									
holding nominal share	47240	14500	61740	0.90	521277	73000	594277	0.87	-0.03
capital upto									
Rs. 1 lakh									
ii) Individual									
shareholders									
holding		07070			2440074		2040274		
noiding nominal share	2351795	97970	3331495	48.60	2119974	9294000	3049374	44.49	-4.11
capital in		0			4		4		-4.11
excess of Rs 1									
lakh									
c) Others	0	0	0	0	0	0	0	0	0
(specify)	U	U	U	U	U	U	U	U	U
Non Resident	0	0	0	0	0	0	0	0	0
Indians	U	U	U	U	U	U	U	U	U
Overseas	0	0	0	0	0	0	0	0	0
Corporate	U	U	U	U	U	U	U	U	U
Bodies									
Foreign	0	0	0	0	0	0	0	0	0
Nationals	U	U	U	U	U	U	U	U	U
Clearing	23464		23464	0.34	162417	0	162417	0.24	-0.10
Members	25404	_	23404	0.54	102417	O	102417	0.24	0.10
Trusts						0			0
	4000		4000	0.06	919786	0	919786	1.34	1.28
NRI's		-							
Sub-total	2734200	99420	3728400	54.39	2790220	9367000	3726920	54.37	-0.02
(B)(2):-	2734200	0	2720400	E 4 20	0	0267000	0	E4 20	0
Total Public	2734200	99420	3728400	54.39	2791700 0	9367000	3728400	54.39	U
Shareholding		0			U		0		
(B)=(B)(1)+ (B)(2)		U							
C. Shares held	0	0	0	0	0	0	0	0	0
by Custodian	U	U	U	U	U	U	U	U	U
for GDRs &									
ADRs									
Grand Total	5860600	99420	6854800	100	5918100	9367000	6854800	100	0
(A+B+C)	3800000	99420	0634600	100	9318100	220/000	0	100	U
(ATDTC)		U			U		U		



B. Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in
		No. of	% of	%of Shares	No. of	% of total	%of Shares	sharehold
		Shares	total	Pledged /	Shares	Shares of	Pledged /	ing during
			Shares of	encumbered		the	encumbered	the year
			the company	to total shares		company	to total shares	
1	N.L. Kalyani	3126400	45.61	0	31264000	45.61	0	0
_	IV.L. Kaiyaiii	3120400	45.01	U	31204000	43.01	U	U

C. Change in Promoter's Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Sharehold	ing at the of the year	Shareholding at the end of the year		
		(1 st April, 2014)		(31 st March, 2015)		
		No. of	% of total	No. of	% of total	
		shares	shares of the	shares	shares of the	
			company		company	
1.	Mrs. Nerogi lakshmi Kalyani	3126400	45.61	31264000	45.61%	

^{**} There has been Sub – Division of Shares of the Company as on 04th April, 2014**

D. Shareholding Pattern of Top Ten shareholders (other than Directors, Promoters and Holders of GDR's and ADR's)

		Shareholding a	at the	Shareholding at the end of the year	
		beginning of tl	ne year		
Sr.	Shareholders	(1 st April, 2014	1)	(31 st March, 2015)	
No.	Shareholders	No. of shares	% of total	No. of	% of total
			shares of the	shares	shares of the
			company		company
1.	Bansi Prashad Kayast	6757280	9.86%	6827957	9.96%
2.	Prastuti Multimedia And Technologies	1605000	2.34%	2255000	3.29%
	Limited.				
3.	Anees Alnasir Gilani	1400000	2.04%	1000000	1.46%
4	Anisa Alnasir Gilani	110000	1.60%	-	-
5.	Gillela Tarun Santosh	900000	1.31%	900000	1.31%
6.	Amaresh Rao Gaikwad	874290	1.28%	935303	1.36%
7.	Obalesh Venkatesh	699700	1.02%	687500	1.00%
8.	Lohith H A	693000	1.01%	693000	1.01%
9.	Venu Kondi	-	-	1735208	2.53%
10.	Tidel Silk Technologies Limited	-	-	950380	1.39%
11.	Satish Barthur Garadachar	-	-	968469	1.41%
12.	R K R Developers private Limited	-	-	850000	1.24%



E. Shareholding of Directors and Key Managerial Personnel:

Sr.		Shareholding a of the year (1s		Shareholding at the end of the year (31 st March, 2015)	
No.	Shareholders	No. of shares	% of total shares of the	No. of shares	% of total shares of the
			company		company
1.	Mr. Gillela Gopal	850000	1.24	-	-
2.	Mrs. Nerogi lakshmi Kalyani	3126400	45.61	31264000	45.61

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year • Addition • Reduction				
Net Change Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (in Rs.)

No Remuneration was paid to any Directors and Key Managerial Personnel in the year under review.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES : NONE

(Under the Companies Act)



Annexure-III

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March 2015

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule no. 9 of the Companies (Appointment and Remuneration) Rules, 2014]

To,

The Members,

Swagruha Infrastructure Limited

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

ROAD NO.3, Methodist Colony,

Begumpet, Hyderabad - 500 016

INDIA

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Swagruha Infrastructure Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:



- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading)
 Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares)
 Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The list of major heads/ group of Acts, Law and Regulations as applicable to the Company is given in Annexure I. In relation to these laws we have relied on the representation made by the Company and its Officers for system and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations as applicable to the Company.



I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified hence not applicable during the audit period).
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- The Company has belatedly filed few of the e-form required to be filed under Act, and certain e-forms which are required to be filed under various provisions of companies act,
 2013 and rules made thereunder are still pending for filing, as per management representation the company is in process of filing the same.
- 2. The Company yet to appoint Company Secretary (Key Managerial Personnel) as required under Section 203 of the Act;
- 3. Company has appointed Internal Auditor on 14th November 2014 which is beyond the prescribed time limit under Section 138 of the Act and has also failed to file the requisite e-form as required under Section 117 of the Act;
- 4. The Company has not intimated stock exchange regarding closure of trading window under Securities and Exchange Board of India (Prohibition of Insider Trading)
 Regulations, 1992;

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and



obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board and Committees were unanimous and the same was captured and recorded as part of the minutes and hence no dissent is recorded in minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

(a) Company has allotted 25 Lacs warrants of Rs.10 each at a premium of Rs. 90 each aggregating to Rs. 100 each on 7th May 2014 to promoters and person other than promoter. Each warrant is convertible to one equity share of Rs. 10 each. Further, such conversion to equity is subject to subdivision. The warrants have to be made fully paid up and converted into equity within a period of 18 months from date of allotment.

Banglore September 5, 2015 Sd/-Bimlendu Kumar FCS No. 7794 C P No. 8725

Annexure I

1. Labour Laws:

- i. The Employees Provident Funds And Miscellaneous Provision's Act, 1952.
- ii. Employees' State Insurance Act, 1948.
- iii. Minimum Wages Act, 1946.
- iv. Contract Labour (Regular and Abolition) Act, 1970.
- v. Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.
- vi. Maternity Benefit Act, 1960.
- vii. Industrial Disputes Act, 1961.
- viii. Payment of Bonus Act, 1965.
- ix. Labour Laws (Exemption from Furnishing Returns and Maintaining Registers by Certain Establishments) Act, 1988.
- x. Child Labour (Prohibition & Regulation) Act, 1986.
- xi. Equal Remuneration Act, 1976.
- xii. Payment of Gratuity Act, 1979.
- xiii. Industrial Employment (Standing Orders) Act, 1946.
- 2. Housing Board Act, 1965
- 3. Transfer of Property Act, 1882
- Builiding and Other Construction Worker's (Regulation of Employment and Conditions of Services) Act, 1996
- 5. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Banglore September 5, 2015 Sd/-Bimlendu Kumar FCS No. 7794 C P No. 8725



ANNEXURE IV

FORM NO. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Account) Rules, 2014]

Form for disclosure of particulars of Contracts/Arrangements entered into by the Company with related Parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of Contracts or Arrangements or Transactions not at Arm's Length basis:

Name(s) of the related party and nature of relationship

Nature of contracts / arrangements / transactions

Duration of the contracts / arrangements/transactions

Salient terms of the contracts or arrangements or transactions including the value, if any

Justification for entering into such contracts or arrangements or transactions

Date(s) of approval by the Board

Amount paid as advances, if any

Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of Material Contracts or Arrangement or Transactions at arm's length basis:

Name(s) of the related party and nature of relationship

Nature of contracts/ arrangements/ transactions

Duration of the contracts / arrangements/transactions

Salient terms of the contracts or arrangements or transactions including the value, if any

Date(s) of approval by the Board, if any

Amount paid as advances, if any

By order of the Board

For Swagruha Infrastructure Limited Sd/-N.L. Kalyani

CMD & Compliance Officer DIN: 01669808

Hyderabad September 5, 2015

ANNEXURE V

FORM AOC- 1

[Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of the Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

Part "A": Subsidiaries

(Information in respect of each Subsidiary to be represented with amounts in Rs.)

1 Sl. No. 2 Name of the subsidiary 3 Reporting period for the subsidiary concerned, if different from the holding company's reporting period 4 Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. 5 Share capital 6 Reserves & surplus N.A. 7 Total assets 8 **Total Liabilities** 9 Investments 10 Turnover Profit before taxation 11 12 Provision for taxation 13 Profit after taxation 14 **Proposed Dividend** 15 % of shareholding

Notes: the following information shall be furnished at the end of the statement:

- 1. Names of subsidiaries which are yet to commence operations: None
- 2. Names of subsidiaries which have been liquidated or sold during the year: None



Part "B": Associate/Joint Venture

(Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures)

	Name of Associate/Joint Ventures			
1	Latest Audited Balance Sheet Date			
2	Shares of Associate/Joint Ventures held by the Company on			
	the year end			
	No. of shares			
	Amount of investment in Associate/Joint Venture			
	Extent of Holding %	N.A.		
3	Description of how there is significant influence			
4	Reason why the associate/joint venture is not consolidated			
5	Net worth attributable to shareholding as per latest audited			
	Balance Sheet			
6	Profit/Loss for the year:			
	i. Considered in consolidation			
	ii. Not Considered in Consolidation			

- 1. Names of associates or joint ventures which are yet to commence operations: None
- 2. Names of associates or joint ventures which have been liquidated or sold during the year: None

By order of the Board

For Swagruha Infrastructure Limited Sd/-

N.L. Kalyani

CMD & Compliance Officer

DIN: 01669808

Hyderabad September 5, 2015

ANNEXURE VI

REMUNERATION POLICY FOR DIRECTORS, KMP's AND OTHER EMPLOYEES

NOMINATION AND REMUNERATION POLICY

Our policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The nomination and remuneration policy is provided herewith pursuant to section 178(4) of the Companies Act, 2013 and Clause 49(IV)(B)(4) of the Listing Agreement.

INTRODUCTION

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMP) has been formulated in terms of the provisions of the Companies Act, 2013 and the listing agreement in order to pay equitable remuneration to the Directors, KMPs and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

Definitions:

- "Board":- Board means Board of Directors of the Company as constituted from time to time.
- "Director":- Director means Directors of the Company.
- "Committee":- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- "Company":- Company means Swagruha Infrastructure Limited.
- "Independent Director":- As provided under Clause 49 of the Listing Agreement and/or under the Companies Act, 2013, 'Independent Director' shall mean a Non Executive Director, other than a Nominee Director of the Company:
 - a.who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
 - b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate Company;
 - (ii) Who is not related to promoters or Directors in the Company, its holding, subsidiary or associate Company;
 - c.apart from receiving Director's remuneration, has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or



Directors, during the two immediately preceding financial years or during the current financial year;

d. none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or Directors, amounting to two percent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

e.who, neither himself nor any of his relatives —

- i. holds or has held the position of a Key Managerial Personnel or is or has been employee of the Company or its holding, subsidiary or associate Company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
- ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of A. a firm of Auditors or Company Secretaries in practice or Cost Auditors of the Company or its holding, subsidiary or associate Company; or B. any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;
- iii. holds together with his relatives two per cent or more of the total voting power of the Company; or
- iv. is a Chief Executive or Director, by whatever name called, of any non profit organisation that receives twenty five per cent or more of its receipts from the Company, any of its promoters, Directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company;
- v. is a material supplier, service provider or customer or a lesser or lessee of the Company;
- f. who is not less than 21 years of age.
- "Key Managerial Personnel":- Key Managerial Personnel (KMP) means-
 - (i) The Chief Executive Officer or the Managing Director or the Manager;
 - (ii) The Company Secretary;
 - (iii) The Whole Time Director;
 - (iv) The Chief Financial Officer; and



- (v) such other officer as may be prescribed under the applicable statutory provisions/ regulations.
- "Senior Management Personnel":- The expression "Senior Management Personnel" (SMP) means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability:-

The Policy is applicable to:

- Directors (Executive and Non Executive)
- Key Managerial Personnel (KMP)
- Senior Management Personnel (SMP)

Purpose:-

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, KMP and officials comprising the SMP. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, KMP and SMP.

Accountabilities:-

- (i) The Board is ultimately responsible for the appointment of Directors and KMP.
- (ii) The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, KMP and the SMP of the Company to the Nomination and Remuneration Committee which makes recommendations and nominations to the Board.



A. Objectives of the Committee

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors, KMP and other employees.
- ii. Formulation of criteria for evaluation of Independent Director and the Board
- iii. Devising a policy on Board diversity.
- iv. Identify persons who are qualified to become Director and persons who may be appointed in KMP and SMP positions in accordance with the criteria laid down in this policy.
- v. Recommend to the Board, appointment and removal of Director, KMP and SMP.

B. <u>Constitution of the Committee</u>

- i. The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement.
- ii. The Nomination and Remuneration Committee comprises of the following:-
- a. The Committee shall consist of a minimum three (3) non-executive directors, majority of them being independent.
- b. Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c. Membership of the Committee shall be disclosed in the Annual Report.
- d. Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN

- a. Chairman of the Committee shall be an Independent Director.
- b. Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.



COMMITTEE MEMBERS' INTERESTS

- a. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b. The committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

VOTING

- a. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

APPOINTMENT OF DIRECTORS/ KMP'S/ SMP

a) General Appointment Criteria:

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his/ her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ SMP shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force. iii. The Director/ Independent Director/ KMP/ SMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

b) Additional Criteria for Appointment of Independent Directors:

The Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of Clause 49 of the Listing Agreement (as amended from time to time) and Companies Act, 2013.

i. <u>Term/ Tenure :</u>

The Term/ Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

ii. Removal:



Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or SMP subject to the provisions and compliance of the said Act, rules and regulations.

iii. Letters of Appointment:

Each Director/ KMP/ SMP is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

c) Criteria for Evaluation/ Assessment of Directors/ KMP's/ SMP of the Company :-

The evaluation/ assessment of the Directors, KMPs and the SMP of the Company is to be conducted on an annual basis and to satisfy the requirements of the Listing Agreement.

i. Executive Directors:

The following criteria may assist in determining how effective the performances of the Directors/ KMPs/ SMP have been:

- Leadership and stewardship abilities
- Contributing to clearly define corporate objectives and plans
- Communication of expectations and concerns clearly with subordinates
- Obtain adequate, relevant and timely information from external sources
- Review and approval achievement of strategic and operational plans, objectives, budgets
- Regular monitoring of corporate results against projections
- Identify, monitor and mitigate significant corporate risks
- Assess policies, structures and procedures
- Direct, monitor and evaluate KMPs, Senior Officials
- Review management's succession plan
- Effective meetings
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles and monitoring activities of committees
- Review of corporation's ethical conduct



Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/ Non-Independent Directors in a separate meeting of the Independent Directors.

ii. Non-Executive Directors:

The Non Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- Act objectively and constructively while exercising their duties;
- Exercise their responsibilities in a bona fide manner in the interest of the Company; devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- Do not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- Refrain from any action that would lead to loss of his independence;
- Inform the Board immediately when they lose their independence;
- Assist the Company in implementing the best Corporate Governance practices.
- Strive to attend all meetings of the Board of Directors and the Committees;
- Participate constructively and actively in the Committees of the Board in which they are Chairpersons or members;
- Strive to attend the general meetings of the Company;
- Keep themselves well informed about the Company and the external environment in which it operates;
- Do not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- Moderate and arbitrate in the interest of the Company as a whole, in situations
 of conflict between management and shareholder's interest.
- Abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines etc.

The Executive Director/ Non-Independent Directors along with the Independent Directors will evaluate/ assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.



REMUNERATION OF DIRECTORS, KMP'S AND SMP:-

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, KMP and other SMP. The Directors, KMP and other SMP's salary shall be based and determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

The Nomination and Remuneration Committee determines individual remuneration packages for Directors, KMP and SMP of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable Companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/ other guidelines. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the workings of the Company and its goods.

I. <u>Director/ Managing Director</u>:

i. Base Compensation (fixed salaries):

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/ non-statutory benefits which are normal part of remuneration package in line with market practices).

ii. Variable salary:

The Nomination and Remuneration Committee may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the Committee, based on performance against pre-determined financial and nonfinancial metrics.

II. Non Executive Independent Directors:

The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the Members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other Directors provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.



III. KMPs/SMP etc:

The remuneration payable to the KMP and the SMP shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

POLICY ON BOARD DIVERSITY

The Board of Directors shall have the optimum combination of Directors from the different areas/ fields like Production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development, Human Resources, etc. or as may be considered appropriate.

The Board shall have at atleast one Board member who has accounting or related financial management expertise and atleast three members who are financially literate.

By order of the Board

For Swagruha Infrastructure Limited
Sd/N.L. Kalyani
CMD & Compliance Officer

DIN: 01669808

Hyderabad September 5, 2015

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMY & INDUSTRY OUTLOOK:

Considering the global view, Global Economy growth was modest 3.4% in the year 2014 and is still recovering from the global financial crises and great depression. US economy growth



continues to accelerate supported by robust financial markets, increased private sector activity, improved housing market conditions and rising aggregate demand. Euro zone fragile recovery failed to gain momentum as expected but showed a sign of growth backed by improved consumer spending and higher net export. Japan's economic growth was disappointing in 2014 primarily dogged by contraction in consumption and slowing investment in housing. Chinese economy is still growing at robust pace and leading the BRICS in economic growth. China's growth is on a path to gradual deceleration as investment slowed in real estate and weaking domestic demand. In 2015, growth in advance economies will be stronger while developing and emerging economies is projected to be lower due to weaker growth in emerging market and oil-exporting countries. Indian economy appears to have now gone past the economic slowdown and is now looking up with brighter prospects amongst the world's major economies today.

IMF estimates that overall growth in global economy will be moving towards a period of more stable growth and is projected to grow at 3.5% in 2015 and 3.8% in 2016. The pace of Indian economy is expected to be accelerating on its fast track growth as there is a scope for Big Bang reforms now.

Net foreign direct investment inflows are likely to increase on better growth prospects and the Government's focus on improving the ease of doing business and other enabling policies under the Make in India program. The Economic Survey states that it appears that India has reached a sweet spot and that there is a scope for Big Bang reforms now.

IMF estimates that Indian economic growth will benefit from on-going reform agenda of the Government along with lower oil prices and growth will be 7.5% in 2015-16 and in 2016-17.

With positive air around the market and economy, it has help all the sectors to recover from crises. With strong foundation and good footing in the market we are optimistic about our future.

OUTLOOK:

Over the last few years, the infrastructure sector in India has witnessed a severe downturn. The slowdown has been very sharp, severe and widespread over the last few years. Thus, SIL, like all similar companies in the industry, had to abruptly restructure its business from focusing on high growth to one that focuses on tightening Operations and generating cash flows to meet short term Obligations.

Like all others in the infrastructure space, the Company has been a victim of very challenging unforeseen circumstances. To realize the objective of profitability, the Company is putting a concerted effort to generate cash by growing the Order book, squeezing operational costs, pursuing all means to get money out of the legitimate claims it has made upon its clients for past projects and in monetizing The Company took up civil works & consultancy to further the profitability. SIL has taken concrete steps on all these fronts during 2014-15. However, it needs



stating that the Company's Efforts, as indeed those by others in this business, have Been largely determined by the prevailing business Environment—which, as this Management Discussion And Analysis goes to press, remains both problematic and Uncertain

RISK, OPPORTUNITY AND THREATS:

Company has a formal risk assessment and management system which periodically identifies risk areas, evaluates their consequences, initiates risk mitigation strategies and implements corrective actions where required. The Risk Management Committee has reviewed the report on risk management and recommends corrective actions for implementation. The risk assessment are reviewed regularly or as and when any change in system/ process takes place or any incident takes place. The infrastructure Sector in India offers immense growth potential based on the anticipated growth in international trade and MNC investment in India.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate systems of internal control. It has documented procedures covering all financial, operating and management functions. These controls have been designed to provide a reasonable assurance with regard to maintaining proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with best practices in these areas as well.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Commencing on a positive note, the income from contract work has gone up by Rs 219,779/-i.e. 41.36% rise. To substantiate main income source, civil works & consultancy added Rs 517698/- to the profit account. The same has been accounted by a rise in administration expenses by Rs 399545/- and personal cost by Rs. 312641/- though, during the year profits are made it is set off by previous years losses. However, we are positive that within a forseeable future we will be able to recover the past losses.

By order of the Board

For Swagruha Infrastructure Limited

Sd/-

N.L. Kalyani

CMD & Compliance Officer

DIN: 01669808

Hyderabad September 5, 2015

CORPORATE GOVERNANCE REPORT



The report on Corporate Governance is pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and forms a part of the report of the Board of Directors. The Company has complied with the applicable requirements of Clause 49 of the Listing Agreement.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the organisation. We are committed to meet the aspirations of all our stakeholders. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment.

The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The demands of Corporate Governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.

Swagruha understands sound corporate governance and its importance in retaining and enhancing investors trust. Swagruha's strict adherence to regulatory and supervisory norms, systems-driven framework of supervisory committees and a diligent Board are a few examples of how the culture, policies and relationships reflect its strong corporate governance.

Swagruha's experienced Board maintains an overview on the Company through a robust, systems-driven framework of Supervisory Committees. In addition to bringing valuable perspective to the Board, Swagruha's independent directors contribute meaningfully through their roles within the aforesaid committees- namely the Audit Committee, the Nomination and Remuneration Committee, the Stakeholder's Relationship Committee and Risk Management Committee.

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving.

2. BOARD OF DIRECTORS

Size & Composition of the Board:



As on 31st March 2015, the Board of Directors of the Company comprises of Six (6) directors, of which Three (3) directors are executive (50%) and Three (3) directors (50%) are non-executive and whereas all Three (3) non-executive directors are Independent Directors which ensures a good blend of executive and independent directors, and achieves the desired level of independence of the board. All the non-executive directors are professionals having a wide range of expertise and experience in management, administration, business, finance etc. which bring them wide range of skills and experience to the board.

♣ Composition of Board of Directors as on 31st March, 2015:

Name of the Director	Position	Attendance At	
		Board	Last AGM
		Meetings#	
Mrs. Nerogi Lakshmi Kalyani	Chairman and Executive Director	6	Yes
Mr. Jayasimha Reddy	Executive Director	6	Yes
Mr. Babu Sahebe Shaik	Executive Director	6	Yes
Mr. Gopal Gillela	Non-Executive Independent Director	6	Yes
Ms. Ramachandraiah	Non-Executive Independent Director	2	Not
Radhika*			Applicable
Mr. Srinivasulu Konduru	Non-Executive Independent Director	6	Yes

^{*} Appointed as Director from 1st October, 2014.

During the financial year 2014-15, Six Board Meetings were held on:

```
7<sup>th</sup> May, 2014;
30<sup>th</sup> May, 2014;
13<sup>th</sup> August, 2014;
5<sup>th</sup> September, 2014;
14<sup>th</sup> November, 2014 and
13<sup>th</sup> February, 2015.
```

The gap between any two meetings never exceeded four months as stipulated in the Clause 49. The Agenda papers, containing all the necessary information, are made available to the Board well in advance to enable the Board to discharge its responsibilities effectively and take informed decisions. Where it is not practicable to attach or send the relevant information as a part of Agenda papers, the same are tabled at the Meeting.

♣ Directorship(s)/Committee Membership(s)/Chairmanship(s) as on 31st March, 2015:

Name of the Director	Directorship in	1	Membership	of	Chairmanship(s)	of
	other Companies		Committees	of	Committees	of



		other Companies	other Companies
Mrs. Nerogi Lakshmi Kalyani	1	-	-
Mr. Jayasimha Reddy	Nil	Nil	Nil
Mr. Babu Sahebe Shaik	Nil	Nil	Nil
Mr. Gopal Gillela	Nil	Nil	Nil
Ms. Ramachandraiah	Nil	Nil	Nil
Radhika			
Mr. Srinivasulu Konduru	Nil	Nil	Nil

Inductions:

On the recommendations of the Nomination and Remuneration Committee, the Board appointed Ms. Radhika Ramchandraiah as an Independent member of the Board effective from 1st October, 2014 and Mr. Babu Shaik as the Chief Financial Officer of the Company w.e.f. 14th November, 2014.

3. INDEPENDENT DIRECTORS

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect from April 1, 2014. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of maximum of five years each and shall not be liable to retire by rotation at every Annual General Meeting.

Directors:

The three (3) Non Executive Independent Director's comprising is Mr. Gopal Gillela, Mr. Srinivasulu Konduru and Ms. Radhika R.

Meeting and Attendance:

Pursuant to the provisions of Clause 49 of the Listing Agreement and Schedule VI of the Companies Act, 2013, the Independent Directors shall hold at least one meeting in a year without the attendance of non-independent directors and members of the Management. Accordingly, independent directors of the Company met on January 24, 2015, to consider the following business as required under clause 49 of the Listing Agreement and the Companies Act, 2013:

- To review the performance of non-independent directors and the Board as a whole;
- To review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- To assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.



The details of the meeting held and attendance thereat of the Members at the Independent Directors Meeting is as detailed herein below:

	Attendance				
Date of	Mr. Gopal Gillela	Mr. Srinivasulu Konduru	Ms. Radhika R.		
Meeting 24 th January, 2015	✓	✓	√		

♣ Role of Independent Directors:

The independent directors shall:

- help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- bring an objective view in the evaluation of the performance of board and management;
- scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- safeguard the interests of all stakeholders, particularly the minority shareholders;
- balance the conflicting interest of the stakeholders;
- determine appropriate levels of remuneration of executive directors, key managerial
 personnel and senior management and have a prime role in appointing and where
 necessary recommend removal of executive directors, key managerial personnel and
 senior management;
- moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

♣ Maximum Tenure of Independent Directors:

The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

4. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Companies Act, 2013 vide its Section 135 mandates a Company having turnover of Rs. 1000 Crores and more or Net worth of Rs. 500 Crores and more or net profit of Rs. 5 crores and more to spend 2% of its average net profit in the previous three years on CSR activities.

As your Company does not fall within the criteria as prescribed, no separate Committee is formed for undertaking CSR activities. The Board of Directors periodically reviews the applicability of CSR rules to the Company.



5. CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the Board Members and Senior Management of the Company. The Code is applicable to Non-executive Directors including Independent Directors to such extent as maybe applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law.

A copy of the Code has been put on the Company's website (www.swagruhainfra.com). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by and Managing Director is published in this Report.

6. WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement, the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimisation of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases.

7. BOARD COMMITTEES

To provide detailed and necessary assistance in Company's matters, the Board has constituted four committees. The Board has a defined set of guidelines and established framework for conducting the meetings of the said Committees. These guidelines seek to systemize the decision making process at the meetings in an informed and efficient manner.

Currently, the Board has four Committees: the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.

The composition of the Committees as per the applicable provisions of the Act and Rules, are as follows:

Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Risk Management Committee
Mr. Gopal Gillela	Mr. Gopal Gillela	Mr. Gopal Gillela	Mr. Gopal Gillela
Mr. Srinivasulu Konduru	Mr. Srinivasulu Konduru	Mr. Srinivasulu Konduru	Mr. Srinivasulu Konduru
Mrs. Nerogi L. Kalyani	Ms. R. Radhika*	Mrs. Nerogi L. Kalyani	Mrs. Nerogi L. Kalyani

^{*}Clause 49 of the Listing Agreement requires Nomination and Remuneration Committee to comprise of 3 Non-Executive Independent Directors.



In order to comply with the requirements of Clause 49, Ms. Ramachandraiah Radhika was appointed in place of Mrs. Nerogi Lakhshmi Kalyani.

Audit Committee:

Composition:

The Audit Committee was reconstituted by the Board of Directors at its Meeting held on November 14, 2014 in order to comply with the provisions of Clause 49 of the Listing Agreement. The Audit Committee comprises of two Independent Directors, namely, Mr. Gopal Gillela as the Chairman of the Committee, and Mr. Srinivasulu Konduru and Mrs. Nerogi Lakshmi Kalyani being an Executive Director as the Members of the Committee.

All the Members of the Audit Committee have the requisite qualification and expertise for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls. The composition of the Audit Committee is in line with the regulatory requirements mandated by Companies Act, 2013 and Clause 49 of the Listing Agreement.

Meetings and Attendance:

During the financial year 2014-15, five (5) meetings of the Audit Committee were held, as detailed herein below. The gap between two meetings did not exceed four months.

The details of the meetings held and the attendance thereat of the Members of the Audit Committee are as detailed herein below:

	Attendance				
Date of Meeting	Mr. Jayasimha	Mr. Srinivasulu	Mrs. Nerogi Lakshmi Kalyani	Mr. Gopal Gillela	
	Reddy	Konduru			
21st May,2014	\checkmark	✓	✓	NA	
1st August,2014	\checkmark	✓	✓	NA	
2 nd September,2014	\checkmark	✓	✓	NA	
4th November,2014	\checkmark	✓	✓	NA	
3rd February,2015	NA	✓	✓	✓	

Note: Mr. Gopal Gillela was appointed as a Chairman of the Committee w.e.f. November 14, 2014, which was previously chaired by Mr. Jayasimha Reddy.



Powers of Audit Committee: The Audit Committee is entrusted with enormous powers, some of which are stated as under:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee: The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter alia performs the following functions:

- To review any change in accounting policies and practices.
- To confirm whether major accounting entries are based on exercise of judgments by management.
- To review and examine the financial results before submission to the Board;
- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- To recommend the appointment, remuneration and terms of appointment of auditors of the Company and approval for payment of any other services;
- To check whether there are any qualifications made in the draft Auditors' Report.
- To review whether there are any significant adjustments arising out of audit.
- To confirm whether the accounts are prepared on going concern basis.
- To confirm whether the accounts are prepared by applying applicable accounting standards.
- To review whether the financial statements comply with the Stock Exchange and Legal requirements.
- To review, approve or subsequently modify any Related Party Transactions which may have potential conflict with interests of Company in accordance with the Related Party Transaction Policy of the Company;
- To review the adequacy of internal audit function and review the progress of corrective actions on such issues;
- To review the functioning of the Whistle Blowing Mechanism.

Nomination and Remuneration Committee:

Composition:

The Committee was renamed from "Remuneration and Compensation Committee" to "Nomination and Remuneration Committee" by the Board of Directors at its meeting held on May 30, 2014.

The Committee comprises of three Independent Directors, namely, Mr. Gopal Gillela as the Chairman of the Committee, and Mr. Srinivasulu Konduru and Ms. R Radhika as the



Members of the Committee. The composition of the Nomination and Remuneration Committee is as per the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement.

Meetings and Attendance:

During the financial year 2014-15, the Committee met twice. The details of the meeting held and the attendance thereat of the Members of the Nomination and Remuneration Committee are as detailed herein below:

	Attendance				
Date of Meeting	Mr. Jayasimha	Mr. Srinivasulu	Mrs. Nerogi L. Kalyani	Ms. R Radhika*	Mr. Gopal Gillela*
	Reddy	Konduru			
2 nd Sept., 2014	✓	✓	✓	-	-
4 th Nov., 2014	✓	✓	✓	-	-

^{*} In order to comply with the provisions of Clause 49 of the Listing Agreement, Ms. R Radhika & Mr. Gopal Gillela was appointed as the member of Nomination and Remuneration Committee in place of Mrs. N.L. Kalyani and Mr. Jayasimha Reddy wef 14th November, 2014.

Role of Nomination and Remuneration Committee:

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors, KMP and other employees.
- Formulation of criteria for evaluation of Independent Director and the Board
- Devising a policy on Board diversity.
- Identify persons who are qualified to become Director and persons who may be appointed in Senior Management positions in accordance with the criteria laid down in the policy.
- Recommend to the Board, appointment and removal of Director, Key Managerial and Senior Management Personnel.

Terms of Reference:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal
- To carry out evaluation of every Director's performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees



- To formulate the criteria for evaluation of Independent Directors and the Board
- To devise a policy on Board diversity
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessaryor appropriate for the performance of its duties.

Stakeholders' Relationship Committee:

Composition:

The Committee was renamed from "Shareholders'/Investors Grievance Committee" to "Stakeholders' Relationship Committee" by the Board of Directors at its meeting held on May 30, 2014.

The Committee comprises of Mr. Gopal Gillela—Independent Director as the Chairman of the Committee. Mr. Srinivasulu Konduru—Independent Director and Mrs. Nerogi Lakshni Kalyani—Executive Director, as the Members of the Committee. The composition of the Stakeholders' Relationship Committee is as per the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement.

Meetings and Attendance:

During the financial year 2014-15, the Committee has met five (5) times. The details of the meetings held and attendance thereat of the Members of the Stakeholders' Relationship Committee are as detailed herein below:

	Attendance				
Date of Meeting	Mr. Gopal Gillela*	Mr. Srinivasulu Konduru	Mrs. Nerogi Lakshmi Kalyani	Mr. Jayasimha Reddy*	
21st May,2014	NA	✓	✓	✓	
1st August,2014	NA	\checkmark	✓	✓	
2nd September,2014	NA	\checkmark	✓	✓	
4th November,2014	NA	\checkmark	✓	✓	
3rd February,2015	✓	✓	✓	NA	

Note*: Mr. Gopal Gillela was appointed as a Chairman of the Committee w.e.f. November 14, 2014, which was previously chaired by Mr. Jayasimha Reddy.

Terms of Reference:



- To redress the complaints of the members and investors, related to transfer and transmission of securities, non-receipt of annual reports, dividends and other securities related matter.
- To review the requests/complaints received by the Registrar and Share Transfer Agent from the Members relating to transfer, transmission, consolidation, replacement of share certificates, issue of duplicate certificates and dematerialization of securities certificates.
- To review the certificates and reports submitted by the Company to the Stock Exchanges under the Listing Agreement/ SEBI Regulations.
- To observe the quarterly status of the number of shares in physical as well as dematerialized form.
- To review the periodicity and effectiveness of the share transfer process, statutory certifications, depository related issues and activities of the Registrar and Share Transfer Agent.
- To monitor and resolve/redress the grievances of Security Holders i.e. Members, Fixed Depositors or Debenture Holders or Commercial Paper Investors or any other Investors of the security/ies issued by the Company.
- To recommend measures for overall improvement in the quality of investors services.
- Any other function as may be stipulated by the Companies Act, 2013, SEBI, stock Exchange or any other regulatory authorities from time to time.

Details of Complaints/grievances:

The following table shows the complaints received from shareholders during 2014-2015

Pending as on April 1, 2014	Received during the year	Replied/Resolved during the year	Pending as on March 31, 2015
1	NIL	1	NIL

No share transfer / transmission and demat request was pending as on 31st March, 2015.

Risk Management Committee:

The Company has formed a Risk management Committee to frame, implement and monitor the risk management plan for the company, to ensure that management has effective identified the key operational risk and incorporate them into their activities, to assess the appropriateness of management responses to significant risks, to consider the control environment directed towards the proper management of risk.



In terms of Clause 49 of the Listing Agreement, the Company constituted a Risk Management Committee on November 19, 2014.

Composition:

The Committee comprises of Mr. Gopal Gillela—Independent Director as the Chairman of the Committee. Mr. Srinivasulu Konduru—Independent Director and Mrs. Nerogi Lakshni Kalyani—Executive Director, as the Members of the Committee. The Composition of the Committee is as per Clause 49 of the Listing Agreement.

Meetings and Attendance:

During the financial year 2014-15, the Committee has met once. The details of the meeting held and attendance thereat of the Members of the Risk Management Committee is as detailed herein below:

	Attendance		
Date of Meeting	Mr. Gopal Gillela	Mr. Srinivasulu Konduru	Mrs. Nerogi L. Kalyani
19 th November, 2014	✓	✓	✓

Terms of reference:

- To review and monitor the Risk Management Policies and Procedures;
- To ensure that the Credit Exposure of the Company to any single/group borrowers does not exceed, the internally set limits and the prescribed exposure ceilings by the Regulator;
- To review the Risk Monitoring System;
- To review and verify adherence to various risk parameters set-up for various Operations/Functions;
- To undertake such other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time

8. General Body Meetings:



Location, date and time of the Annual General Meetings held during the last three years are given below:

Financial Year	Location	Meeting, Date and Time	Special Resolutions passed at the AGM
2013- 2014	H. No. 6-3- 1216/47/B, Plot No. 47B, Road No. 3, Methodist Colony, Begumpet Hyderabad - 500 016	September 30, 2014 at 9.30 a.m.	Nil
2012- 2013	H. No. 6-3- 1216/47/B, Plot No 47-B, Road No. 3, Methodist Colony, Begumpet, Hyderabad-500016	September 28, 2013 at 9.00 a.m.	 Appointment of N. L. Kalyani as Managing Director w.e.f. 23.03.2013 for a period of 5 years. Alteration of Article 5 of Articles of Association of the Company. Insertion of Article 158 after existing Article 157 under the Articles of Association of the Company.
2011- 2012	At # 203, Empress Court, 6-2-30/B, Khairtabad, Hyderabad-500 004	September 29, 2012 at 11.00 a.m.	Nil

9. Subsidiary Company:

The Company does not have any material listed Indian Subsidiary.

10. Postal Ballot:

During the year under report, no resolution was passed through Postal Ballot and there is no immediate proposal for passing any resolution through Postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing of resolution through Postal Ballot.

11. Extra Ordinary General Meeting:

No extraordinary general meeting of the members was held during the year 2014-15.

12. Disclosures



Related Party transactions:

There are no materially significant related party transactions entered in to by the company with its promoters, directors or management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large. A statement in summary form of transactions with the related parties during the year in the ordinary course of business is disclosed in the notes to the accounts in this Annual Report as per Accounting Standard 18 of the Institute of Chartered Accountants of India.

Details of Non-Compliance:

The Company has complied with all the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets. No penalties or strictures have been imposed on the Company by the Stock Exchange(s), SEBI or other statutory authorities relating to the above.

Accounting Treatment:

In the preparation of financial statements, the Company has followed the Accounting Standards as prescribed under Companies (Accounting Standards) Rules, 2006. The Accounting Policies followed by the Company to the extent relevant, are set out in this Annual Report wherever applicable.

Shareholder's Rights:

The quarterly, half yearly and annual financial results of the Company are published in leading newspapers and are communicated to the Stock Exchanges, as per the provisions of the Listing Agreement and uploaded on the Company's website.

Audit Qualification:

During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

Reconciliation of Share Capital:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Policy on Insider Trading:



Securities and Exchange Board of India has notified on 15 January 2015 new regulations for prohibition of insider trading (effective from 15 May 2015) repealing the regulations issued in 1992. In terms of the new Regulations, the Board of the Company has approved a new code of conduct and a new code of fair disclosure. The code of conduct and code of corporate disclosure practices framed by the Company have helped in ensuring compliance with the requirements.

Lesson CEO/CFO Certification:

The CFO have furnished certificate to the Board as contemplated in Clause 49 of the Listing Agreement and same is reviewed by the Audit Committee and was placed before the Board of Directors of the Company.

Auditors Certificate on Corporate Governance:

M/s. Verma Mehta & Associates, Chartered Accountants, Mumbai, Statutory Auditor of the Company have certified that the Company has complied with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement which forms part of this Annual Report.

7. Means of Communication

The primary source of information to the shareholders, customers other stakeholders of the Company and to public at large is through the website of the Company i.e. www.sswagruhainfra.com.The Annual Report, annually/half yearly/quarterly results, shareholding pattern and material events, are regularly submitted to Stock Exchanges in accordance with the Listing Agreement and uploaded on the Company's website. The financial results are published in leading publications such as Business Standard, Financial Express and Nava Telangana etc

8. General Shareholder Information

21 st Annual General Meeting:		
Day, Date and Time		Wednesday, September 30, 2015 at 9.00 a.m.
Venue		H. No. 6-3-1216/47/B, Plot No. 47B, Road No. 3,
		Methodist Colony, Begumpet Hyderabad 500 016
Financial Year		The Financial Year is April to March
Date of Book Closure		24 th to 30 th September, 2015 (Both Days
		Inclusive)
Listing on Stock Exchange		BSE Limited (BSE)
		Phiroze Jeejebhoy Towers
		Fort, Mumbai 400 001.
ISIN Number for Equity Shares in	NSDL	INE587J01027
& CDSL		
Corporate Identification Number(CIN)		L24134TG1994PLC017327

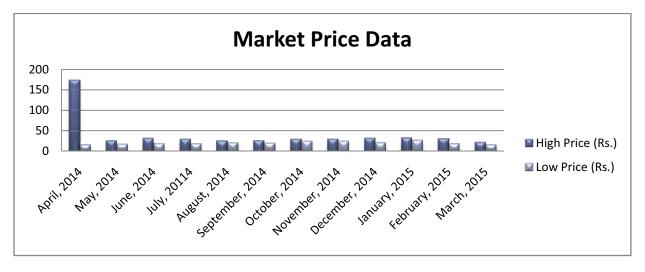
💺 Market Price Data:



The monthly high and low closing prices for the financial year 2014-2015 along with the volume of shares traded at BSE are as follows:-

For the year 2014-2015				
Month	High Price (Rs.)	Low Price (Rs.)	Volume	
April, 2014	174.4	15.95	14,95,265	
May, 2014	26.25	16.65	4,03,427	
June, 2014	31.50	18.35	3,70,907	
July, 2014	29.95	19.10	5,72,568	
August, 2014	25.30	21.00	26,30,608	
September, 2014	26.15	20.00	21,32,247	
October, 2014	28.95	24.50	3,82,416	
November, 2014	30.00	24.70	18,465	
December, 2014	32.10	21.25	3,47,435	
January, 2015	32.85	26.90	3,05,841	
February, 2015	31.10	19.35	3,87,298	
March, 2015	21.90	16.25	9,31,041	

(Source:www.bseindia.com)



Security Code: 531909

Security Id: SWAGRUHA

Calendar of financial year ended 31st March, 2015:

The meetings of Board of Directors during the financial year ended 31st March, 2015 were held on the following dates:

First Quarter	Second Quarter	Third Quarter	Fourth Quarter
May 7, 2014	August 13, 2014	November 14, 2014	February 13, 2015

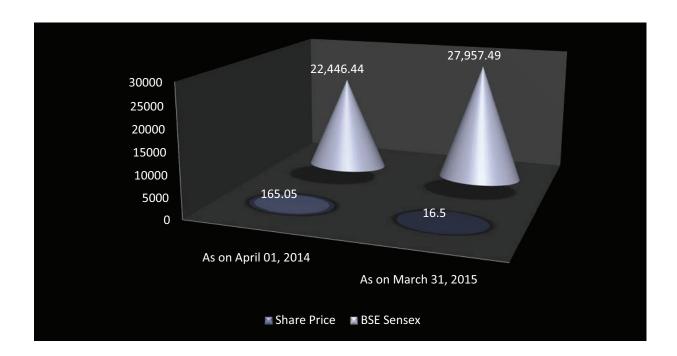


Tentative Calendar for approval of financial results for financial year ended 31st March, 2016:

First Quarter	Second Quarter	Third Quarter	Fourth Quarter
May 30, 2015	August 13, 2015	November 14, 2015	February 13, 2016

Share price performance in comparison to broad based- BSE SENSEX:

	Share Price v/s BSE		
Date	Share Price	BSE Sensex	
As on April 01, 2014	165.05	22,446.44	
As on March 31, 2015	16.50	27,957.49	
% Change	(90.003)	24.55	



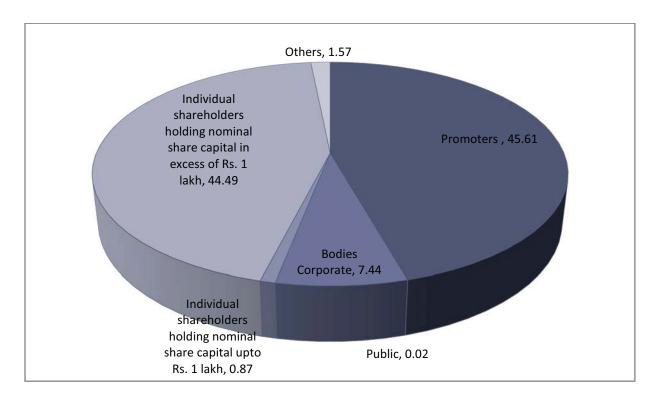
♣ Distribution of Shareholding as on March 31, 2015:

Description	Share Holders		Shar	Share Amount	
Range of Equity Shares	Number	% to Total	In Rs.	% to Total	
Up to 5000	189	64.95	98563	0.14	
5001-10000	17	5.84	147841	0.22	
10001-20000	11	3.78	173626	0.25	
20001-30000	9	3.09	211856	0.31	
30001-40000	2	0.69	78000	0.11	
40001-50000	1	0.34	46000	0.07	
50001-100000	8	2.75	595118	0.87	
100001 & above	54	18.56	67196996	98.03	
Total	291	100.00	68548000	100.00	



♣ Shareholding Pattern of the Company as on March 31, 2015:

Category	No. of Shares	% of Shareholding
Promoters	31264000	45.61
Public	14800	0.02
Bodies Corporate	5098994	7.44
Individual shareholders holding nominal share	594277	0.87
capital upto Rs. 1 lakh		
Individual shareholders holding nominal share	30493744	44.49
capital in excess of Rs. 1 lakh		
Others	1082185	1.57
Total	68548000	100.00



Dematerialisation Of Shares And Liquidity:

86.34% of the equity shares of the Company are in electronic form as on 31st March, 2015. Transfers of these shares are done through the depositories with no involvement of the Company.

Particulars	No. of Shares	% of the Total Capital
N.S.D.L	48880590	71.31
C.D.S.L	10300410	15.03
Physical	9367000	13.66
Total	68548000	100.00



Address for Correspondence:

Registrar and Transfer Agent

Name & Address: Venture Capital And Corporate Investments Private Limited

12-10-167, Bharat Nagar, Hyderabad-500018.

Contact : 040-23818475, 23818476

E-mail :info@vccipl.com

Share Transfer System:

Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgement, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. Senior Executives of the Company are empowered to approve transfer of shares and other investor related matters which are noted at subsequent meetings. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrars within 15 days.

4 Outstanding Warrants:

The Company has not issued any GDRs / ADRs but has issued Warrants during the period under review.

SEBI Complaints Redress System (SCORES):

The Company is registered with SEBI Complaints Redress System (SCORES). Under SCORES the investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Address for Correspondence:

Swagruha Infrastructure Limited

Reg. Office : H. No. 6-3-1216/47/B, Plot No. 47B,

Road No. 3, Methodist Colony, Begumpet Hyderabad - 500 016

Tel No : 080-64350517/18

Email- Id : info@swagruhainfra.com



Declaration by the Managing Director under Clause 49 of the Listing Agreement regarding compliance with Code of Conduct

In accordance with Clause 49 (II) (E) of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2015.

By order of the Board

For Swagruha Infrastructure Limited
Sd/-

N.L. Kalyani

CMD & Compliance Officer

DIN: 01669808

Hyderabad September 5, 2015



CHIEF FINANCIAL OFFICER CERTIFICATE

Dear Shareholder,

Please find below the Chief Financial Officer Certificate as per Clause 49(IX) of the Listing Agreement:

CHIEF FINANCIAL OFFICER CERTIFICATE

- I, Mr. Babu Shaik, CFO of M/s Swagruha Infrastructure Limited to the best of my knowledge and belief certify that:
- 1. We have reviewed the financial statements and cash flow statements for the year and that to the best of my knowledge and belief, I state that:
- a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) These statements present a true and fair view of the affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
- 2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of Company's code of conduct.
- 3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
- 4. We indicate to the Auditors and to the Audit Committee:
- (a) Significant changes in internal controls over financial reporting during the year;
- (b) Significant changes in the accounting policies during the year;



(c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

However, during the year there were no such changes and instances.

By order of the Board

DIN: 06716186

For Swagruha Infrastructure Limited
Sd/Babu Sahebe Shaik
Director & CFO

Hyderabad September 5, 2015



Auditors' Certificate on Corporate Governance

To the Members of Swagruha Infrastructure Limited

We have examined the compliance of conditions of Corporate Governance by Swagruha Infrastructure Limited ('the Company'), for the year ended March 31,2015, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For M/S. VERMA MEHTA & ASSOCIATES.

Firm Registration No. 112118W
Chartered Accountants

Sd/-

Mrugen Shah

Partner

Membership No: 114770

Mumbai

September 5, 2015

2

INDEPENDENT AUDITOR'S REPORT

TO,

THE MEMBERS,

SWAGRUHA INFRASTRUCTURE LIMITED

Report on the standalone Financial Statement:

We have audited the accompanying standalone financial statement of Swagruha Infrastructure Limited ("the Company") which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the standalone Financial Statements:

The Company's board of directors is responsible for the matter stated in section 134(5) of the Companies Act, 2013 ("Act") with respect to the preparation of these financial statements that give a true and fair view of financial position, financial performance and cash flows of the company in accordance with the Accounting Principle generally accepted in India including Accounting Standards Specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessment, the auditor considers internal control relevant to the Company's preparation and fair presentation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but, not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements gives the information required by the Act in the manner so required and give a true and fair view in conformity with the according principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2015;
- (ii) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure hereto a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.
- 2. As required by Section 227 (3) of the Act, we report that:



- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement Comply with the Accounting Standards specified in section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors of the company, as on 31st March 2015, and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2015, from being appointed as a director in terms of section 164(2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - (ii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **VERMA MEHTA & ASSOCIATES**

Firm Reg. No: 112118 Chartered Accountants

Sd/-

CA Mrugen H Shah

Partner

Membership Number: 114770

Place: Mumbai

Date: 30th May, 2015



Swagruha Infrastructure Limited: 2014-15 Annexure to Independent Auditors' Report

- 1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - (b) Assets have been physically verified by the management during the year. According to the information and explanation given to us, there is regular programme of verification which, in our opinion is reasonable having regards to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- 2. There no inventory held by the company either at the beginning or at the end of the year.
 - Therefore, clause 2 is not applicable to the company.
- 3. The Company, during the period covered by our audit, has not granted secured or Unsecured loans to companies, firms or other parties covered in the Register maintained Under Sections 189 of the Companies Act. Therefore, clauses (iii)(a) & (iii)(b) is not Applicable to company.
- 4. In our opinion and according to the information and explanations given to us, having regard to the explanations that certain items of purchase are of special nature for which suitable alternative sources do not exist for obtaining competitive quotations, there are adequate internal control procedures commensurate with the size & nature of business of Company for the purchase of inventory, fixed assets and sales of goods and services. Further on the basis of our examinations and information and according to the explanations given to us, we have neither come across nor have we been informed of any instance of measure weaknesses in the aforesaid internal control procedures.
- 5. The Company has not accepted any deposits from the public during the year under audit. Therefore, clause 4(v) of the companies (Auditor's Report) Order is not applicable to company.
- 6. According to the information and explanation given to us, there is no requirements of Maintenance of cost records as prescribed by the central government under section (1) of the section 148 of the companies act. Therefore, clause 4(vi) of order is not applicable to the company.
- 7. In respect of statutory dues:
 - (a) According to the records of the company, undisputed statutory dues, including provident fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other statutory dues, as applicable, have



- generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as on 31/03/15 for a period more than six months from the date they became payable.
- (b) According to information and explanations given, there were no disputed amounts payable in respect of Income Tax, Wealth Tax, Custom duty, Excise duty, cess.
- (c) There is no amount required to be transferred to investor education and protection Fund in accordance with the relevant provision of the companies act,1956 (1 of 1956) And rules made there under.
- 8. The accumulated losses of the company at the end of the financial year are more than fifty Percent of its net worth. The company has not incurred cash loss during the year as well as In immediately preceding financial year the company had incurred cash loss.
- 9. Based on our audit procedures and according to the information and explanations given to us, company had not borrowed from financial institution or bank or issued debentures during the year under audit and there were no loan outstanding at the beginning of the year. Therefore, clause 3(ix) of the caro is not applicable to the company.
- 10. The Company has not given any guarantees for loans taken by others from banks or financial institutions. Therefore, clause 3(x) of the caro is not applicable to the company.
- 11. Based on our audit procedures and according to the information and explanations given to us, the Company had not taken any Term loan from Bank and Financial institute during the year under audit. Therefore, clause 3(xi) of the caro is not applicable to the company.
- 12. Based upon our audit procedures performed and on the information and explanations given by the management we are of the opinion that no fraud on or by the company has been noticed or reported during the course of our audit.

For VERMA MEHTA & ASSOCIATES

Firm Reg. No: 112118W Chartered Accountants Sd/-

CA Mrugen H Shah

Partner

Membership No: 114770

Place: Mumbai

Date: 30th May 2015



BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No's	As at March	As at March
	INO S	31,2015	31,2014
EQUITY AND LIABILITIES			
Shareholders' Fund			
Share Capital	1	68,548,000	68,548,000
Reserves and Surplus	2	(61,564,529)	(62,167,660)
Preference Share Warrant		62,500,000	-
	Α	69,483,471	6,380,340
Non-current liabilities			
Long term Borrowings	3	-	-
Deffered tax Liabilities (Net)	4	-	-
Long term Provisions		-	-
	В	-	-
Current liabilities			
Short term Borrowings		-	-
Trade Payables	5	285,294	175,294
Other Current Liabilities	6	-	-
Short term provisions	7	900,000	600,000
	С	1,185,294	775,294
Total	(A+B+C)	70,668,765	7,155,634
ASSETS			
Non-current assets			
Fixed assets			
Gross Block	8	393,693	393,693
Less: Accumulated depreciation/amortization		368,123	366,205
Net block		25,570	27,488
Capital work – in –progress		-	-
	Α	25,570	27,488
Deffered tax assets(Net)			
Long-term loans and advances		62,500,000	-
Non-current investments		-	-
Other Non- current assets		-	-
	В	62,500,000	-
Current assets			
Inventories		-	-
Trade receivables	9	7,643,697	6,558,880
Cash and cash equivalents	10	8,778	78,546
Short term loans and advances	11	-	-
Other current assets	12	490,720	490,720
	С	8,143,195	7,128,146
Total	(A+B+C)	70,668,765	7,155,634



The Notes referred to above and the notes to accounts form an integral part of the Balance Sheet This is the Balance Sheet referred to in our report of even date.

M/S VERMA MEHTA & ASSOCIATES For and on behalf of the Board of Directors

Firm Registration Number: 112118W

Chartered Accountants

Sd/- Sd/- Sd/-

Mrugen ShahN L KalyaniJayasimha ReddyPartnerCMD & Compliance OfficerDirectorMembership No. 114770DIN: 01669808DIN: 06490738

Place: Hyderabad Date: 30th May, 2015



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Note	As at	As at
	No's	March 31,2015	March 31,2014
INCOME			
Turnover (Gross)			
A. Gross value of Contract Works		3,501,580	24,536,000
Less: Direct Expenses of Contract Works		2,750,462	22,256,021
Income from Contract Work		751,118	2,279,979
Less: Income Work offered in early year		-	1,748,640
Net income from contract work		751,118	531,339
B. Income from Civil Works & Consultancy		2,037,845	1,520,147
Income from operations		_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	_,,
Other Income		-	_
Total Revenue		2 700 062	2.051.496
		2,788,963	2,051,486
EXPENDITURE			
Director Remuneration	13	-	-
Personnel Cost	14	910,486	597,845
Administration expenses	8	973,428	573,883
Depreciation/amortization Bad debts Written Off	J	1,918	2,061
Loans & Advances Written Off		-	-
Loans & Advances written on		-	-
Total		1,885,832	1,173,789
Exceptional Items (Refer Note no. 18 of		-	-
Schedule 20)			
Profit before tax		903,131	877,697
Provision for taxation			
- Current year		300,000	300,000
- Deferred tax		-	-
Total tax expense		300,000	300,000
Profit/(Loss) from continuing operations		603,131	577,697
Balance brought forward from previous year		(62,167,660)	(62,745,357)
Balance Carried to Balance Sheet		(61, 564,529)	(62, 167,660)
Earnings per share			
Basic		0.00	0.01
Weighted Number of Shares		685,480,000	68,548,000
Nominal Value	1 5	1	10
Notes to accounts	15		



The Notes referred to above and the notes to accounts form an integral part of the Balance Sheet This is the Balance Sheet referred to in our report of even date.

M/S VERMA MEHTA & ASSOCIATES For and on behalf of the Board of Directors

Firm Registration Number: 112118W

Chartered Accountants

Sd/-Sd/-Sd/-Mrugen ShahN L KalyaniJayasimha ReddyPartnerCMD & Compliance OfficerDirector

Membership No. 114770 DIN: 01669808 DIN: 06490738

Place: Hyderabad Date: 30th May, 2015



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	•••	As at 31 st	As at 31 st
Par	ticulars	March 2015 (Rs.)	March 2014 (Rs.)
A.	CASH FLOW FROM OPERATING ACTIVITIES	(1111)	(Case)
	Net Profit / (Loss) after tax as per Profit & Loss Account	903,131	877,697
	Adjustments for :		
	Preliminary Expenses Written Off	-	-
	Depreciation	1,918	2,061
	Bad Debts Written Off	-	-
	Advances Written Off	-	-
	Operating Profit before working capital changes	905,050	879,759
	Movements in working capital:		
	(Increase)/Decrease in Trade Receivables	(1,084,817)	(6,558,880)
	(Increase)/Decrease in Inventories	-	-
	(Increase)/Decrease in Long term loans and advances	(62,500,000)	-
	(Increase)/Decrease in short term loans and advances	-	-
	(Increase)/Decrease in other current assets	(372,486)	(12,475,366)
	Increase/(Decrease) in Trade Payables	(110,000)	(66,794)
	Cash generated from/ (used in) operations	(63,162,253)	(18,221,281)
	Taxes paid	300,000	300,000
	Net Cash (Used In) / From Operating Activities	(62,862,253)	(17,921,281)
В.	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed assets	-	_
	Sale of Fixed Assets	-	-
	Fixed deposits	_	_
	Dividends received	_	-
	Net Cash Generated Used In Investing Activities		-
	_		
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Realisation of calls in arrears	-	17,486,400
	Preference Share Warrant	62,500,000	-
	Other Long Term Borrowings	-	-
	Other Short term Unsecured Loans(Net)	300,000	300,000
	Interest received	-	-
	Interest Paid	-	-
	Net Cash Generated From/(Used In) Financing Activities	62,800,000	17,786,400
		(60.000)	(404.001)
	NET INCREASE / (DECREASE) IN CASH & CASH	(62,253)	(134,881)
	EQUIVALENTS (A+B+C)		
	Cash & Cash equivalents at the beginning of the year	68,689	203,570
	Cash & Cash equivalents at the end of the year.	6,436	68,689



For and on behalf of the Board of Directors

This is the Cash Flow referred to in our report of even date.

M/S VERMA MEHTA & ASSOCIATES

Firm registration Number: 112118W

Chartered Accountants

Sd/- Sd/- Sd/-

Mrugen ShahN L KalyaniJayasimha ReddyPartnerCMD & Compliance OfficerDirector

Membership No. 114770 DIN: 01669808 DIN: 06490738

Place: Hyderabad Date: 30th May, 2015



Year Ended

Year Ended

603,131

(61,564,52)

577,697

(62,167,660)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars

Additions during the year

	March 31,2015	March 31,2014
Note 1: Share Capital		-
Authorised:		
25,00,00,000 Equity shares of Rs.1/- each	250,000,000	75,000,000
Issued, Subscribed and Paid up	68,548,000	68,548,000
6,85,48,000 Equity shares of Rs.1/- each	00,540,000	08,548,000
Less: Calls-in-arrears		
	68,548,000	68,548,000
Reconciliation of shares outstanding at the beginning and at the end of the reporting period		
Equity shares outstanding at the beginning of the year	6,854,800	6,854,800
Add: Additional shares issued during the year	0,034,000	0,034,000
Equity shares outstanding at the closing of the year	6,854,800	6,854,800
Equity shares outstanding at the closing of the year	0,054,000	0,054,000
Terms/rights attached to equity shares		
The company has only one class of equity shares having a par value of		
10/- per share. Each holder of equity shares is entitled to vote one		
vote per share.		
vote per snare.		
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company,		
after distribution of all preferential amounts.		
The distribution will be in proportion to the number of equity shares		
held		
Names of Shareholders holding more than 5% shares	No of	No of Shares
Equity Shares	Shares	
No Shareholder holds more than 5% Shares of the Company		3,126,400
N L Kalyani	31,264,000	, ,
·		
Note 2: Reserves and Surplus		
General Reserves		
Balance as per last account	_	-
Capital Reserve		
Forfeiture of shares on Capital Reduction	-	-
Profit & Loss A/c Surplus		
Balance in the statement of profit and loss	(62,167,660)	(62,745,357)
A I III I I I I I I I I I I I I I I I I	600 404	F77 CC-



Note3: Long term Borrowings		
Loans and advances from banks		
Term Loans		
From banks	-	-
From others- Directors (unsecured)	-	-
	-	-
Note 4: Deferred tax liabilities(Net)		
Opening Balance	-	-
Add/Less: Current year Provision	-	-
	-	-
Note 5: Trade Payables		
Creditors for Suppliers	-	60,294
Creditors for expenses	285,294	115,000
	285,294	175,294
Note 6: Other Current Liabilities		
Other Liabilities(mobilization advance)	_	_
ether Elabinites (mobilization davance)	-	-
Note 7: Short- term provisions		
Provisions for Income Tax	300,000	300,000
Provision for Income Tax Previous Year	600,000	300,000
	900,000	600,000
Note 9: Trade receivables		
(Unsecured, considered good, unless otherwise stated)		
Debts outstanding for a period exceeding six months		
Considered good	-	-
Considered Doubtful		
Other Debts	7.642.607	C FF0 000
Receivables less than Six Months	7,643,697	6,558,880
	7,643,697	6,558,880
Less: Bad Debts write off	7,643,697	6,558,880
Note 10: Cash and cash equivalents		
Cash on hand	6,436	68,689
Balances with Noted banks		
On current accounts	2,342	9,857
On deposit accounts	-	-
	8,778	78,546



Note 11: Short-ter	m loans a	nd advances	•
--------------------	-----------	-------------	---

Advances recoverable in cash or in kind or		
For value to be received	-	-
Less: Advances Written off Capital advances	-	-
Capital Advances	-	-
Less:Capital Advances Written Off		
Amount receivable on joint Venture	-	-
Amount receivable from Associate Concern	-	-
Other advances and deposits	-	-
Less: Other Advances and Deposits Written Off	-	-
	-	-

Note 12: Other current assets

Contract works in progress	-	-
Estimated Income on Contract works in progress	-	-
TDS	490,720	490,720
	490,720	490,720

Note 13: Personnel Cost

Salaries and incentives	910,486	597,845
Staff welfare Expenses	-	-
	910,486	597,845

Note14: Administrative Expenses

Rates & Taxes	41,253	34,857
Office Maintenance	55,489	48,750
Travelling & Conveyance	91,547	76,214
Office Rent	195,450	174,582
Printing & Stationery	29,547	25,471
Site visit expenses	64,781	41,527
Brouchers and posters	15,248	12,547
Computer Maintenance	6,547	3,254
BSE & Other Fees	301,180	-
Communication Expenses	45,824	41,754
Postage and couriers	6,524	5,417
Auditors remuneration	30,000	30,000
Electricity Charges	15,243	10,451
Professional Fee	25,000	25,000
Vehicle Maintenance	10,254	8,475
Other Expenses	39,541	35,584
	973,428	573,883

Note No: 8: FIXED ASSETS

Particulars		Gross Block		Depreciat	Depreciation/Amortization	zation	Net Block	lock
	As at 01.04.14	Additions	As at 31.03.15	As at 01.04.14	For the Year	As at 31.03.1	At as 31.03.15	At as 31.03.14
Furniture and Fixture	105,294							
Office Equipment	288,399	1	105,294	101,906	214	214 102,120	3,174	3,388
		•	288,399	264,299	1,704	266,003	22,396	24,100
Total	393,693	-	393,693	366,205	1,918	1,918 368,123	25,570	27,488
Previous Year	393,693		393,693	361,927	2,217	2,217 364,144	31,766	37,129



Swagruha Infrastructure Limited

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2015

1. Accounting Convention

- 1.1 Financial statements are prepared in accordance with generally accepted accounting principles including accounting standards in India under historical cost convention except so far s they relate to revaluation of certain land and buildings.
- 1.2 All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Revised Schedule VI to the companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has determined its operating cycle as twelve months for the purpose of current-non current classification of assets and liabilities.

1.3 Use of estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, disclosure of contingent liabilities and reported amounts of revenues and expenses for the year. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances, Actual result could vary from estimates and any such differences are dealt with in the period in which the result are known/materialize.

2. Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation.

3. Depreciation

Depreciation on Fixed Assets has been calculated on as per the provision of companies act, 2013.

4. Investments

Long-term quoted and unquoted investments are stated at cost. The income from Investments is accounted for when received. Provision for diminution in the value of Long Term Investment is made only if such a decline is other than temporary, in the opinion of the management. Application Money for unquoted shares pending for allotment have been shown under the head Investment (Unquoted Shares).



5. Inventories

Inventories are valued at cost or estimated net realizable value whichever is lower, computed on a FIFO basis, after providing for cost of obsolescence and other anticipate losses, wherever considered necessary. Finished goods and work in Progress include costs of conversion and other costs incurred in bringing the inventories to their present location and condition as certified by the management.

6. Expenditure

Expenses are accounted on accrual basis and provision is made for all known losses and liabilities.

7. Segment Reporting

The Company has only one segment of activity of dealing in IT Trading during the period; hence segment wise reporting as defined in Accounting Standard-17 is not applicable.

- **8.** In the opinion of board of directors, current assets, loans and advances, have at least the value as stated in the balance sheet, if realized in the ordinary course of the business.
- **9.** Based on the information available with the company regarding status of suppliers as defined under "The Micro, Small and Medium Enterprises Development Act.2006."There is no amount payable to the micro, small and medium enterprises company.

10. Revenue recognition

- 10.1 Revenue from contract works is stated net off discounts and any applicable duties and taxes on dispatch of goods in accordance with terms of sales. Service revenue is recognized on rendering services.
- Other operating revenues comprise of income from ancillary activities incidental to the operation of the company and is recognized when the right to receive the income is established as per the terms.
- 10.3 Interest Income is recognized on time proportion basis.

11. Research and Development

Expenses incurred on research and developments are charges to revenue in the same year. Fixed assets purchased for research and development purpose are capitalized and depreciated as per Company's policy.



12. Employee's Benefits Short Term Employee's Benefits

All employees' benefits payable within twelve months of rendering services are recognized in the period in which the employees render the related services.

Post Employment/Retirements Benefits

Contribution to defined Contribution plans such as Provident Fund etc. are charged to the statement of Profit and Loss as incurred.

Gratuity

As per AS-15 (Revised) 2005 of ICAI read with Accounting Standard Board Guidance, The Provision for Gratuity Liability is not made since none of the employees have completed 5 years of service for period under review.

13. Taxation

Provision for Income tax is made on the basis of relevant provisions of the Income Tax Act, 1961.as applicable to the financial year.

Deferred income taxes are recognized for the future tax consequences attributable to timing differences between the financial statement determination of income and their recognition for tax purposes.

14. Provisions and Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liabilities made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure as specified in Accounting Standard 29-'Provisions, Contingent Liabilities and Contingent Assets' is made.

Contingent assets or liabilities neither recognized nor disclosed in the financial statements.

15. Earnings Per Share(EPS):

The earnings considered in ascertaining the Company's EPS are computed as per Accounting Standard 20 on "Earning per Share", issue by the Institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares during the period. The diluted EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated



on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

16. Cash Flow Statement

Cash Flow Statement has been prepared in accordance with the Accounting standard Issued by Institute of Chartered Accounts of India on indirect method.

17. Foreign Currency Transaction

Expenses and income are recorded at the exchange rate prevailing on the date of the transaction. Assets and liabilities at the Balance Sheet date are restated at the exchange rate prevailing on the Balance Sheet date. Exchange difference arising on settlement of the transaction and on account of restatement of assets and liabilities are dealt with in the Profit and Loss Account.

18. Miscellaneous Expenditure

Deffered Revenue Expenses have been written-off over a period of five years.

19. Accounting for CENVAT Credit

CENVAT benefit is accounted for reducing the purchase cost of material/fixed assets and Services, where CENVAT credit is available.

As per Report of Even Date Attached

M/S VERMA MEHTA & ASSOCIATES

For and on behalf of the Board of Directors

Firm registration Number: 112118W

Chartered Accountants

Sd/- Sd/- Sd/-

Mrugen ShahN L KalyaniJayasimha ReddyPartnerCMD & Compliance OfficerDirector

Membership No. 114770 DIN: 01669808 DIN: 06490738

Place: Mumbai Date: 30th May, 2015



Swagruha Infrastructure Limited

Regd. Off.: H.No.6-3-1216/47/B, Plot No. 47-B,

Road No.3, Methodist Colony, Begumpet, Hyderabad, Telangana, 500016.

Email: info@swagruhainfra.com Website: www.swagruhainfra.com

21st ANNUAL GENERAL MEETING

Wednesday, September 30, 2015 at 9.00 a.m.

ATTENDANCE SLIP

Name:	Client Id*:
Folio No	DP Id*
No. of Shares Held	
*applicable for investors holding shares in electron	iic form.
	nnual General Meeting of the Company at H.No.6-3-

1216/47/B, Plot No. 47-B, Road No.3, Methodist Colony, Begumpet, Hyderabad, Telangana, 500016 on Wednesday, 30 September, 2015 at 9.00AM.

SIGNATURE OF THE MEMBER/PROXY

Notes: 1. Member/proxy holders wishing to attend the meeting must bring the attendance Slip to the meeting and handover at the entrance duly signed.

2. Members/proxy holders desiring to attend the meeting are requested to bring their copy of the Annual Report for reference at the Meeting.



Form No. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SWAGRUHA INFRASTRUCTURE LIMITED CIN: L24134TG1994PLC017327

H.No.6-3-1216/47/B, Plot No. 47-B, Road No.3, Methodist Colony, Begumpet, Hyderabad, Telangana, 500016.

	E-mail: info@swagruhainfra.com Tel: 080-64350517/18 Website: www.swagruhainfra.com
Na	me of the Member(s):
Re	gistered address:
E-r	nail Id:Folio No. / Client ID & DP ID:
I/V	Ve, being the member(s) of shares of Swagruha Infrastructure Limited, hereby appoint:
1.	Name:
	E mail id:
	Address:
	Signature: or failing him/her
2.	Name:
	E mail id:
	Address:
	Signature: or failing him/her
3.	Name:
	E mail id:
	Address:
	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, September 30th September, 2015 at 9.00 a.m. at Regd. off: at **H.No.6-3-1216/47/B**, **Plot No. 47-B**, **Road No.3**, **Methodist Colony**, **Begumpet**, **Hyderabad**, **Telangana-500016** and any adjournment thereof in respect of such resolutions as are indicated below:



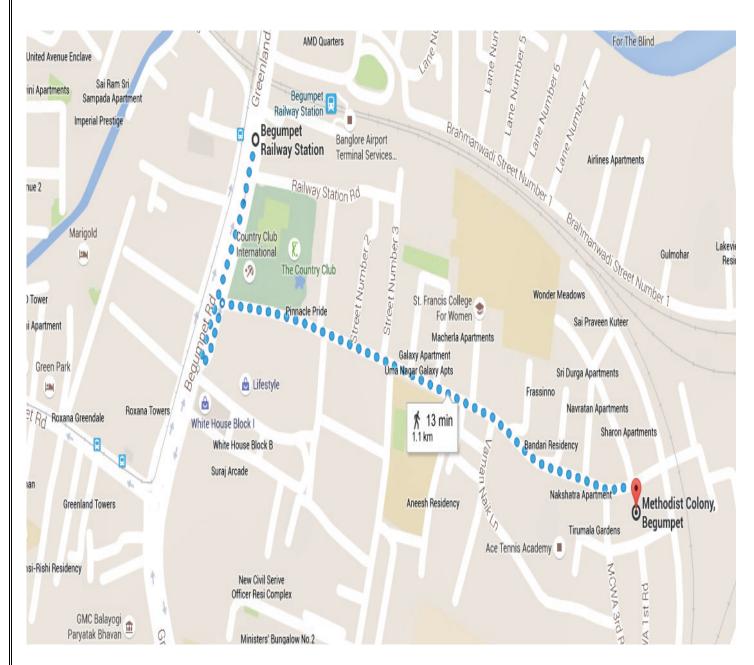
Reso.	Description	*For	*Against
No.			
Ordina			
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 st March, 2015.		
2	Re-appointment of Mr. Babu Shaik who retires by rotation and being eligible, offers himself for re-appointment.		
3	Ratification of the Appointment of M/s. Verma Mehta &Associates as statutory Auditors		
Special			
4	Adoption of new set of Articles of Association		

Signed this day of	, 2015	
		1 Rupee
Signature of the Shareholder		Revenue
		Stamp
Signature of proxy holder(s)		

Notes:

- 1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.
- 2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.





ROUTE MAP TO ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2014–2015

BOOK POST

If Undelivered Please Return To:

SWAGRUHA INFRASTRUCTURE LIMITED

H. No. 6-3-1216/47/B, Plot No. 47B,

Road No. 3, Methodist Colony,

Begumpet Hyderabad - 500 016

Phone: 080-64350517/18

E-Mail: info@swagruhainfra.com