

SWAGRUHA
Infrastructure Limited

Regd Off : 362, 2nd Floor,
11th Cross, 4th Main, 2nd Block,
RT Nagar,
Bengaluru 560032,
Karnataka, India.
E : info@swagruhainfra.com
W: www.swagruha.co.in
CIN : L2413KA1994PLC103470
Phone : +91-80-23330019

BSE Limited,

P. J. Towers, Dalal Street

Mumbai - 400 001

Dear Sir/ Madam,

Sub: Annual report for the year 2018-19

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) 2015

Script Code: 531909

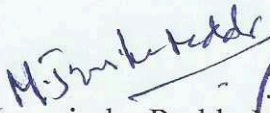
With reference to the subject cited, please find enclosed Annual report of the Company for the year 2018-19 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as sent to the shareholders for the ensuing AGM to be held on 30.11.2019.

This is for the information and records of the exchange, please.

Thanking you.

Yours faithfully,

For Swagruha Infrastructure Limited


Jayasimha Reddy Maddivari
Managing Director



DIN: 06490738

Date: 08.11.2019

An aerial night photograph of a dense urban skyline, likely New York City. The image is dominated by numerous skyscrapers, many of which are brightly lit with warm yellow and orange lights from their windows. A prominent building on the left features a distinctive, brightly lit blue-green spire. The streets below are visible, showing traffic and streetlights. The overall scene conveys a sense of a bustling, modern metropolis.

SWAGRUHA INFRASTRUCTURE LIMITED

ANNUAL REPORT 2018-2019



SWAGRUHA INFRASTRUCTURE LIMITED

25th

ANNUAL REPORT

2018-2019



SWAGRUHA INFRASTRUCTURE LIMITED

25th ANNUAL REPORT

2018-2019

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

* Resigned W.e.f 24.05.2019

**Appointed W.e.f 24.05.2019

COMPANY SECRETARY: Mrs. Priyanka Ahuja*

* Appointed w.e.f 10.05.2019

CHIEF FINANCIAL OFFICER: Mr. Babu Sahebe Shaik*

*Resigned w.e.f 24th May 2019

REGISTERED OFFICE

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

STATUTORY AUDITORS

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

INTERNAL AUDITOR

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

BANKERS

IDBI Bank, RT Nagar Branch

SECRETARIAL AUDITOR

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



AUDIT COMMITTEE:

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

NOMINATION & REMUNERATION COMMITTEE:

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

STAKEHOLDER RELATIONSHIP COMMITTEE:

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

RISK MANAGEMENT COMMITTEE:

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

REGISTRAR & SHARE TRANSFER AGENTS

Venture Capital and Corporate Investments Private Limited

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

Contact No. : 040-23818475, 23818476, Fax : 040-238680240

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

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



NOTICE

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. M. Jayasimha Reddy (DIN: 06490738) who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and rules made thereunder, Mr. Chitmi Srinivasa Reddy, (holding DIN 02731285) who was appointed as additional director by the Board of Directors in the meeting held on 24th May 2019 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member



under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Chitmi Srinivasa Reddy as a candidate for the office of a director of the company who meets criteria of independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years up to 24th May 2024.

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

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and rules made thereunder, Mrs. Taarika Abhishek Raj, (holding DIN-05160143) who was appointed as additional director by the Board of Directors in the meeting held on 24th May 2019 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Taarika Abhishek Raj as a candidate for the office of a director of the company who meets criteria of independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years up to 24th May 2024.

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

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

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

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

THE NAME OF THE COMPANY IS BAHRI AND CORBEL HOSPITALITY LIMITED

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

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

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

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

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

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



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

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

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

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

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

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

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Bengaluru
Date: 5.11.2019

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



NOTES

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

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

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24.11.2019 to 30.11.2019 (Both days Inclusive).
4. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
7. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) and Aadhar Number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN and Aadhar Number details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form should submit their PAN and Aadhar Number details to the Company/ Registrar and Share Transfer Agents (M/s. Venture Capital and Corporate Investments Private Limited)
10. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
11. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Venture Capital and

Corporate Investments Private Limited, Share Transfer Agents of the Company for their doing the needful.

12. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
13. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
14. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
15. Electronic copy of the Annual Report for 2018-2019 is being sent to all the members whose Email-IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode.
16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website www.swagruha.co.in in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id info@swagruhainfra.com.
17. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise SEBI has decided that securities of the listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form their right to vote by electronic means the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23.11.2019, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 09.00 a.m. on 27.11.2019 and will end at 05.00 p.m. on 29.11.2019. The Company has appointed Mr. S. Sarveswar Reddy, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.



The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

- (i) The voting period begins on 27.11.2019 and will end at 05.00 p.m. on 29.11.2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.11.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - (I) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN “Swagruha Infrastructure Limited.”
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (xx) 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
18. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
19. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting.
20. SEBI has notified vide Notification No. SEBI/LAD-NRO/GN/2018/24 that securities of the listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
21. The Ministry of Corporate Affairs (vide circular nos. 17/2011 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a ‘Green Initiative in Corporate Governance’ and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company’s Registrar and Share Transfer Agents.

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Bengaluru
Date: 5.11.2019

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

EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]



ITEM NO. 3:

Re-appointment of Mr. M. Sridhar (DIN: 07911295) as an Independent Director of the Company Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder Mr. M. Sridhar was appointed at the 23rd Annual General Meeting held on 28th September, 2017 as an Independent Director of the Company for a period of 3 (three) consecutive years up to 28th August, 2020. Mr. M. Sridhar who shall complete his first term as an Independent Director of the Company on 28th August, 2020 is eligible for re-appointment for one more term of the 5 years.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the LODR Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby sought for re-appointment of Mr. M. Sridhar (DIN: 07911295) as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 28th August 2020 up to 27th August 2025 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. M. Sridhar confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the LODR Regulations as amended from time to time. Mr. M. Sridhar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

Except Mr. M. Sridhar, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Item No. 4:

Appointment of Mr. Chitmi Srinivasa Reddy as Independent Director of the Company.

Mr. Chitmi Srinivasa Reddy was appointed as Additional Director on 24th May 2019, in terms of Section 161 (1) of the Companies Act, 2013, in the category of 'Non-Executive Independent' and is continuing as 'Independent Director'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a notice from a member under section 160 of the Companies Act 2013, along with requisite deposit proposing the candidature of Mr. Chitmi Srinivasa Reddy for the office of director under the category of Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Chitmi Srinivasa Reddy as 'Independent Director' for a term up to 24.05.2024, and pass the resolution set out at Item No. 4. The appointment of Mr. Chitmi Srinivasa Reddy is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013.

Mr. Chitmi Srinivasa Reddy has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that his continued association with the Company would be of benefit to the Company. Further, in the opinion of the Board Mr. Chitmi Srinivasa Reddy fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and he is independent of the management.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director, Mr. Chitmi Srinivasa Reddy is concerned or interested, financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution as set out at item no. 4 for approval of the Members.

Item No. 5 :

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

Mrs. Taarika Abhishek Raj was appointed as Additional Director on 24th May 2019, in terms of Section 161 (1) of the Companies Act, 2013, in the category of 'Non-Executive Independent' and is continuing as 'Independent Director'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a notice from a member under section 160 of the Companies Act 2013, along with requisite deposit proposing the candidature of Mrs. Taarika Abhishek Raj for the office of director under the category of Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mrs. Taarika Abhishek Raj as 'Independent Director' for a term up to 24.05.2024, and pass the resolution set out at Item No. 5. The appointment of Mrs. Taarika Abhishek Raj is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013.

Mrs. Taarika Abhishek Raj has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that her continued association with the Company would be of benefit to the Company. Further, in the opinion of the Board Mrs. Taarika Abhishek Raj fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and she is independent of the management.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director, Mrs. Taarika Abhishek Raj is concerned or interested, financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution as set out at item no. 5 for approval of the Members.

Item No. 6 :

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

The Board of Directors of the Company in its meeting held on 31st October, 2019 decided to change the name of the Company from Swagruha Infrastructure Limited to Bahri and Corbel Hospitality Limited, or such other name as maybe approved by Central Registration Center, Ministry of Corporate Affairs. Accordingly, Clause I (Name Clause) in the Memorandum of Association and Name Clause of Articles of Association of the Company is to be altered by substituting the same with a Clause as set out in the Notice for approval of the Shareholders of the Company. The Directors believe that the change in the name of the Company signifies the name of the new management of the company.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Special Resolution as set out at item no. 6 for approval of the Members.

Item No. 7:

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

The main business of the Company is to construct and maintain different types of commercial and residential buildings. Subsequent to change in management of the Company post Open Offer, the Company is planning to step in to new line of business in the area of hospitality and hospitality services, restaurants/chain of restaurants which are not specifically covered in the existing main objects of the Company.

Hence, to enable the Company to capitalize on the new line of business, the Board of Directors at their meeting held on 5th November 2019 has approved, subject to the consent of the shareholders, amendment in Clause III (Object Clause) of the MOA of the Company in the manner as set out in the Special Resolution at Item no. 7 of the notice of 25th Annual General Meeting.

The alteration in the Object clause of the MOA, as set out in the resolution, referred above, is to facilitate the Company's entry into new business areas as defined therein. The proposed activities can be carried out, under the existing circumstances, conveniently and advantageously. The Board is of the opinion that the new set of objects will enable the company to carry on its business in the proposed line of areas efficiently.



The Companies Act, 2013 has prescribed a new format of Memorandum of Association (MOA) with a view to align the existing MOA of the Company with Table A of Schedule I of the Companies Act, 2013 and in accordance with Section 4 and 13 of the Act, it is proposed to adopt and alter the MOA of the Company by merging the Objects under Clause III (C) – “Other Objects” with Clause III (B) – “Objects Incidental or Ancillary to the attainment of the Main Objects” and also to rename the Clause III (A) and III (B) of the Clause.

Pursuant to the provisions of Section 4, 14, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder, alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, being referred in this resolution would be available for inspection by the members, free of cost, at the registered office of the company during 11.00 a.m to 1.00 p.m on all working days (Monday to Friday) up to and including the date of AGM.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item no. 7 for approval of members as Special Resolution.

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Bengaluru
Date: 5.11.2019

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



DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting before you the Directors' Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019.

1. FINANCIAL SUMMARY/HIGHLIGHTS, STATE OF AFFAIRS:

The financial results of the company during the period ended 31st March, 2019 has been as under:

Particulars	Rs. (in lakhs)	
	2018-2019	2017-2018
Revenue from Operations	40.27	13.87
Other Income	Nil	Nil
Profit/Loss Before Depreciation, finance costs, Exceptional Items and Tax expense	8.84	1.45
Less: Depreciation/Amortisation/Impairment	Nil	0.25
Profit/Loss before finance costs, exceptional items and Tax expense	8.84	1.20
Less: Finance Costs	0.09	0.06
Profit/Loss before Exceptional Items and Finance Costs	8.75	1.14
Add/(Less): Exceptional Items	Nil	Nil
Profit/Loss before tax expense	8.75	1.14
(Less): Tax Expense (Current & deferred)	2.27	0.37
Profit/(Loss) for the year (1)	6.47	0.77
Total Comprehensive Income/(Loss) (2)	Nil	Nil
Total (1+2)	6.47	0.37
Balance carried forward	6.47	0.37
Earnings per share	0.01	0.00

2. REVIEW OF OPERATIONS:

The Directors wish to report that your company has achieved the turnover of Rs. 40.27 lakhs for the financial year ended 31.03.2019 as against Rs. 13.87 lakhs for the financial year ended 31.03.2018. The Profit after tax stood at Rs. 6.47 lakhs for the financial year ended 31.03.2019 as against Rs. 0.77 lakhs for the financial year ended 31.03.2018.

3. DIVIDEND:

Keeping the Company's expansion and growth plans in mind, the Directors have decided not to recommend dividend for the year.

4. MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments affecting financial position of the company between 31st March, 2019 and the date of Board's Report. (i.e. 05.11.2019)



5. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Boards' Report there was no change in the nature of business.

6. TRANSFER TO RESERVES:

During the year, no amount has been transferred to reserves.

7. CHANGE IN NAME OF THE COMPANY

The Board of Directors at their meeting held on 31st October 2019 has approved the change in name of the Company from Swagruha Infrastructure Limited to Bahri and Corbel Hospitality Limited, approval of shareholders for which was set out in the notice of 25th Annual General Meeting.

8. CHANGE IN MAIN OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Board of Directors of the Company at their meeting held on 5th November 2019 approved the alteration of objects clause of the MOA of the Company, to enable the company to carry on its operations in new line of business and adopting the new set of Memorandum of Association to align with the existing MOA of the Company with Table A of Schedule I of the Companies Act, 2013. The Board of Directors seek approval of shareholders of the company as set out in the notice of 25th Annual General Meeting.

9. EXTENSION OF AGM

The Company has applied for extension of time with the Registrar of Companies, Karnataka for conducting the Annual General Meeting as there is a change in management of the Company pursuant to Open Offer. The company has obtained extension of 2 months to conduct the Annual General Meeting.

10. PUBLIC DEPOSITS:

The Company has not accepted any deposits falling within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014, during the financial year under review.

11. CAPITAL OF THE COMPANY:

The Authorized Share Capital of the Company is Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lakhs only) divided into 7,50,00,000 equity shares (Seven Crore Fifty Lakhs only) of Rs. 1/- each only. The Paid-up capital of the company is Rs. 6,85,48,000 (Rupees Six Crore Eighty Five Lakhs Forty Eight Thousand only) divided into 6,85,48,000 equity shares (Six Crore Eighty Five Lakhs Forty Eight Thousand only) of Rs.1/- each.

12. REVISION OF FINANCIAL STATEMENTS:

There was no revision of the financial statements for the year under review as per section 131 of the Companies Act, 2013.

13. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The company has in place adequate internal financial controls which commensurate with its size, nature of business and complexity of its operation and are designed to provide a reasonable degree of

assurance regarding the effectiveness and efficiency of operations the adequacy of safeguard for assets, internal control over financial reporting, and compliance with applicable laws and regulations. Internal audit function evaluates the adequacy of and compliance with policies, plans, regulatory and statutory requirements.

14. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

15. DISCLOSURE ON ISSUE OF SHARES

During the year under review, the Company has not taken up any of the following activities:

1. Issue of sweat equity share: The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.
2. Issue of shares with differential rights: The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.
3. Issue of shares under employee's stock option scheme: The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014
4. Non- Exercising of voting rights : During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.
5. Disclosure on purchase by company or giving of loans by it for purchase of its shares: The company did not purchase or give any loans for purchase of its shares.
6. Preferential Allotment of Shares: The Company did not allot any shares on preferential basis during the period under review.

16. INVESTOR EDUCATION AND PROTECTION FUND

No amount of unpaid or unclaimed dividend has been transferred to Investor Education and Protection Fund during the year under review.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:-

Name of the Director	Jayasimha Reddy	M. Sridhar	Mr. Chitmi Srinivasa Reddy	Mrs. Taarika Abhishek Raj
Date of Birth	05.04.1971	06.07.1972	10.09.1968	04.03.1984
Date of Appointment	23.03.2013	29.08.2017	24.03.2019	24.03.2019
Qualification	Engineer	Graduate	Civil Engineer	Graduate
Expertise in specific functional areas	Experience in the field of infrastructure	Finance	He has 25 years of experience in the construction & hospitality industry and has successfully commissioned about 1000 residential houses and offices, he currently promotes Red Earth Group and Chirantana Engineers.	She is an entrepreneur with 5 years' experience in hospitality services and interior designing and project execution.
Directorships held in other companies (excluding private limited and foreign companies)	--	--	--	--
Membership/Chairmanship of committee of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	--	--	--	--
No. of Shares held in the Company	--	--	--	--
Inter se relationship with any Director	--	None	None	None
Number of meetings attended in the financial year	6	6	NA	NA



18. BOARD MEETINGS

During the financial year 2019-18, the Board of Directors duly met 6 (Six) times on 29.05.2018, 13.08.2018, 14.11.2018, 14.02.2019 and 12.03.2019 and 24.03.2019 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

15.1 Key Managerial Personnel:

Pursuant to Section 203 of the Companies Act 2013, the Key Managerial Personnel of the Company are:

- a) Mr. Jayasimha Reddy - Managing Director
- b) Mrs. Priyanka Ahuja* - Company Secretary

*Appointed w.e.f. 10th May 2019

15.2 Declaration of Independence

The Company has received the declarations under Section 149 (6) of the Companies Act, 2013 from the independent directors that each of them meets the criteria of independence and there has been no change in the circumstances which may affect their status as independent directors during the year.

19. BOARD EVALUATION

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its Committees. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

20. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company familiarizes its Independent Directors on their appointment as such on the Board with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. through familiarization programme. The Company also conducts orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis. The familiarization programme for Independent Directors is disclosed on the Company's website www.swagruhainfra.co.in

21. RISK MANAGEMENT

The Company has put in place a mechanism to identify, assess, monitor and mitigate various risk associated with the business. Major risk 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.

22. SECRETARIAL STANDARDS

The company is in due compliance with the Secretarial Standards applicable as on date.

23. AUDIT COMMITTEE

I. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

II. The terms of reference of the Audit Committee include a review of the following:

- * Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- * Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- * Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- * Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- * Reviewing with management the annual financial statements before submission to the Board, focusing on:
 1. Any changes in accounting policies and practices;
 2. Qualification in draft audit report;
 3. Significant adjustments arising out of audit;
 4. The going concern concept;
 5. Compliance with accounting standards;
 6. Compliance with stock exchange and legal requirements concerning financial statements and
 7. Any related party transactions
- * Reviewing the company's financial and risk management's policies.
- * Disclosure of contingent liabilities.
- * Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- * Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- * Discussion with internal auditors of any significant findings and follow-up thereon.
- * Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

- * Reviewing compliances as regards the Company's Whistle Blower Policy.

III. The previous Annual General Meeting of the Company was held on 29th September 2018 and Chairman of the Audit Committee, attended previous AGM.

IV. The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:



During the financial year 2018-19, (4) Four meetings of the Audit Committee were held on the 29.05.2018, 13.08.2018, 14.11.2018 and 14.02.2019.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Gopal Gillela	Chairman	NED(I)	4	4
Mathew Oommen	Member	NED(I)	4	4
M. Sridhar	Member	NED(I)	4	4

NED (I): Non-Executive Independent Director

24. NOMINATION AND REMUNERATION COMMITTEE

Terms of reference:

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered, individual performance etc.

None of the Directors is drawing any Commission, Perquisites, Retirement benefits etc.,

During the year, the committee met on 13.08.2018 and 24th March 2019

The details of composition of the Committee are given below:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Gopal Gillela	Chairman	NED(I)	2	2
Mathew Oommen	Member	NED(I)	2	2
M. Sridhar	Member	NED(I)	2	2

NED (I): Non Executive Independent Director

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 "Director" means a director appointed to the Board of a Company.

1.2 “Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and reg. 19 of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015.

2.3 “Independent Director” means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company’s operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- * General understanding of the company’s business dynamics, global business and social perspective;
- * Educational and professional background
- * Standing in the profession;
- * Personal and professional ethics, integrity and values;
- * Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfill the following requirements:

- * shall possess a Director Identification Number;
- * shall not be disqualified under the Companies Act, 2013;
- * shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- * shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- * shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- * Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company’s business.

3.2 Criteria of independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with guidelines as laid down in Companies Act, 2013 and reg. 16(1) (b) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

3.2.3 The Independent Director shall abide by the “Code for Independent Directors “as specified in Schedule IV to the companies Act, 2013.

a. Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the company. The NR Committee shall take into account the nature of, and the time involved in a Director Service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

3.3.4 A Director shall not be a member in more than 10 committee or act chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder’s relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 “Director” means a Director appointed to the Board of the company.

2.2 “Key Managerial Personnel” means

(i) The Chief Executive Office or the managing director or the manager;

(ii) The Company Secretary;

(iii) The Whole-Time Director;

(iv) The Chief Finance Officer; and

(v) Such other office as may be prescribed under the companies Act, 2013



2.3 “Nomination and Remuneration Committee” means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013 and reg. 19 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Remuneration to Executive Director and Key Managerial Personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall approved by the shareholders.

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

3.1.3 The Remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Commission (Applicable in case of Executive Directors)
- (iv) Retrial benefits
- (v) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

3.2.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per provisions of the companies act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof.

3.3. Remuneration to other employees

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

25. STAKEHOLDERS RELATIONSHIP COMMITTEE

A.) Composition:

The Details of composition of the Committee are given below:

Name	Designation	Category
Gopal Gillela	Chairperson	NED(I)
Mathew Oommen	Member	NED(I)
M. Sridhar	Member	NED(I)



NED (I): Non-Executive Independent Director

B) Powers:

The Committee has been delegated with the following powers:

- * To redress shareholder and investor complaints relating to transfer of shares, Dematerialization of Shares, non-receipt of Annual Reports, non-receipt of declared dividend and other allied complaints.
- * To approve, transfer, transmission, and issue of duplicate / fresh share certificate(s)
- * Consolidate and sub-division of share certificates etc.
- * To redress, approve and dispose off any, other complaints, transactions and requests etc., received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and Share Transfer Agents, who process share transfers within a week of lodgment in the case of shares held in physical form.

The Company has designated an exclusive e-mail ID called investorgrievances@swagruha.com for complaints/grievances

26. RISK MANAGEMENT COMMITTEE

A) Composition:

The Details of composition of the Committee are given below:

Name	Designation	Category
Gopal Gillela	Chairman	NED(I)
Mathew Oommen	Member	NED(I)
M. Sridhar	Member	NED(I)

NED (I) : Non Executive Independent Director

B) RISK MANAGEMENT POLICY:

The Company follows a comprehensive system of Risk Management. The Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well-structured risk management process.

27. PERFORMANCE EVALUATION

Evaluation of the Committees performance was based on the criteria like composition, its terms of the reference and effectiveness of committee meetings, etc., Individual Director's performance evaluation is based on their preparedness on the issues to be discussed, meaningful and constructive discussions and their contribution to the Board and Committee meetings. The Chairperson was evaluated mainly on key aspects of his role. These performance exercises were conducted seeking inputs from all the Directors / Committee Members wherever applicable.

The evaluation procedure followed by the company is as mentioned below:

- i) Feedback is sought from each Director about their views on the performance of the Board, covering various criteria such as degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of relationship



between the Board and the Management and efficacy of communication with external stakeholders. Feedback was also taken from every Director on his assessment of the performance of each of the other Directors.

ii) The Nomination and Remuneration Committee (NRC) then discusses the above feedback received from all the Directors.

iii) Based on the inputs received, the Chairman of the NRC also makes a presentation to the Independent Directors at their meeting, summarizing the inputs received from the Directors as regards Board performance as a whole and of the Chairman. The performance of the Non-Independent Non-Executive Directors and Board Chairman is also reviewed by them.

iv) Post the meeting of the Independent Directors, their collective feedback on the performance of the Board (as a whole) is discussed by the Chairman of the NRC with the Chairman of the Board. It is also presented to the Board and a plan for improvement is agreed upon and is pursued.

v) Every statutorily mandated Committee of the Board conducts a self-assessment of its performance and these assessments are presented to the Board for consideration. Areas on which the Committees of the Board are assessed include degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

vi) Feedback is provided to the Directors, as appropriate. Significant highlights, learning and action points arising out of the evaluation are presented to the Board and action plans are drawn up. During the year under report, the recommendations made in the previous year were satisfactorily implemented.

The peer rating on certain parameters, positive attributes and improvement areas for each Board member are also provided to them in a confidential manner. The feedback obtained from the interventions is discussed in detail and, where required, independent and collective action points for improvement are put in place.

28. STATUTORY AUDITORS

The members of the company in accordance with section 139 of the Companies Act, 2013 had passed a resolution in the AGM held on 29.09.2018 for appointment of M/s. M.M Reddy & Co, as Statutory Auditors of the company for a period of 3 years to hold office up to the conclusion of 27th Annual General Meeting of the company to be held for the financial year 2020-21.

29. INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies read with rules made there under, the Board has appointed M/s. Ravi & Co., Chartered Accountants are the internal Auditors of the Company.

30. SECRETARIAL AUDITORS

The Board had appointed Ms. Aakanksha, Practicing Company Secretary, Hyderabad, having CP No.20064 to conduct Secretarial Audit for the financial year 2018-19, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report in Form MR – 3 for the financial year 2018- 19 is enclosed as Annexure IV to this Report.

31. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

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. 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.swagruha.co.in.

32. CORPORATE GOVERNANCE

Corporate Governance is not applicable to the company since the paid-up equity share capital and net worth of the company does not exceed Rs. 10 crores and Rs. 25 crores respectively.

33. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review which forms part of Annual Report pursuant to the SEBI (LODR) Regulations, 2015 as ANNEXURE I

34. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report – Annexure II

35. DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them 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 at the end of the financial year and of the profit and loss of the company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis;
- e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

36. INFORMATION ABOUT THE FINANCIAL PERFORMANCE/ FINANCIAL POSITION OF THE SUBSIDIARIES/ASSOCIATES:

The company does not have any subsidiary, Joint venture or associate company which have become or ceased to be its subsidiaries, joint venture or associate company during the year.



37. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO CENTRAL GOVERNMENT.

There were no frauds reported by the auditors as per section 143 (12).

38. INDIAN ACCOUNTING STANDARDS

The Ministry of Corporate Affairs vide its notification dated 16th February, 2015 has notified the Companies (Indian Accounting Standards) Rules, 2015. In pursuance of the said notification, the Company will be adopted Indian Accounting Standards with effect from 01st April, 2017. The implementation of Indian Accounting Standards (IAS) is a major change process for which the Company has set up a dedicated team and is providing desired resources for its completion within the time frame. The impact of the change on adoption of said IAS is being assessed.

39. AUDIT REPORTS

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2019 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges that may occur in the industry.

(b) Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013 and there are no qualifications/adverse remarks.

40. CORPORATE SOCIAL RESPONSIBILITY

Since the Company does not has the net worth of Rs. 500 Crores or more, or turnover of Rs. 1000 Crore or more, a net profit of Rs. 5 Crore or more during the financial year or, Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy and also not required the composition of Corporate Social Responsibility Committee.

41. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO

The required information as per Sec.134 of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

1. Research and Development (R&D): NIL
2. Technology absorption, adoption and innovation: NIL

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: NIL

**42. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The company has not given loans or Guarantees during the year under review

43. CREDIT & GUARANTEE FACILITIES

The Company has not availed facilities of Credit and Guarantee during the year.

44. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

45. RATIO OF REMUNERATION TO EACH DIRECTOR:

No Remuneration is paid to the directors of the company.

46. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

47. CEO/ CFO CERTIFICATION:

The Managing Director and CEO/ CFO certification of the financial statements for the year 2018-19 is provided elsewhere in this Annual Report.

48. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

49. INSIDER TRADING

The company has in place code of conduct for prevention of insider trading. All Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the company are governed by the code. During the year under review, there has been due compliance with the code of conduct for prevention of Insider trading.

50 VIGIL MECHANISM/WHISTLE BLOWER POLICY

The company has in place, whistle blower policy and no personnel has been denied access to the Chairman of the Audit Committee. The policy also provides for safeguarding of whistle blowers. The whistle blower policy is available on website of the company www.swagruha.co.in.

51. DISCLOSURE ON CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE (IBC).

No corporate insolvency resolution process was initiated under the Insolvency and Bankruptcy Code (IBC) during the year under review.

52. PARTICULARS OF EMPLOYEES:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the improved performance of the Company.

None of the employees is drawing Rs. 8,50,000/- and above per month or Rs.1,02,00,000/- and above in aggregate per annum, the limits prescribed under Section 197(12) of Companies Act 2013 read with Rule 5 of Companies (Appointment & Remuneration Of Managerial Personnel) Rules, 2014.



53. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR.

During the year, no company has become or ceased to be its subsidiaries, joint ventures or associate company.

54. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received : Nil
- No. of complaints disposed off : Nil

55. OPEN OFFER:

During the period under review, Mr. Hemant Bahri, Mrs. Sangeet Bahri, Bahri Estates Private Limited, Mr. Sravan Veledandi Prabhakar and Mrs. Reshma Narain (acquirers) made the open offer to the existing shareholders of the Company pursuant to SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 for acquisition of 1,78,22,500 equity shares of face value of Rs. 1.00 each representing 26 % of Equity share Capital/Voting Capital of the Company at a price of Rs. 1.45 per Equity Share.

SEBI vide reference no. SEBI/HO/CFD/DCR-2/OW/P/2018/22420/1 dated 09.08.2018 approved/given comments for the open offer for acquisition of 1,78,22,500 equity shares of the face value of Rs. 1.00 each representing 26 % of Equity share Capital/Voting Capital of the Company at a price of Rs. 1.45 per Equity Share.

56. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, for the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions, other statutory authorities like SEBI, ROC, Stock Exchanges, NSDL, CDSL etc and shareholders of the Company for their continued support for the growth of the Company.

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Bengaluru
Date: 5.11.2019

Mathew Ommen
Director
(DIN- 01940161)

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



MANAGEMENT'S DISCUSSION & ANALYSIS REPORT

a) Industry Structure and Developments:

The world economy is gradually recovering from economic slowdown. The economic performance by the Asian economies has improved. Even though the global economy is expanding and conditions have improved considerably, the economic activities remain far below the pre – crisis level and the pace and shape of recovery remains uncertain. With the government's economic stimulus package, the industry and service sector have recovered. With the Reserve Bank of India maintaining a prudent watch on the key policy issues, the liquidity situation in the country has become comfortable. However, high inflation rate seems to be a major dampener.

b) Opportunities, Outlook and Threats:

The Company is trading in infrastructure materials and foresee increase in the turnover. The Board is of the view that infrastructure sector in Telangana and Andhra Pradesh has tremendous scope and the future outlook seems bright. High inflation and changing government policies are threat to the Company, but the Company is confident that it can absorb such threats.

c) Business performance

During the year under review, the Company has achieved the turnover of Rs. 40.27 lakhs for the financial year ended 31.03.2019 as against Rs. 13.87 lakhs for the financial year ended 31.03.2018. The Profit after tax stood at Rs. 6.47 lakhs for the financial year ended 31.03.2019 as against Rs. 0.77 lakhs for the financial year ended 31.03.2018.

d) Risks and Concerns:

- i) The product is at once subjected to local, national and international competition.
- ii) Any adverse change in the policies of the Government, Recession etc may further adversely affect the profitability.

e) Internal Control System and its adequacy

The system of internal control has been established to provide reasonable assurance of safeguarding assets and maintenance of proper Accounting Records and its accuracy. The business risks and its control procedures are reviewed frequently. Systems audit is also conducted regularly to review the systems with respect to Security and its Adequacy. Reports are prepared and circulated to Senior Management and action taken to strengthen controls where necessary.

The Internal Auditors directly report to the Board's Audit Committee, thus ensuring the independence of the process. It also evaluates and suggests improvement in effectiveness of risk management, controls and governance process. The Audit committee and Board provides necessary oversight and directions to the Internal audit function and periodically reviews the findings and ensures corrective measures are taken.

f) Human resources and Industrial relations

Your company continues to have cordial relations with its employees and other stakeholders.

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Bengaluru
Date: 5.11.2019

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

**Annexure II****FORM - MGT 9
Extract of Annual Return**

As on the Financial Year ended 31.03.2019
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1)
of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:			
I.	CIN	L24134TG1994PLC017327	
ii.	Registration Date	07.04.1994	
iii.	Name of the Company	Swagruha Infrastructure Limited	
iv.	Category / Sub-Category of the Company	Company limited by shares / Non-Government Company	
v.	Address of the Registered office and contact details	H.No. 362, 2nd Floor, 11th cross, 4th main, 2nd Block (near BDA Shopping Complex), RT Nagar, Bengaluru- 560032	
vi.	Whether listed company Yes / No	Yes	
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Venture Capital & Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad, Telangana – 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:-			
Sl. No.	Name and Description of main products /services	NIC Code of the Product / service	% to total turnover of the company
1	Construction Services	41001	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:—

S.No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate Held	% of shares	Applicable Section
	The Company does not have any subsidiaries.				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**I) Category-wise Share Holding:-**

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			%Change during the year		
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

A. Promoters

(1) Indian									
Individual/ HUF	31264000	--	31264000	45.61	40982177	0	40982177	59.79	14.18
Central Govt.	--	--	--	--	--	--	--	--	--
State Govt. (s)	--	--	--	--	--	--	--	--	--
Bodies Corp.	--	--	--	--	--	--	--	--	--
Banks / FI	--	--	--	--	--	--	--	--	--
Any Other....	--	--	--	--	--	--	--	--	--
Sub-total									
(A) (1) :-	31264000	--	31264000	45.61	40982177	0	40982177	59.79	14.18
(2) Foreign									
a) NRIs - Individuals	--	--	--	--	--	--	--	--	--
b) Other – Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other....	--	--	--	--	--	--	--	--	--

Sub-total (A) (2):-	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) =(A)(1)+(A) (2)	31264000	--	31264000	45.61	40982177	0	40982177	59.79	14.18
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Fund	--	--	--	--	--	--	--	--	--
I) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1)	--	--	--	--	--	--	--	--	--
2. Non Institutions									
a) Bodies Corp.	-	--	-	-	-	--	--	--	--
i) Indian	16245267	--	16245267	23.07	10662416	--	10662416	15.55	-7.52
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
I) Individual shareholders holding nominal share capital up to Rs. 1 lakh	821121	61000	882121	1.29	789128	18000	807128	1.29	(0.14)

ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	15389201	3599000	18988201	27.70	12490086	2444000	14934086		0.57
c) Others (specify)									
1. Employee									
2. NRI's	1161271	–	1161271	1.69	1161271	–	1161271	1.69	0.00
3. Clearing Members	7140	–	7140	0.01	922	–	922	0.00	-0.01
Sub-total (B)(2)	33624000	3660000	37284000	54.39	25103823	2462000	27565823	40.21	-14.18
Total Public Share holding (B)=(B)(1)+(B)(2)	33624000	3660000	37284000	54.39	25103823	2462000	27565823	40.21	-14.18
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	64888000	3660000	68548000	100	66086000	2462000	68548000	100	--

(ii) Shareholding of Promoters

Sl. No.	Share holder's Name	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

1.	N.L.Kalyani	31264000	45.61	--	0	0.00	--	-45.61
2	Hemant Bahri	20000	0.03	--	7520000	10.97	--	10.94
3	Sangeeta Bahri	222400	0.32	--	7722400	11.26	--	10.94
4	Bahri Estates Private Limited	1856076	2.71	--	5558456	8.11	--	5.4
5	Reshma Sravan Veledandi	620000	0.90	--	8436000	12.30	--	11.4
6	Sravan Veledandi Prabhakar	1818130	2.65	--	10582356	15.44	--	12.79
7	Corbel Li fespace Private Limited	33593	0.05	-	33593	0.05	--	--
8	H S Projects Private Limited	589835	0.86	--	589835	0.86	--	--

(iii) Change in Promoters' Shareholding (please specify, if there is no change)					
Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	N. L Kalyani	31264000	45.61	31264000	45.61
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	12.02.2019 07.03.2019	18764000	12500000	18.23
			12500000	0	0
2	Hemant Bahri	20000	0.03	20000	0.03
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	15.10.2018 07.03.2019	1250000 6250000	12700000 7520000	18.53 10.97
3	Sangeeta Bahri	222400	0.32	222400	0.32
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	15.10.2018 07.03.2019	1250000 6250000	1472400 7722400	2.15 11.26
4	Bah ri Estates Private Limited	1856076	2.71	1856076	2.71
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	15.10.2018 12.02.2019	570380 3132000	2426456 5558456	3.54 8.11
5	Reshma Sravan Veledandi	620000	0.90	620000	0.90
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	12.02.2019	3132000	5558456	8.11
6	Sravan Veledandi Prabhakar	1818130	2.65	1818130	2.65
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	15.10.2018 12.02.2019	948226 7816000	2766356 10582356	4.03 15.44
7	Corbel Life space Private Limited	33593	0.05	33593	0.05
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--

8	H S Projects Private Limited	589835	0.86	589835	0.86
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	Shareholder Name	Shareholding at the beginning of the year		Date wise Increase	Shareholding at the end of the year	
		No. of Shares	% of total shares of The company	/Decrease in Promoters Share Holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/ sweat equity etc)	No. of shares	% of total shares of the company
1.	Prastuti Multi Media And Technologies Limited	3055000	4.46	22.06.2018- Purchase	3255000	4.74%
				16.11.2018 Purchase	3755000	5.48%



2.	RBU ESTATES PRIVATE LIMITED	3153210	4.60	15.02.2 019- Sale	3103210	4.53
3.	VENU KONDI	3248226	4.74%	29.09.2 018- Sale	2300000	3.35%
				30.11.2 018 – Sale	2200001	3.21%
				14.12.2 018- Purchase	2287073	3.34%
				08.02.2 019- Sale	2285583	3.33%
				15.02.2 019- Sale	2191413	3.20%
				01.03.2 019- Sale	2191393	3.20%
				15.03.2 019- Purchase	2291386	3.34%

4.	RAJESH HANDA	871860	1.27	13.04.2018-Purchase	872060	1.2
5.	LOHITH HA	693000	1.01%	--	693000	1.01%
6.	OBALESH VENKATESH	687500	1.00	--	687500	1.00
7.	ANISA ALNASIR GILANI	0	0	There is purchase of shares	1000000	1.99%
				16.1.2018-Sale	500000	0.73%
8.	MUKKERA SAI KUMAR	0	0	There is purchase of shares	500000	0.73
9.	ANEES ALNASIR GILANI	678827	0.99%	There Is sale of shares	478827	0.70%
10.	RRJ ADVISORY SERVICES PRIVATE LIMITED	3070380	4.48%	There is sale of shares	0	0.00%

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company

1.	Mr. Jayasimha Reddy				
	At the beginning of the year	--	--		--
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (eg. allotment / transfer / bonus/sweat equity etc): NIL				
	At the End of the year				
2.	Mr. Babu Sahebe Shaik				
	At the beginning of the year	--	--		--
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): NIL				
	At the End of the year				
3.	Mr. Gopal Gillela				
	At the beginning of the year	-	--	--	--
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): NIL				
	At the End of the year	--	--	--	--
4.	Mr. Mathew Oommen				
	At the beginning of the year	--	--	--	--
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): NIL				
	At the End of the year	--	--	--	--
5.	M. Sridhar				
	At the beginning of the year	--	--	--	--
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): NIL				
	At the End of the year	--	--	--	--
6.	Ms. Priyanka Ahuja				
	At the beginning of the year	--	--	--	--

	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): NIL				
	At the End of the year	--	--	--	--

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Principal Amount	--	--	--	--
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	--	--	--	--
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

A. Remuneration to Managing Director, Whole -time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - Others, specify...	--	--
5.	Others, please specify	--	--

6.	Total (A)	--	--
	Ceiling as per the Act	--	--

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Director				Total Amount
1.	Independent Directors <ul style="list-style-type: none"> Fee for attending board / committee meetings Commission Others, please specify 	--	--	--	--	--
	Total (1)	--	--	--	--	--
2.	Other Non-Executive Directors <ul style="list-style-type: none"> Fee for attending board/ committee meetings Commission Others, please specify 	--	--	--	--	--
	Total (2)	--	--	--	--	--
	Total (B)=(1+2)	--	--	--	--	--
	Total Managerial Remuneration	--	--	--	--	--
	Overall Ceiling as per the Act	--	--	--	--	--

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTG

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please Specify	-	-	-	-
6.	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--



FORM MR-3
SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

To
The Members of
M/s. Swagruha Infrastructure Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Swagruha Infrastructure Limited (hereinafter called "the Company"). Audit was conducted in a manner that provided us 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 financial year commencing from 1st April, 2018 and ended 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Swagruha Infrastructure Limited ("The Company") for the financial year ended on 31st March, 2019, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came in to effect from 12th September, 2013 and sections and Rules notified and came in to effect from 1st April, 2014;
 - 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 (FDI) and Overseas Direct Investment and External Commercial Borrowings;
 - v. The Securities and Exchange Board of India Act, 1992 ('SEBI Act');
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company under the financial year 2018-19.
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Complied with yearly and event-based disclosures.

During the period under review, Mr. Hemant Bahri, Mrs. Sangeet Bahri, Bahri Estates Private Limited, Mr. Sravan Veledandi Prabhakar and Mrs. Reshma Narain (acquirers) made the open offer to the existing shareholders of the Company pursuant to SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 for acquisition of 1,78,22,500 equity shares of face value of Rs. 1.00 each representing 26 % of Equity share Capital/Voting Capital of the Company at a price of Rs. 1.45 per Equity Share.

SEBI vide reference no. SEBI/HO/CFD/DCR-2/OW/P/2018/22420/1 dated 09.08.2018 approved/given comments for the open offer for acquisition of 1,78,22,500 equity shares of the face value of Rs. 1.00 each representing 26 % of Equity share Capital/Voting Capital of the Company at a price of Rs. 1.45 per Equity Share.

ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not Applicable as the company has not issued any shares during the year under review.

iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review.

iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.

v. 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; Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.

vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. Not Applicable as the Company has not issued any debt securities during the year under review.

vii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable as the Company has not issued any Employee Stock Options during the year under review.

viii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Insider Trading Regulations; The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e. www.swagruha.co.in.

3. During the year the Company has conducted 5 Board meetings, 4 Audit committee meetings, 4 Stakeholder Relationship Committee Meeting and 1 Independent Directors meeting. I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company secretaries of India.

4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc.,

I further report that the compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

5. (a) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I report that

(i) The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of: Not applicable.

(ii) External Commercial Borrowings were not attracted to the Company under the financial year under report;



(iii) Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;

(iv) Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.

(v) As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

(b) I further report that:

(i) The Company have CFO namely as Mr. Babu Sahebe Shaik.

(ii) The Company has internal auditor namely as M/s. Channamolu & Co.

(iii) As per Section 149 of the Companies Act, 2013, the Company has not appointed women director.

- iv) 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.
- (v) Adequate notice of board meeting is given to all the directors along with agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
- (vi) As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- (vii) 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.
- (viii) I further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Place: Hyderabad
Date: 5.11.2019

Sd/-

Aakanksha
Practicing Company Secretary
C. P. No: 20064



Annexure A

To

The Members of
M/s. Swagruha Infrastructure Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have relied on the reports given by the concerned professionals in verifying the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Hyderabad
Date: 5.11.2019

Sd/-

Aakanksha
Practicing Company Secretary
C. P. No: 20064



CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

Certificate of Code of Conduct for the year 2018-19 as per Regulation 17(5) read with Regulation 34(3) Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Swagruha Infrastructure Limited is committed for conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted a “Code of Ethics and Business Conduct” which is applicable to all director, officers and employees.

I hereby certify that all the Board Members and Senior Management have affirmed the compliance with the Code of Ethics and Business Conduct, under a certificate of Code of Conduct for the year 2018-19.

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Bengaluru
Date: 5.11.2019

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



CERTIFICATE BY THE MANAGING DIRECTOR & CFO OF THE COMPANY

To

The Board of Directors
Swagruha Infrastructure Limited

Dear Sirs,

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2016 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we was aware and the steps that we have taken or propose to take and rectify the identified deficiencies and,
4. That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the company's internal control system.

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Bengaluru
Date: 5.11.2019

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



DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

As per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company hereby discloses the details of unpaid/unclaimed dividend and the respective share thereof as follows:

**

Aggregate No. of Shareholders and the outstanding shares in the suspense account at the beginning of the year.	No. of shareholders who approached the company for transfer of shares from suspense account during the year.	No. of shareholders to whom shares were transferred from suspense account during the year.	Aggregate No. of Shareholders and the outstanding shares in the suspense account at the end of the year.
Nil	Nil	Nil	Nil

** Voting Right on these shares shall remain frozen till the rightful owner of such shares claims the shares.



INDEPENDENT AUDITORS' REPORT

To

The Members,

SWAGRUHA INFRASTRUCTURES LIMITED

Report on the Ind AS financial statements

We have audited the accompanying Ind AS financial statements of M/S. SWAGRUHA INFRASTRUCTURES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (Including other comprehensive income), the Statement of cash flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein referred to as 'Ind AS financial statements').

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements.



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31st March, 2019, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure –A a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- © The Balance Sheet, the Statement of Profit and Loss, the statement of Cash flows and the changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, relevant rules issued there under.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) 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 does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For M M REDDY & Co.,
Chartered Accountants
Firm Regd No. 010371S

Place: Bengaluru
Date: 29.5.2019

Sd/-
M Madhusudhana Reddy
Membership No. 213077

Annexure – A to the Independent Auditors' Report:



The Annexure referred to the Independent auditors' report to the members of the company on the Ind AS financial statements for the year ended 31 March 2019, we report that

I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) A major portion of fixed assets have been physically verified by the management during the year at reasonable intervals; no material discrepancies were noticed on such verification.

© According to the information and explanations given to us, the company does not have any immovable property hence paragraph 3 (i)(c) of the Companies (Auditor's Report) Order, 2016 is not applicable.

ii. According to the information and explanations given to us, the company does not have any inventory hence paragraph 3 (ii) of the Companies (Auditor's Report) Order, 2016 is not applicable.

iii. The Company has Not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any tribunal.

vi. In our opinion and according to the information and explanations given to us, maintenance of cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 is not applicable to the company.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and no undisputed amounts payable were outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of Income Tax or Sales Tax or Service Tax or duty of customs or duty of excise or value added tax or cess as at 31st March, 2019 which have not been deposited on account of a dispute.

viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3 (viii) of the Companies (Auditor's Report) Order, 2016 is not applicable.

ix. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Companies (Auditor's Report) Order, 2016 is not applicable.

x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. The company has not paid or provided any managerial remuneration during the year. Accordingly, paragraph 3 (xi) of the Companies (Auditor's Report) Order, 2016 is not applicable.



- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Companies (Auditor's Report) Order, 2016 is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment of equity share converted in to equal number equity shares of the company. The requirement of Section 42 and all the other applicable provisions of the Companies Act, 2013 and SEBI Regulations were complied with.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Companies (Auditor's Report) Order, 2016 is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M M REDDY & Co.,
Chartered Accountants
Firm Regd No. 010371S

Place: Bengaluru
Date: 29.5.2019

Sd/-
M Madhusudhana Reddy
Membership No. 213077

Annexure - B to the Independent Auditors' Report:



Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/S SWAGRUHA INFRASTRUCTURES LIMITED ("the Company") as of 31st March 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable



assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M M REDDY & Co.,
Chartered Accountants
Firm Regd No. 010371S

Place: Bengaluru
Date: 29.5.2019

Sd/-
M Madhusudhana Reddy
Membership No. 213077

SWAGRUHA INFRASTRUCTURE LIMITED
362, 2nd Floor, 11th cross, 4th Main, 2nd Block (near BDA Shopping Complex)
RT Nagar Bengaluru Bangalore KA 560032 IN
BALANCE SHEET AS AT 31st MARCH 2019



(Amount in Rs.)					
	PARTICULARS	Note No.	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
I	ASSETS:				
(1)	Non-current assets				
	(a) Property, Plant and Equipment	2	-	-	25,570
	(b) Capital work-in-progress		-	-	-
	(c) Goodwill		-	-	-
	(d) Other Intangible Assets		-	-	-
	(e) Intangible Assets under development		-	-	-
	(f) Biological Assets		-	-	-
	(g) Financial assets				
	(i) Investments	3	-	-	-
	(ii) Other Financial Assets	4	6,25,00,000	6,25,00,000	6,25,00,000
	(h) Deferred tax assets (net)		-	-	-
	(i) Other non-current assets	5	-	-	-
(2)	Current assets				
	(a) Inventories	6	-	-	-
	(b) Financial assets				
	(i) Investments		-	-	-
	(ii) Trade receivables	7	1,00,51,667	90,55,575	86,68,050
	(iii) Cash and cash equivalents	8	17,722	6,280	24,273
	(iv) Bank Balances other than (iii) above		-	-	-
	(v) Loans and advances	9	-	-	-
	(vi) Investments held for Sale		-	-	-
	(c) Other current assets	10	5,81,050	5,81,050	5,81,050
	TOTAL ASSETS		7,31,50,439	7,21,42,905	7,17,98,943
II	EQUITY AND LIABILITIES:				
	Equity				
	(a) Equity Share Capital	11	6,85,48,000	6,85,48,000	6,85,48,000
	(b) Other Equity				
	(i) Preference Share Warrant				6,25,00,000
	(ii) Reserves and Surplus	12	23,61,371	17,13,933	(6,08,63,782)
	Liabilities				
(1)	Non Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	13	-	-	-
	(b) Deferred tax liabilities (Net)	14	-	-	-
(2)	Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	15	-	-	-
	(ii) Trade Payables	16	6,52,546	5,62,250	-
	(iii) Other financial liabilities		-	-	-
	(b) Other current liabilities	17	6,25,213	5,82,902	3,14,725
	(c) Provisions	18	9,63,309	7,35,820	13,00,000
	(d) Current tax liabilities(Net)		-	-	-
	TOTAL EQUITY AND LIABILITIES		7,31,50,439	7,21,42,905	7,17,98,943
Significant accounting policies and notes to accounts		1 to 23			

As per our report of even date
For M M REDDY & Co.,
Chartered Accountants
Firm Registration No.010371S

(M Madhusudhana Reddy)
Partner
Membership No. 213077
Place: Hyderabad
Date : 29-05-2019

For and on behalf of the Board of Directors of
SWAGRUHA INFRASTRUCTURE LIMITED

Mathew Ommen
Director
DIN- 01940161

M Jayasimha Reddy
Director
DIN: 06490738

SWAGRUHA INFRASTRUCTURE LIMITED
362, 2nd Floor, 11th cross, 4th Main, 2nd Block (near BDA Shopping Complex)
RT Nagar Bengaluru Bangalore KA 560032 IN
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2019



	PARTICULARS	Note No.	Year Ended March 31, 2019	Year Ended March 31, 2018
I	Revenue from operations		40,27,492	13,87,525
II	Other Income	19	-	-
III	Total Income (I+II)		40,27,492	13,87,525
IV	Expenses:			
	Operating Expenses	20	24,01,235	-
	Employee Benefits Expense	21	78,000	5,69,090
	Depreciation and amortization expense	2	-	25,570
	Finance Cost	22	9,215	6,250
	Other expenses	23	6,64,115	6,73,080
	Total Expenses		31,52,565	12,73,990
V	Profit before exceptional and extraordinary items and tax (III - IV)		8,74,927	1,13,535
	-Exceptional Items		-	-
	-Prior period expenses		-	-
VI	Profit before tax		8,74,927	1,13,535
VII	Tax Expense			
	- Current tax		2,27,489	35,820
	- Deferred tax		-	-
VII	Profit for the period (V-VI)		6,47,438	77,715
VIII	Other Comprehensive Income (OCI)			
	i) Items that will not be reclassified to profit & loss		-	-
	ii) Income tax relating to items that will not be reclassified to profit & loss		-	-
	Other comprehensive income for the year (net of tax)		-	-
IX	Total Comprehensive Income (VII+VIII)		6,47,438	77,715
X	Earnings per equity share: (Equity shares of par value of Rs.10/- each)			
	- Basic		0.01	0.00
	- Diluted		0.01	0.00
Significant accounting policies and notes to accounts		1 to 23		

As per our report of even date
For M M REDDY & Co.,
Chartered Accountants
Firm Registration No.0103715

(M Madhusudhana Reddy)
Partner
Membership No. 213077
Place: Hyderabad
Date : 29-05-2019

For and on behalf of the Board of Directors of
SWAGRUHA INFRASTRUCTURE LIMITED

Mathew Ommen
Director
DIN- 01940161

M Jayasimha Reddy
Director
DIN: 06490738



SWAGRUHA INFRASTRUCTURE LIMITED
Statement of Changes in Equity
For the year ended 31 March 2019

a. Equity share capital

(Amount in Rs.)

	Amount
Balance as at the 1 April 2017	6,85,48,000
Changes in equity share capital during 2017-18	-
Balance as at the 31 March 2018	6,85,48,000
Changes in equity share capital during 2018-19	-
Balance as at the 31 March 2019	6,85,48,000

b. Other equity

(Amount in Rs.)

	Reserves and surplus				Items of Other comprehensive income (OCI)	Total
	General Reserve	Capital Reserve	Securities Premium Reserve	Retained earnings	Others	
Balance at 1 April 2017	-	-	-	(6,08,63,782)	-	(6,08,63,782)
Total comprehensive income for the year ended 31 March 2018						
Profit or loss				77,715	-	77,715
Other comprehensive income(net of tax)				-	-	-
Total comprehensive income			-	77,715	-	77,715
Transactions with owners in their capacity as owners directly in equity	-	6,25,00,000	-	-	-	-
Balance at 31 March 2017	-	6,25,00,000	-	(6,07,86,067)	-	(6,07,86,067)
Total comprehensive income for the year ended 31 March 2018						
Profit or loss			-		-	-
Other comprehensive income(net of tax)			-	-	-	-
Total comprehensive income	-		-	-	-	-
Transactions with owners in their capacity as owners	-		-	-	-	-
Balance at 31 March 2018	-	6,25,00,000	-	(6,07,86,067)	-	(6,07,86,067)

For M M REDDY & Co.,
Chartered Accountants
Firm Regd No. 010371S

Place: Bengaluru
Date: 29.5.2019

Sd/-
M Madhusudhana Reddy
Membership No. 213077

SWAGRUHA INFRASTRUCTURE LIMITED

362, 2nd Floor, 11th cross, 4th Main, 2nd Block (near BDA Shopping Complex)

RT Nagar Bengaluru Bangalore KA 560032 IN

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st MARCH, 2019



PARTICULARS	Year ended 31-03-2019 Amount in Rs.	Year ended 31-03-2018 Amount in Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax	8,74,927	1,13,535
Adjustment for:		
Depreciation and Amortisation	-	25,570
Preliminary Expenses Written off	-	-
Interest Earned	-	-
Cash Flows from Operations before changes in assets and liabilities	8,74,927	1,39,105
Movements in Working Capital::		
(Increase)/ Decrease in trade receivables	(9,96,092)	(3,87,525)
(Increase)/Decrease in other Current Assets	-	-
(Increase) / Decrease in Inventories	-	-
(Increase) / Decrease in Loans and Advances	-	-
(Increase) / Decrease in Trade Payables	90,296	5,62,250
(Increase) / Decrease in Short Term Provision	-	-
Increase/(Decrease) in Other current liabilities	42,311	2,68,177
Change in Working Capital	(8,63,485)	4,42,902
Changes in non current assets and liabilities		
Decrease/(Increase) in loans & advances	-	-
Decrease/(Increase) in Long Term Provisions	-	-
Decrease/(Increase) in Other non Current Assets	-	-
Changes in non current assets and liabilities		-
Cash Generated From Operations	11,442	5,82,007
Less: Taxes paid	-	6,00,000
Net Cash from operating activities(A)	11,442	(17,993)
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Increase) / Decrease in Fixed assets and Capital Work In progress		-
Bank Balances not considered as Cash and Cash equivalents		-
Investment in equity Shares		-
Net cash used in Investing activities (B)		-
C.CASH FLOW FROM FINANCING ACTIVITIES		
Increase / (Decrease) in Share Capital		-
Increase / (Decrease) in Borrowings		-
Interest paid		-
Net cash Flow from Financing Activities (C)		-
Net Increase/(Decrease) in cash & cash equivalents [A+B+C]	11,442	(17,993)
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	6,280	24,273
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	17,722	6,280

As per our report of even date

For M M REDDY & Co.,

Chartered Accountants

Firm Registration No.010371S

(M Madhusudhana Reddy)

Partner

Membership No. 213077

Place: Hyderabad

Date : 29-05-2019

For and on behalf of the Board of Directors of
SWAGRUHA INFRASTRUCTURE LIMITED

Mathew Ommen

Director

DIN- 01940161

M Jayasimha Reddy

Director

DIN: 06490738



SWAGRUHA INFRASTRUCTURE LIMITED

Notes to accounts

NOTE NO: 1: EQUITY SHARE CAPITAL:

PARTICULARS	As At March 31,2019		As At March 31,2018		As At April 1st,2017	
	Number	Amount in Rs.	Number	Amount in Rs.	Number	Amount in Rs.
Authorised						
Equity Shares of Rs. 1/- each	7,50,00,000	7,50,00,000	7,50,00,000	7,50,00,000	7,50,00,000	7,50,00,000
Issued, Subscribed and Paid up						
Equity Shares of Rs. 1/- each fully paid up (Refer foot note (a) to (d) below)	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000
Total	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000

Foot note:

(a) Reconciliation of the number of shares outstanding as at March 31, 2019, March 31, 2018 and March 31, 2017:

PARTICULARS	As At March 31,2019		As At March 31,2017		As At April 1st,2016	
	Number	Amount in Rs.	Number	Rs. In lakhs	Number	Rs. In lakhs
Equity Shares outstanding at the beginning of the year	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000
Addition due to sub-division of 1 Equity share having face value of Rs.10/- into 5 equity shares of Rs.2/- each fully paid up.	-	-	-	-	-	-
Equity Shares outstanding at the end of the year	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000	6,85,48,000

*48 70,606 shares of Rs. 10 each allotted as fully paid up pursuant to contract without payment being received in cash.

(b) Details of Shareholders holding more than 5 % shares:

PARTICULARS	As At March 31,2019		As At March 31,2018		As At April 1st,2017	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
1 N L Kalyani	-	-	3,12,64,000	45.61%	3,12,64,000	45.61%
2 Tidel Silk technologies Pvt Ltd	-	-	-	-	77,70,380	11.34%
3 Sravan Veledandi Prabhakar	1,05,82,356	15.44%	-	-	-	-
4 Reshma Narain	84,36,000	12.31%	-	-	-	-
5 Sangeeta Bahri	77,22,400	11.27%	-	-	-	-
6 Hemant Bahri	75,20,000	10.97%	-	-	-	-
7 Bahri Estates Pvt Ltd	55,58,456	8.11%	-	-	-	-
8 Prastuti Multil Media and Technologies Limited	37,55,000	54.8%	-	-	-	-

Terms and rights attached to the equity shares:

The Company has only one class of equity shares having par value of Rs.1/- each. Each holder of equity shares is entitled for one vote per share. Distribution of dividends and repayment of capital, if any, by the company, shall be subject to the provisions of applicable laws.

SWAGRUHA INFRASTRUCTURE LIMITED

Notes to accounts

NOTE NO. 2: PROPERTY, PLANT AND EQUIPMENT:

(Amount in Rs.)

	Computers	Furniture and Fixtures	Plant & Machinery	Vehicles	Office Equipment	Total
Deemed cost (gross carrying amount)						
Balance at 1 April 2017	-	1,05,294	-	-	2,88,399	3,93,693
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Balance at 31 March 2018	-	1,05,294	-	-	2,88,399	3,93,693
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Balance at 31 March 2019	-	1,05,294	-	-	2,88,399	3,93,693
Accumulated depreciation at 1 April 2017	-	1,02,120	-	-	2,66,003	3,68,123
Depreciation for the year	-	3,174	-	-	22,396	25,570
Balance at 31 March 2018	-	1,05,294	-	-	2,88,399	3,93,693
Depreciation for the year	-	-	-	-	-	-
Balance at 31 March 2019	-	1,05,294	-	-	2,88,399	3,93,693
Carrying amounts (net)						
At 1 April 2017	-	3,174	-	-	22,396	25,570
At 31 March 2018	-	-	-	-	-	-
At 31 March 2019	-	-	-	-	-	-

SWAGRUHA INFRASTRUCTURE LIMITED
Notes to accounts

NOTE NO: 3 NON CURRENT INVESTMENTS:

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(A) Investment In Subsidiary Company carried at Cost			
Investments in Equity instruments -	-	-	-
Striven Multitech Limited-1250000 shares of Rs.10/- each	-	-	-
Investments in Equity instruments -	-	-	-
Unquoted Satya Kamal Agros-464635 shares of Rs.10/-each	-	-	-
Advance for investment -MSL	-	-	-
(B) Investment In Other Companies carried at Cost	-	-	-
	-	-	-

NOTE NO: 4 other Non Current Financial Assets

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Capital Advances			
Long term Loans & Advance	6,25,00,000	6,25,00,000	6,25,00,000
	6,25,00,000	6,25,00,000	6,25,00,000

NOTE NO: 5 Other non current assets

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
MISCELLANEOUS EXPENDITURE			
Prel & Preoperative Expenses	-	-	-
Less : Written off	-	-	-
	-	-	-

NOTE NO: 6 INVENTORIES:

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(a) Stocks	-	-	-
	-	-	-

NOTE NO: 7 Trade receivables

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(a) Outstanding for a period exceeding six months from the date they are due for payment	62,88,050	76,68,050	66,24,800
Unsecured, considered good			
(b) Outstanding for a period not exceeding six months	37,63,617	13,87,525	20,43,250
Unsecured, considered good			
	1,00,51,667	90,55,575	86,68,050

**NOTE NO: 8 CASH AND CASH EQUIVALENTS:**

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(a) Balance with banks	766	5,030	9,745
(b) Cheques in Hand	-	-	-
(c) Cash on Hand	16,956	1,250	14,528
	17,722	6,280	24,273

NOTE NO: 9 Short Term Loans and advances

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Advance to Supplies	-	-	-
Other Loans & Advances	-	-	-
	-	-	-

NOTE NO: 10 OTHER CURRENT ASSETS:

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Debit balances in Indirect Tax payables Accounts	-	-	-
Advance Tax & TDS	4,90,720	4,90,720	4,90,720
Others	90,330	90,330	90,330.00
	5,81,050	5,81,050	5,81,050

NOTE NO: 12 Reserves and Surplus

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(a) Securities Premium:		-	-
(b) General Reserve:		-	-
(c') Capital Reserve - Forfeiture of shares	6,25,00,000	6,25,00,000	
(d) Retained earnings:			
Opening balance	(6,07,86,067)	(6,08,63,782)	(6,12,08,369)
(+) Net profit during the year	6,47,438	77,715	3,44,587
Closing balance	(6,01,38,629)	(6,07,86,067)	(6,08,63,782)
(e) Other Comprehensive income:	-	-	-
Total (a+b+c)	23,61,371	17,13,933	(6,08,63,782)

NOTE NO: 13 Long Term Borrowings

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.

Secured Term Loans form Banks (secured by fixed assets and guaranteed by directors and others)	-	-	-
Unsecured	-	-	-
From Directors	-	-	-
	-	-	-

NOTE NO: 14 Deferred tax liabilities (Net)

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Opening Balance	-	-	-
Provision for Deferred Tax Liabilities	-	-	-
	-	-	-

NOTE NO: 15 Short Term Borrowings

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Loans repayable on demand			
Cash Credit from State Bank of India (secured by inventories & receivables and guaranteed by directors and others)	-	-	-
Unsecured Loan Sriram Finance	-	-	-
	-	-	-

NOTE NO: 16 Trade Payables

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Dues to Micro, Small and Medium Enterprises			
Dues to others	6,52,546	5,62,250	-
	6,52,546	5,62,250	-

NOTE NO: 17 OTHER CURRENT LIABILITIES:

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Advances from customers		-	-
Other amounts payable	6,25,213	5,82,902	3,14,725
TDS Payable		-	-
	6,25,213	5,82,902	3,14,725

NOTE NO: 18 Short Term Provisions

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
	Amount in Rs.	As at March 31, 2018	Amount in Rs.
Provision for Expenses	-	-	-
Provision for Income Tax	9,63,309	7,35,820	13,00,000
	9,63,309	7,35,820	13,00,000

SWAGRUHA INFRASTRUCTURE LIMITED**Notes to accounts****NOTE NO: 19 Other Income**

PARTICULARS	Year ended March 31, 2019	Year ended March 31, 2018
	Amount in Rs.	Amount in Rs.
Non Operating Income		
Finance Income on		
Deposits with bank		-
Others		-
		-

NOTE NO: 20 Operating Expenses

PARTICULARS	Year ended March 31, 2019	Year ended March 31, 2018
	Amount in Rs.	Amount in Rs.
Opening Cost	-	-
Add: Material Purchases	24,01,235	-
Less: Closing Stock	-	-
Material Consumed	24,01,235	-
Development expenses		-
Agri Expences		-
Labour Charges		-
Contract Expenses		-
Dairy Lease Charges		-
Consumables		-
Repairs & Maintanance		-
Transport and Delevary Charges		-
Packing Charges		-
	24,01,235	-

NOTE NO: 21 EMPLOYEE BENEFITS EXPENSE:

PARTICULARS	Year ended March 31, 2019	Year ended March 31, 2018
	Amount in Rs.	Amount in Rs.
(a) Salaries & Wages	78,000	5,26,450
(b) Contribution to provident and other funds	-	-
('c) Gratuity and Leave Encashment	-	-
(d) Staff welfare expenses	-	42,640
	78,000	5,69,090

**NOTE NO: 22 Finance Cost**

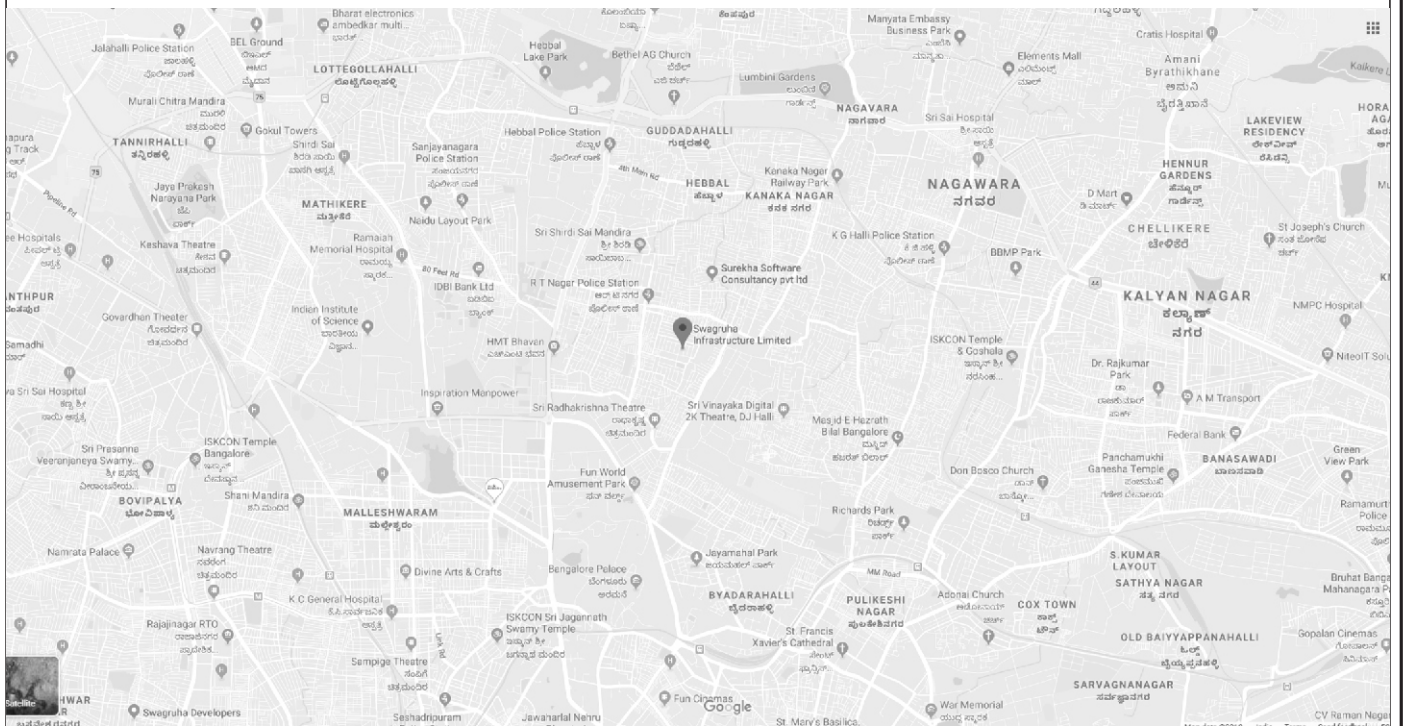
PARTICULARS	Year ended March 31, 2019	Year ended March 31, 2018
	Amount in Rs.	As at March 31, 2018
Finance Charges	9,215	6,250
Interest on Term Loans	-	-
Interest on Vehicle Loans	-	-
	9,215	6,250

NOTE NO: 23 OTHER EXPENSES:

PARTICULARS	Year ended March 31, 2019	Year ended March 31, 2018
	Amount in Rs.	Amount in Rs.
Conveyance		-
Rates & taxes		-
Computer maintenance	3,261	8,240
Electricity charges	12,590	11,540
Miscellaneous expenses	7,920	1,05,781
Office maintenance	25,725	22,640
Postage & courier	1,934	6,454
Printing & stationery	8,462	15,450
Professional & consultancy	35,400	25,000
Rent	84,000	84,000
Telephone expenses	7,452	12,645
Travelling Expenses	10,361	18,645
Vehicle Maintenance	13,450	12,640
Advertisement	-	12,545
Audit fees	50,000	50,000
Listing Fee	4,03,560	2,87,500
	6,64,115	6,73,080



ROUTE MAP FOR AGM VENUE





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]

CIN : L24134TG1994PLC017327

Name of the company : Swagruha Infrastructure Limited

Registered office : 362, 2nd Floor, 11th cross, 4th Main, 2nd Block (Near BDA Shopping Complex),
RT Nagar Bengaluru, KA-560032

Name of the member(s) :

Registered Address:

E-mail Id:

Folio No./ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature:, or failing him
2. Name :
Address :
E-mail Id :
Signature:, or failing him
3. Name :
Address :
E-mail Id :
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Saturday, the 30th day of November, 2019 at 9.30 A.M. at the Registered Office of the Company at H. No. 362, 2nd Floor, 11th cross, 4th Main, 2nd Block (near BDA Shopping Complex), RT Nagar, Bengaluru-560032 and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

Resolutions:

1. Approval of financial statements for the year ended 31.03.2019
2. Appointment of Mr. Jayasimha Reddy as a director of the company who retires by rotation.
3. Re-appointment of Mr. M. Sridhar as an Independent Director of the Company.
4. Appointment of Mr. Chimti Srinivasa Reddy as Independent Director of the Company.
5. Appointment of Mrs. Taarika Abhishek Raj as Independent Director of the Company.
6. Change of name of the Company from Swagruha Infrastructure Limited to Bahri and Corbel Hospitality Limited.
7. Alteration of main objects of the Memorandum of Association of the Company.

Signed this day of 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Swagruha Infrastructure Limited

362, 2nd Floor, 11th cross, 4th Main, 2nd Block (Near BDA Shopping Complex),

RT Nagar Bengaluru, KA-560032

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence for the 25th Annual General Meeting of the Company, to be held on Saturday, the 30th day of November, 2019 at 9.30 A.M. at the Registered Office of the Company at H. No. 362, 2nd Floor, 11th cross, 4th Main, 2nd Block (near BDA Shopping Complex), RT Nagar, Bengaluru-560032 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature.....

Shareholders/Proxy's full name.....
(In block letters)

Folio No./ Client ID.....

No. of shares held.....

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

BOOK - POST

If Undelivered Please Return To:
SWAGRUHA INFRASTRUCTURE LIMITED
362, 2nd Floor, 11th cross, 4th Main, 2nd Block
(Near BDA Shopping Complex),
RT Nagar Bengaluru, KA-560032
Phone: 080-64350517/18
E-Mail : info@swagruhainfra.com