
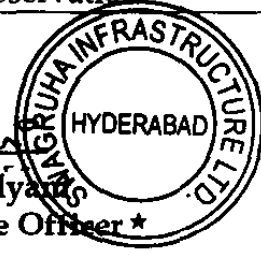

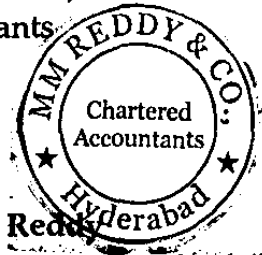
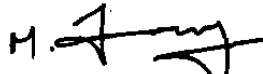
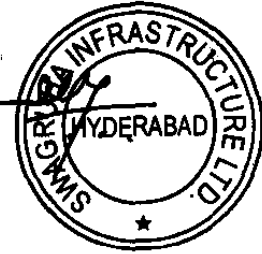


Form A as per Clause 31(a) of the Listing Agreement for the Financial Year ended March, 2014:

1.	Name of the Company	Swagruha Infrastructure Limited
2.	Annual financial statements for the year ended	31 st March, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	There has been no observation
5.	Signed by: • Managing Director	 Nerogi Lakshmi Kalyan CMD & Compliance Officer ★ DIN: 01669808. 
	• Auditor of the Company	For M M Reddy & Co., Chartered Accountants  M Madhusudhana Reddy Partner Membership No.: 213077 
	• Audit Committee Chairman	 Jayasimha Reddy Director DIN: 06490738. 

A photograph of a large-scale construction project featuring extensive scaffolding. The scaffolding is silhouetted against a dramatic sky at sunset or sunrise, with warm orange and yellow light breaking through the clouds. The structure is a complex grid of metal poles and cross-braces, forming a tall, rectangular frame. The overall mood is one of industrial activity and progress.

SWAGRUHA

INFRASTRUCTRE LIMITED

Annual Report 2013-14

CORPORATE INFORMATION**BOARD OF DIRECTORS:**

Nerogi Lakshmi Kalyani	: Managing Director
Gopal Gillela	: Director
Srinivasulu Konduru	: Director
Jayasimha Reddy Middivari	: Director
Babu Sahebe Shaik	: Additional Director

BOARD COMMITTEES:**Audit Committee**

Mr. Jayasimha Reddy	: Chairman
Mrs. Nerogi Lakshmi Kalyani	: Member
Mr. Srinivasulu Konduru	: Member

Remuneration Committee

Mr. Jayasimha Reddy	: Chairman
Mrs. Nerogi Lakshmi Kalyani	: Member
Mr. Srinivasulu Konduru	: Member

Investor Grievance Committee

Mr. Jayasimha Reddy	: Chairman
Mrs. Nerogi Lakshmi Kalyani	: Member
Mr. Srinivasulu Konduru	: Member

AUDITORS

M/s. M.M. REDDY & Co.

PRINCIPAL BANKERS

HDFC Bank

REGISTRAR AND SHARE TRANSFER AGENTS

Venture Capital and Corporate Investments Private Limited

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

Ph: 040-23818475, 23818476

Fax: 040-23868024

Email: info@vccipl.com

Website: www.vccipl.com

REGISTERED OFFICE

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

CORPORATE OFFICE

H. No. 1/1, 1st Floor,
Trinity Buildings, Main Road,
R T Nagar, Bangalore - 560 032
Phone : 080-64350517/18

WEBSITE

www.swagruhainfra.com

EMAIL:

info@swagruhainfra.com

CORPORATE IDENTITY NUMBER

U24134TG1994PLC017327

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NOTICE

Notice is hereby given that the Annual General Meeting (“AGM”) of the Members of Swagruha Infrastructure Limited will be held on Tuesday, 30th September, 2014 at 9.30 a.m. at the Registered Office of the Company at H.No.6-3-1216/47/B, Plot No. 47-B, Road No.3, Methodist Colony, Begumpet, Hyderabad, Telangana, 500016, to transact the following business:

As ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2014 and the Statement of Profit and Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To Consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Jayasimha Reddy (holding DIN: 06490738), who retires by rotation, and being eligible for re-appointment, be and is hereby re-appointed as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

3. To Consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014, **M/s. Verma Mehta & Associates**, Chartered Accountants (FRN No. 112118W), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors, M/s. M.M. Reddy, Chartered Accountants, to hold office for a period of five years from the conclusion of this Annual General Meeting, subject to ratification by Members every year on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee,

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

As SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of Companies Act, 2013 (‘Act’) and the rules made there under read with Schedule IV of the Act, Mr. Babu Shaik (holding DIN: 06716186), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. from February 5, 2014, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

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

“**RESOLVED THAT** pursuant to the applicable provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘Act’) and the rules made there under, (including any statutory amendments or re-enactment thereof for the time being in force), read with Schedule IV to the Act, **Mr. Srinivasulu Konduru** (holding DIN: 06489376), Independent Director of the Company, whose period of office was liable to determination

through retirement by rotation, and who, pursuant to the provisions of the Act, being an Independent Director, is no longer liable to retire by rotation and who in accordance with the said Act, is eligible to be reappointed as an Independent Director; be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five (5) years w.e.f. 1st October, 2014.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('Act') and the rules made there under, (including any statutory amendments or re-enactment thereof for the time being in force), read with Schedule IV to the Act, **Mr. Gopal Gillela** (DIN:06369221), Independent Director of the Company, whose period of office was liable to determination through retirement by rotation, and who, pursuant to the provisions of the Act, being an Independent Director, is no longer liable to retire by rotation and who in accordance with the said Act, is eligible to be reappointed as an Independent Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five (5) years w.e.f. 1st October, 2014.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

7. To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of Section 149, 152 and 160 of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, (including any modification or re-enactment thereof) Ms. Radhika R (DIN:06977154) in respect of whom a notice in writing has been received along with deposit of Rs. 1,00,000/- by the Company proposing her candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) years w.e.f. 1st October, 2014.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

By the Order of the Board
For **Swagruha Infrastructure Limited**
Sd/-
Nerogi Lakshmi Kalyani
CMD & Compliance Officer
DIN: 01669808

Place: Hyderabad

Date: 5th September, 2014

NOTES:

- ☐ A Member entitled to vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the company. The instrument appointing the proxy shall be deposited with the company at least 48 hours before the commencement of the Meeting in order to be effective. A blank proxy form is enclosed.
- ☐ Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, (corresponding to Section 173(2) of the companies Act, 1956) forms part of this Notice.
- ☐ The Register of Members of the Company and the Share Transfer Books of the Company shall remain closed from **23rd September, 2014 to 24th September, 2014** (both days inclusive).
- ☐ Members are requested to intimate to the Company's Registrars and Share Transfer Agents viz., **M/s Venture Capital and Corporate Investments Private Limited** in respect of shares held in physical form and to their Depository Participants in respect of shares held in electronic form; a) any change in their addresses; b) details

about their e-mail address, so that all notices and other statutory documents can be sent to their e-mail addresses, as a measure of “Green Initiative”.

- σ Members are requested to:
 - bring their copy of Annual Report to the Meeting,
 - bring the Attendance Slip sent herewith, duly filled in,
 - bring their Folio Number / DP and Client ID and quote it in all correspondence,
 - avoid being accompanied by non-Members and children,
 - inform your e-mail ids, if not already registered with the Registrar,
 - consider converting their physical holding to dematerialized form to eliminate all risks associated with physical shares and ease of portfolio management, and
 - write to the Company for seeking clarification on queries, if any, with regard to the Accounts.
- σ All documents referred to in the accompanying Notice and explanatory statements are open for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting.
- σ Notice, Annual Report and instructions for participating in e-voting along with Attendance Slip and Proxy Form, are being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/Depository Participant(s). For Members who have not registered their e-mail addresses, physical copy of the aforesaid documents are being sent by the permitted mode.

σ Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means.

- i. The voting period begins on **25th September, 2014 at 9.00 Hrs and ends on 26th September, 2014 at 18.00 Hrs.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Board of Directors at their meeting have appointed **N.V & Associates., Practicing Company Secretary** as the scrutinizer for e- voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e- voting in a fair and transparent manner.
- iii. Vote once cast by the member cannot be changed /altered.

σ The instructions for e-voting are as under:

In case of members receiving e-mail:

- i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website www.evotingindia.com.
- iii. Click on “Shareholders” tab to cast your votes.
- iv. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field.
- In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
- v. Now, select the Electronic Voting Sequence Number - “EVSN” along with “COMPANY NAME” from the drop down menu and click on “SUBMIT”.

- vi. Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ %&*). 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.
- vii. Click on the relevant EVSN on which you choose to vote.
- viii. 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.
- ix. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- x. 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.
- xi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(A) In case of members receiving the physical copy of Notice of AGM:

Please follow all steps from sl. no. (ii) to sl. no. (xi) above, to cast vote.

- (B) Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.**
- (C) 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.**
- ☐ Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Share Transfer Department of the Company for consolidation into a single folio.
 - ☐ Non-Resident Indian Members are requested to inform the Share Transfer Department of the Company of:
 - (a) Change in Residential Status on return to India for permanent settlement.
 - (b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with the Pin Code number.
 - ☐ Duplicate attendance slip shall not be issued at the Annual General Meeting Venue. However the same shall be issued at the Registered Office of the Company up to two days preceding the day of AGM.
 - ☐ In case of Joint holders attending the Meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
 - ☐ Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting of the Company.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4:

Mr. Babu Shaik is an Additional Director of your Company.

Pursuant to the applicable provisions of Section 161 of Companies Act, 2013 ('Act'), (Section 260 of Companies Act, 1956 ('Old Act'), Mr. Babu Shaik was appointed as an additional Director of your Company on 5th February, 2014. However, in accordance to the Act, his term as an Additional Director expires at the date of the ensuing Annual General Meeting.

A notice has been received proposing Mr. Babu Shaik's candidature for the office of director of the Company, in accordance to Section 160 of the Act.

Thus, considering the notice so received and Mr. Babu Shaik's caliber, the Board recommends his appointment as an Executive Director of the Company, liable to retire by rotation.

Accordingly, the Board recommends the resolution at Item no. 4, in relation to appointment of Mr. Babu Shaik as an Executive Director for the approval of the shareholders of the Company as an Ordinary Resolution.

Except Mr. Babu Shaik, who being an appointee, none of the Directors and/or Key Managerial Personnel of your Company or their relatives is concerned or interested in the above resolution.

Item no. 5

Mr. Srinivasalu Konduru is a Non-Executive Independent Director of your Company.

His period of office was liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, Under the Companies Act, 2013 ('Act'), Independent directors should not be liable to retire by rotation and be appointed for a fixed term. Thus, in terms of Section 149, 150, 152 and other applicable provisions of the Act, Mr. Srinivasalu Konduru being eligible, is proposed to be appointed as an Independent Director for a further continuous period of five years effective from 1st October, 2014.

In the opinion of the Board, Mr. Srinivasalu Konduru fulfills the conditions specified in the Act, and rules made thereunder for his appointment as an Independent Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Srinivasalu Konduru as an Independent Director of your company. Accordingly, the Board recommends the resolution at Item No. 5, in relation to appointment of Mr. Srinivasalu Konduru as an Independent Director for the approval of the shareholders of the Company as an Ordinary Resolution.

Except Mr. Srinivasalu Konduru, who being an appointee, none of the Directors and/or Key Managerial Personnel of your Company or their relatives is concerned or interested in the above Resolution.

Item no.6

Mr. Gopal Gillela is a Non-Executive Independent Director of your Company.

His period of office was liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, Under the Companies Act, 2013 ('Act'), Independent directors should not be liable to retire by rotation and be appointed for a fixed term. Thus, in terms of Section 149, 150, 152 and other applicable provisions of the Act, Mr. Gopal Gillela being eligible, is proposed to be appointed as an Independent Director for a further continuous period of five years effective from 1st October, 2014.

In the opinion of the Board, Mr. Gopal Gillela fulfills the conditions specified in the Act, and rules made there under for his appointment as an Independent Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gopal Gillela as an Independent Director of your Company. Accordingly, the Board recommends the resolution at Item No. 6 in relation to appointment of Mr. Gopal Gillela as an Independent Director for the approval of the shareholders of the Company as an Ordinary Resolution.

Except Mr. Gopal Gillela, who being an appointee, none of the Directors and/or Key Managerial Personnel of your Company or their relatives is concerned or interested in the above Resolution.

Item no.7

In compliance with the provision of Section 160 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received a notice proposing Ms. Radhika R's candidature for the office of director of the Company

Thus, the Board recommends her appointment as an Independent Director of your Company as she fulfills the conditions specified in the Companies Act, 2013, and rules made there under for appointment as an Independent Director of the Company.

The Board further proposes to appoint her for a tenure of five (5) years w.e.f 1st October, 2014.

The resolution at Item No. 7 shall be put before you, the shareholders of the Company, as an Ordinary Resolution at the ensuing Annual General meeting.

None of the Directors are in any way concerned or interested in the above referred resolution.

Annexure pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges
Particulars of Directors proposed to be appointed/re-appointed at the proposed Annual General Meeting.

Name of the Director / appointee	Mr. Babu Shaik	Mr. Srinivasulu Konduru	Mr. Jayasimha Reddy	Mr. Gopal Gillela	Ms. Radhika R
Date of Birth	07/07/1965	15/02/1972	05/04/1971	22/09/1960	27/09/1969
Date of Appointment	05/02/2014	23/03/2013	23/03/2013	23/03/2013	N.A.
Directorship in other companies	N.A	N.A	N.A	N.A	N.A
Experience	Experience in the field of Investment Banking	Experience in the field of Township Development	Experience in the field of Infrastructure.	Experience in the field of FMCG Retail.	Experience in the field of Banking & Healthcare.

By the Order of the Board
For Swagruha Infrastructure Limited
Sd/-
Nerogi Lakshmi Kalyani
CMD & Compliance Officer
DIN: 01669808

FOR MEMBERS' ATTENTION

This is with respect to the Notice of the Extra-Ordinary General Meeting (held on 12th March, 2014) issued to the Members of the Company, wherein certain information(s) as stated therein contained typographical errors.

The Company hereby requests its Members' to take a note of the following points:

1. Under Explanatory statement to ITEM NO. 3 – Point no. (ii)

The intention of the Promoters/Directors/Key Managerial was incorrectly stated as:

“Mrs. N. L. Kalyani, Promoter of the Company subscribes to 2,50,000 (Two Lakh Fifty Thousand Only) Convertible Equity Warrants in the proposed issue.

The Entire Pre-Preferential Allotment Shareholding of the Promoter, Mrs. N L Kalyani, shall be locked-in from the relevant date upto a period of Six months from the date of preferential allotment. (i.e. from the Relevant date to Six months after the Allotment of Shares).”

Whereas, it should be read as:

“Mrs. N. L. Kalyani, Promoter of the Company subscribes to 2,50,000 (Two Lakh Fifty Thousand Only) Convertible Equity Warrants in the proposed issue.

AND

M/s. Manasa Lifestyle Products Limited, the proposed Promoter of the Company subscribes to 8,90,324 (Eight Lakh Ninety Thousand Three Hundred Twenty Four Only) Convertible Equity Warrants in the proposed issue.

The Entire Pre-Preferential Allotment Shareholding of the Promoter, Mrs. N L Kalyani, shall be locked-in from the relevant date upto a period of Six months from the date of preferential allotment. (i.e. from the Relevant date to Six months after the Allotment of Shares).”

2. Under Explanatory statement to ITEM NO. 3 – Point no. (vii)

Identity of the proposed allottees

The warrants specified against Allottee no. 3, should be read as 6,79,838 instead of 50,513.: The table with the correct information is reproduced below:

The allotment of the warrants and equity shares pursuant to conversion of the warrant will be made to the following persons –

	Name of the Allottee	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued	No. of warrants to be allotted	Pre-allotment		Post-Allotment (After conversion of warrants into Equity Shares)*	
				No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
1	N L Kalyani	N.A.	2,50,000	3126400	45.61	3376400	36.09
2	Manasa Lifestyle Products Ltd	S Phani Kumar	8,90,324	Nil	Nil	890324	9.52
		Nirogi Lakshmi Kalyani					
		Kanala Yashoda					
3	Corbel Lifespace India Pvt Ltd	Sravan Veledandi Prabhakar	6,79,838	Nil	Nil	679838	7.27
4	Pola Infra and Realty Pvt Ltd	Pola Aswarthanarayana	6,79,838	Nil	Nil	679838	7.27
		Pola Anusuya					
		Pola Lokesh					
		Pola Aruna					
		Pola Aswathanarayana Praveen					

* The above percentage is based on the assumption of full subscription of the warrants and the subsequent allotment of equity shares on conversion of warrants into Equity Shares.

DIRECTORS' REPORT

To,

The Members of Swagruha Infrastructure Limited,

Your Directors have pleasure in presenting the Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS :

(Rs. in Lakhs)

Particulars	2013-14	2012-13
Income	20.51	17.60
Expenditure	11.73	10.56
Profit before tax	8.77	7.04
Tax	3.00	3.00
Profit after tax	5.77	4.04

OPERATIONAL PERFORMANCE:

Your Directors wish to report that your Company has achieved the turnover of Rs. 20.51 Lakhs for the year ended March 31, 2014 as against Rs. 17.60 for FY 12-13. The rise in income has been due to the income from contract work during the year under review.

Similarly for the FY 13-14, Profit Before Tax (PBT) stood at Rs. 8.77 Lakhs and Net Profit (Profit After Tax) at Rs. 5.77 Lakhs as against PBT of Rs.7.04 Lakhs and PAT of Rs.4.04 Lakhs for the previous financial year.

DIVIDEND:

After taking into consideration the financial Results of the Company for the Financial Year 2013-2014, and with an intention to build up the net worth for future expansion and growth plans, your Directors are of the opinion that no dividend be recommended for the year under review.

PUBLIC DEPOSITS:

The company has not accepted any fixed deposits from the public during the year under the provisions of the sections 58A AND 58AA of the Companies Act, 1956 and the rules framed thereunder.

LISTING OF SHARES AND DEPOSITORIES:

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE). There are no arrears on account of payment of listing fees to the Stock Exchanges.

DIRECTORS:**Liable to retire by rotation:**

Mr. Jayasimha Reddy (holding DIN 06490738), Director of the Company, is liable to retire by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment. Your Directors recommend his re-appointment as an Executive Director of the Company liable to retire by rotation.

Re- appointment of Independent Directors

Mr. Srinivasalu Konduru (holding DIN 06489376) and Mr. Gopal Gillela (holding DIN 06369221) are Independent Directors of the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Konduru and Mr. Gillela are proposed to be re-appointed as Independent Directors to hold office for period of five years with effect from 1st October, 2014, not liable to retire by rotation. Appropriate resolutions seeking your approval for the same has already been included in the Notice of the Annual General Meeting.

In the opinion of the Board Mr. Konduru and Mr. Gillela fulfil the conditions specified in the Companies Act, 2013 and the rules made thereunder for their appointment as Independent directors of the Company and are independent of the management.

Change in Designation:

Mr. Babu Shaik was appointed as an Additional Director on the Board of the Company on 5th February, 2014. However, as per the applicable provisions of Companies Act, 2013, his term expires as an Additional Director in this Annual General Meeting. However, a notice proposing his candidature for office of director has been received by the Company pursuant to Section 160 of the Companies Act, 2013.

Thus, considering his contribution to the Company since his appointment on the Board, your directors recommend the appointment of Mr. Babu Shaik as an Executive Director of the Company.

Fresh Appointment:

A notice proposing the appointment of Ms. Radhika R on the Board of the Company has been received pursuant to Section 160 of the Companies Act, 2013.

Having experience in the field of Banking & Healthcare, the Board considers that her appointment on the Board of the Company would be beneficial to the Company and thus proposes her appointment as a Director on the Board of the Company.

Appropriate resolutions seeking your approval for the same has already been included in the Notice of the Annual General Meeting.

AUDITORS:

M/s. M.M. Reddy & Co. Chartered Accountants, retire at the ensuing Annual general meeting and have declared their unwillingness to continue to act as Statutory Auditors of our Company for the financial year 2014-15, due to their pre-occupation.

A consent to act as Statutory Auditor of your Company has been obtained from **M/s. Verma Mehta & Associates, Chartered Accountants (FRN No. 112118W)**.

Thus, considering the same, your Board proposes the appointment of M/s. Verma Mehta & Associates as Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting, subject to ratification by Members every year.

AUDITORS REPORT:

The observations made in the Auditor's Report are self-explanatory and, therefore, do not call for any further comments under Section 217(3) of the Companies Act, 1956.

CAPITAL EVOLUTION:

The members in the Annual General Meeting of the Company, held on 28th September, 2013 had approved the proposal of the Board to sub-divide the face value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten only) to Rs. 5/- (Rupees Five only). However, the Company could not implement the approved sub-division. Thus, on discussing the same at the meeting of the Board held on 17th February, 2014, and considering the existing market scenario, the Board proposed for sub-dividing the face value to Re. 1/- per share instead of Rs. 5/- per share and placed the same for approval of members in the Extra-Ordinary General meeting (EGM) of the Company held on 12th March, 2014.

The Board also proposed to the members to cancel the earlier resolutions passed by the members for the sub-division and the corresponding amendment in the Capital Clause of the Memorandum of Association. A special resolution to that effect was duly passed by the shareholders.

Furthermore, the notice to the EGM so conducted also proposed for issue of 2,50,00,000 convertible warrants, convertible into Equity Shares of the Company, to persons other than the existing holders, pursuant to the applicable provisions of Companies Act and SEBI (ICDR) regulations, applicable at that time.

Also a resolution proposing increasing in the Authorized Share capital of the Company from Rs. 7,50,00,000/- to Rs. 25,00,00,000/-, in order to accommodate the issue as stated above, was put up for approval of members.

The aforesaid resolutions were approved by the shareholders with requisite majority.

In accordance with regulations applicable to the Company and on receipt of an In-principle approval from BSE Limited dated 23rd April, 2014, the Board of Directors in their meeting held on 7th May, 2014, allotted the aforesaid warrants to the allottees from whom the application money was received.

REPORT ON CORPORATE GOVERNANCE:

Your Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set out by SEBI.

The Report on Corporate Governance, as stipulated under Clause 49 of the Listing Agreement is presented in a separate section and forming part of the Annual Report. Your Company's Statutory Auditors' Certificate confirming compliance with Clause 49 of the Listing Agreement also forms part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is presented in separate section and forms part of this report.

PUBLIC DEPOSITS:

The Company has not accepted any public deposits during the year under review.

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956:

A. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EARNINGS AND OUTGO

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 217(1) (e) of the Companies Act, 1956 is not given as the Company does not fall under the category as mentioned above.

B. PARTICULARS OF EMPLOYEES

As required under the provisions of Sub-section (2A) of Section 217 of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975, as amended, as at 31st March, 2014, none of the employees employed throughout the year were in receipt of remuneration of Rs.60 lacs or more per annum.

C. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors based on the information and representations received from the operating management confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.
- The Directors 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 as at 31st March 2014 and of the profits of the Company for the year ended on that date.
- The Directors taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- The Directors prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation of the continued co-operation and assistance of the APIIC, State Government of Andhra Pradesh, the Bankers, Customers and the valuable advice and support received from the shareholders.

The Directors would also like to thank the employees for the continued support given by them to the Company and their confidence reposed in the management.

By Order of the Board
For Swagruha Infrastructure Limited
Sd/-
Nerogi Lakshmi Kalyani
CMD & Compliance Officer
DIN: 01669808

Place: Hyderabad

Date: 5th September, 2014

CORPORATE GOVERNANCE REPORT
(As per clause 49 of the Listing Agreement)

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Transparency and accountability are the two basic tenets of Corporate Governance. Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company.

Your company focuses on creating sustainable long term value for all its stakeholders including members, customers, partners, employees and the society at large.

The Company's governance structure including systems, processes and principles enable Swagruha to realise its long term goals. Swagruha takes pride in being a responsible corporate citizen and has strong ethics. This is reflected in its sense of principles, which focuses on integrity and fairness in all dealings, which are periodically disclosed in the most transparent manner possible.

In addition, your Company has a strong sense of participation in community development. Its established systems encourage and recognize employee participation in environmental and social initiatives that contribute to organizational sustainability, conservation of energy, and promotion of safety and health.

The entire governance structure is actively supervised by a Board of Directors, who oversee management activities and ensures their effectiveness in delivering member value. To implement this, Swagruha has always strived to promote an informed Board that functions independently.

The Company abides strictly by the governing laws and regulations of the jurisdictions where it operates and observes the applicable guidelines and rules issued by regulatory authorities. It regularly undertakes review of its corporate governance system to ensure it is in line with the best practices.

The Ministry of Corporate Affairs has made majority of the provisions of the Companies Act, 2013 effective from 1st April, 2014. The new act is a positive step towards strengthening corporate governance regime in the country. Your Company is already in substantial compliance of most of the governance requirements provided under the new law. Your Company has proactively adopted provisions related to formation of Nomination and Remuneration Committee, ahead of implementation of the new law. Your Company is committed to embrace the new law in letter and spirit.

CORPORATE GOVERNANCE STRUCTURE

The Board continuously reviews its governance structure to ensure its relevance and ability to meet the challenges of the future.

THE BOARD

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Management Committee of the Company is headed by the Managing Director and has business / functional heads as its members, which looks after the management of the day-to-day affairs of the Company.

I. Board Composition

The Company has a balanced board, comprising Executive and Non-Executive Directors which includes independent professionals. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The necessary disclosures regarding Committee positions have been made by all the Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all companies in which they are Directors. There is no relationship between the Directors inter-se.

Composition of Board of Directors is as follows:

Sr.No.	Name of Directors	Category/Position
1.	N.L.Kalyani	Managing Director
2.	Jayasimha Reddy	Non-Executive Independent Director
3.	Srinivasulu Konduru	Non-Executive Independent Director
4.	Gopal Gillela	Non-Executive Independent Director
5.	Babu Shaik	Additional Director

Directorships, Chairmanships, Committee memberships in other companies (As on 31st March 2014)

Sr. No.	Name of Directors	Number of Board Meetings Attended	Whether attended last AGM	Number of other directorship		Number of Outside Committees	
				Public	Private	Public	Private
1	Mrs. Nerogi Lakshmi Kalyani	8	Yes	2	NIL	NIL	NIL
2	Mr. Jayasimha Reddy	8	Yes	NIL	NIL	NIL	NIL
3	Mr. Srinivasulu Konduru	8	Yes	NIL	NIL	NIL	NIL
4	Mr. Gopal Gillela	8	Yes	NIL	NIL	NIL	NIL
5	Mr. Babu Shaik	3	No	NIL	NIL	NIL	NIL

II. Board Meetings

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Hyderabad. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the financial year ended 31st March, 2014, Eight Board meetings were held on 29th May,2013, 13th August 2013, 2nd September,2013, 14th November,2013, 5th February,2014, 13th February,2014, 17th February, 2014 and 25th March, 2014. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

Board Business:**The normal business of the Board includes:**

- Framing and overseeing progress of the Company's annual plan and operating framework;
- Framing strategies for shaping of portfolio and direction of the Company and for corporate resource allocation;
- Reviewing financial plans of the Company;
- Reviewing quarterly and annual business performance of the Company;
- Reviewing the Annual Report and accounts for adoption by the Members;
- Reviewing the progress of various functions and businesses of the Company;
- Reviewing the functioning of the Board and its Committees;
- Considering and approving declaration / recommendation of dividend(if any);
- Reviewing and resolving fatal or serious accidents or dangerous occurrences, any materially significant effluent or pollution problems or significant labour issues, if any;
- Reviewing the details of significant development in human resources and industrial relations front;
- Reviewing details of foreign exchange exposure and steps taken by the management to limit the risks of adverse exchange rate movement;
- Reviewing compliance with all relevant legislations and regulations and litigation status, including materially important show cause, demand, prosecution and penalty notices, if any;

- Reviewing Board remuneration policy and individual remuneration packages of Directors;
- Appointing Directors on the Board and Management Committee;
- Reviewing details of risk evaluation and internal controls;
- Reviewing reports on progress made on the ongoing projects;
- Monitoring and reviewing Board Evaluation framework.

Board Induction and Training

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Director is taken through a formal induction programme. The new Directors, both Executive and Non-Executive, are provided with a briefing on their legal and regulatory responsibilities as Directors provides a briefing on Company's current structure and performance of business. The induction for Non-Executive Independent Directors includes interactive sessions with Management and Committee Members.

The induction process for Directors is designed to:

- Build an understanding of the Company, its businesses and the markets and regulatory environments in which it operates;
- Provide an appreciation of their roles and responsibilities;
- Fully equip them to perform their roles on the Board effectively;

III. Board Committees

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate. The Board has currently established the following statutory and non-statutory Committees.

As at the date of this annual report, the Company has preserved three Board committees-

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee

A. AUDIT COMMITTEE (As on 31st March, 2014)

(A) Qualified Independent Audit Committee

Your Company has an Audit Committee at the Board level with the powers and a role that are in accordance with Clause 49 of the Listing Agreement. The Committee acts as a link between the Management, the Statutory Auditors, and the Board of Directors. The Company's Audit Committee comprises of three Directors. The Audit Committee is headed by Mr. Jayashima Reddy. All the members of the Committee have relevant experience in financial matters.

Sr. No	Name	Designation	Nature of Directorship	No. of Meetings attended
1.	Mrs. Jayasimha Reddy	Chairman	Non-Executive Independent Director	5
2.	Mrs. N. L. Kalyani	Member	Executive Director	5
3.	Mr. Srinivasulu Konduru	Member	Non-Executive Independent Director	5

(B) Meetings of the Audit Committee

The Audit Committee meets regularly as stipulated in the Listing Agreement. The details of composition of the Audit Committee, meetings held during the year and attended are as under:

1. 23rd May, 2014
2. 5th August, 2014
3. 27th August, 2014
4. 6th November, 2014, and
5. 6th February, 2014

Committee Role/Business:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval.

B. STAKEHOLDERS RELATIONSHIP COMMITTEE (formerly called the Shareholders' Investors Relationship Committee) (As on 31st March, 2014)

Composition of Investors Grievance Committee is as below:

Sr. No	Name	Designation	Nature of Directorship	No. of Meetings attended
1.	Mrs. Jayasimha Reddy	Chairman	Non-Executive Independent Director	4
2.	Mrs. N. L. Kalyani	Member	Executive Director	4
3.	Mr. Srinivasulu Konduru	Member	Non-Executive Independent Director	4

During the financial year 2013-14, four (4) meetings of the Stakeholders Relationship Committee were held as per details given below:

1. 23rd May, 2013
2. 5th August, 2013
3. 6th November, 2013
4. 6th February, 2014

Committee Role/Business:

- Efficient transfer of shares; including review of cases for refusal of transfer transmission of shares;
- Redressal of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc;

C. NOMINATION & REMUNERATION COMMITTEE (formerly called the Remuneration Committee) (As on 31st March, 2014)

The details of composition of the Nomination & Remuneration Committee is as below:

Sr. No	Name	Designation	Nature of Directorship	No. of Meetings attended
1.	Mrs. Jayasimha Reddy	Chairman	Non-Executive Independent Director	1
2.	Mrs. N. L. Kalyani	Member	Executive Director	1
3.	Mr. Srinivasulu Konduru	Member	Non-Executive Independent Director	1

During the financial year 2013-14, one meeting of the Nomination & Remuneration Committee was held on 5th August, 2013

Role of the Committee:

- Determining / recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determining / recommending the criteria for qualifications, positive attributes and independence of Directors;
- Identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- Reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- Reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- Evaluating performance of each Director and performance of the Board as a whole;

IV. SHAREHOLDER INFORMATION:

I. General Meetings

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under :

Financial Year Ended	Date & Time	Venue	Special Resolutions passed
2010-2011	30.09.2011 11.00 A.M	At # 203, Empress Court, 6-2-30/B, Khairtabad, Hyderabad-500 004	No Special Resolution was passed
2011-2012	29.09.2012 11.00 A.M	At # 203, Empress Court, 6-2-30/B, Khairtabad, Hyderabad-500 004	No Special Resolution was passed
2012-2013	28.09.2013 9.00 A.M	H. No. 6-3-1216/47/B, Plot No 47-B, Road No. 3, Methodist Colony, Begumpet, Hyderabad-500016	Special Resolution was passed 1. Appointment of N. L. Kalyani as Managing Director w.e.f 23.03.2013 for a period of 5 years. 2. Alteration of Article 5 of Articles of Association of the Company. 3. Insertion of Article 158 after existing Article 157 under the Articles of Association of the Company.

II. Disclosures

1. Disclosure of Accounting Treatment

The Company follows the Accounting Standards as notified by the Central Government of India under the Companies (Accounting Standards) Rules, 2006 and in the preparation of the financial statements, the Company has not adopted treatment different from that prescribed in any of the Accounting Standards.

2. Details of Non- Compliance relating to the Capital Markets

There has not been any non-compliance by the Company and no penalties or strictures imposed by SEBI or Exchange or any Statutory Authority on any matter relating to Capital Markets during the last three years.

3. Risk Management

During the Financial Year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and

minimization procedures as required under Clause 49 of the Listing Agreement. Business risk evaluation and management is an ongoing process with the Company.

4. Subsidiary Company

The Company does not have any material listed Indian Subsidiary.

5. Compliance with the Governance Framework

The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement. In addition, the Company has also adopted the non-mandatory requirements of Listing Agreement i.e. constitution of the Nomination & Remuneration Committee and establishing of Whistle Blower mechanism.

6. Disclosures by the Management

The Management of the Company has made disclosures to the Board relating to all the material, financial and commercial transactions stating that they did not have personal interest that could result in a conflict of interest of the Company at large.

7. Code of Conduct

The Board of Directors have adopted the Code of Conduct for the Directors as also for the Members of Senior Management. The said Code has been communicated to all the Directors and Members of the Senior Management and they have affirmed their compliance with the Code of Conduct as approved and adopted by the Board of Directors. A declaration to the effect that the Directors and Senior Managerial Personnel have adhered to the same, signed by the Executive Director of the Company, forms part of this Report.

8. MD Certification

As required by the Clause 49 (V) of the Listing Agreement a certificate from the Managing Director, on the Financial Statements and other matters of the Company for the Financial Year ended March 31, 2014, has been signed and forms part of this report.

9. Compliance Certificate of the Auditors

The Statutory Auditor has certified that the company has complied with the conditions of the Corporate Governance as stipulated in Clause 49 of the listing agreement and the same forms part of the Annual Report.

III. Means of Communication:

Effective communication of information is an essential component of corporate governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as quarterly results announcement, Annual report, Company's website and subject specific communications.

The quarterly, half yearly and annual results of the Company's performance are published in one English & one Vernacular leading newspapers. These results are also made available on the website of the Company www.swagruhainfra.com along with Bombay Stock Exchange website at www.bseindia.com. The website also displays vital information relating to the Company and its performance, official press releases and presentation to analysts. The Company also sends quarterly, half yearly and annual results as well as the notice of the Board Meeting to Members on e-mail.

NON-MANDATORY COMPLIANCE

Whistle Blower Policy

The Company has adopted a Whistle Blower Policy to provide appropriate avenues to the employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. Employees can also send written communications to the Company. The employees are encouraged to raise any of their concerns by way of whistle blowing and none of the employees have been denied access to the Audit Committee. All cases registered under the Code of Business Principles and the Whistle Blower

Policy of the Company, are reported to the Committee of Executive Directors and are subject to the review of the Audit Committee.

Regulatory Updates

The directors are updated on a continuing basis on any new regulations and guidelines, as well as any amendments thereto issued by the Stock Exchange and other regulatory authorities.

V. GENERAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting 2014

Date:	30th September, 2014
Address:	H. No. 6-3-1216/47/B, Plot No 47-B, Road No. 3, Methodist Colony, Begumpet, Hyderabad-500016
Time:	9.30 a.m.

2. Calendar of financial year ended 31st March, 2014

The meetings of Board of Directors during the financial year ended 31st March, 2014 were held on the following dates:

First Quarter	29.05.2013
Second Quarter	13.08.2013
Third Quarter	14.11.2013
Fourth Quarter	13.02.2014

3. Tentative Calendar of financial year ended 31st March, 2015

First Quarter	30.05.2014
Second Quarter	by August, 2014
Third Quarter	by November, 2014
Fourth Quarter	by February 2015

4. Listing Of Equity Shares On The Stock Exchanges:

BOMBAY STOCK EXCHANGE LIMITED (BSE)
P.J. TOWERS,
DALAL STREET, FORT,
MUMBAI- 400 023.

5. Stock Code: 531909

6. ISIN No : INE587J01027

7. Share Transfer System:

Shares sent for transfer in physical form are registered by the Registrar & Share Transfer Agents, M/s. Venture Capital and Corporate Investments Private Limited and are transferred within 15days from the date of receipt, if documents are in order in all respects. Shares under objections are returned within 15days of the receipt.

8. Distribution of Shareholdings as on 31st March, 2014:

Particulars	Shareholders		Shareholders	
	Number	%	Number	%
upto- 500	135	56.96	17141	0.25
501-1000	12	5.06	10518	0.15
1001-2000	12	5.06	17913	0.26
2001-3000	6	2.53	13788	0.20
3001-4000	6	2.53	6806	0.10
4001-5000	1	0.42	4002	0.06
5001-10000	25	10.55	981721	14.32
10001 & Above	40	16.88	5802911	84.65
Total	237	100	6854800	100

9. Categories of Shareholding as on 31st March, 2014:

Particulars	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and promoter group		
1.	Promoters & Persons acting in concert	3126400	45.61
	Sub- Total A	3126400	45.61
B	Public Shareholding		
1.	Institutions	-	-
2.	Non- Institutions		
a)	Bodies Corporate	307701	4.49
b)	Individual public	3393235	49.50
c)	Any others	27464	0.40
	Sub Total B	3728400	54.39
	Grand Total (A+B)	6854800	100.00

10. Stock Market Price data relating to Equity Shares on BSE Limited (for FY 2013-14)

Month	High	Low
April 2013	111.10	101.85
May 2013	100.30	54.40
June 2013	57.10	43.30
July 2013	49.40	43.15
August 2013	47.90	41.70
September 2013	47.10	33.95
October 2013	50.75	34.80
November 2013	56.85	32.40
December 2013	62.00	48.10
January 2014	93.75	59.00
February 2014	147.00	92.35
March 2014	176.90	136.00

11. Dematerialization of Shares:

The Company's shares are dematerialized on National Securities Depositories limited (NSDL) and Central Depository Services (India) Limited. The Company's ISIN is **INE587J01027**. As on 31st March, 2014, 5860600 Equity shares are dematerialized which is 85.50% of the paid up capital of the company and out of which 1082156 shares are in CDSL and 4778444 shares are in NDSL and the balance are in physical form.

12. Address for Correspondence:

All shareholders' correspondence should be forwarded to **M/s. Venture Capital and Corporate Investments Private Limited**, the Registrar and Transfer Agent of the Company or to the Registered Office of the Company at the addresses mentioned below.

Venture Capital and Corporate Investments Private Limited

12-10-167, Bharat Nagar,
Hyderabad- 500018
Phone No: 91 040-23818475/23818476/23868023
Website : www.vccilindia.com

Swagruha Infrastructure Limited

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

DECLARATION**DECLARATION OF COMPLIANCE WITH THE GENERAL CODE OF CONDUCT OF THE COMPANY**

In the above regard, I declare as follows:

1. The Company does have a General Code of Conduct approved by its Board of Directors, which is posted on its website www.swagruhainfra.com
2. All the members of the Board and all the members of the Senior Management of the Company have individually submitted statements of affirmation of compliance with the Code of Conduct for the financial year ended 31st March, 2014.

By the Order of the Board
For **Swagruha Infrastructure Limited**
Sd/-
Nerogi Lakshmi Kalyani
CMD & Compliance Officer
DIN: 01669808

Place: Hyderabad

Date: 5th September, 2014

REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

Forward Looking Statement:

The following Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the results of operations and financial condition of Swagruha Infrastructure Limited. MD&A is provided as a supplement to, and should be read in conjunction with, our financial statements and the accompanying Notes to Financial Statements.

This report contains forward-looking statements which address expectations or projections about the future, including, but not limited to, statements about the company's strategy for growth, product development, market position, expenditure and financial results. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Swagruha Infrastructure Limited to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

Industry Overview-Macro Economic Review

According to the planning commission, infrastructure investment should be on average almost 10% of GDP during the twelfth plan in order to attain a 9% real GDP growth rate.

Projected Investment in Infrastructure during the Twelfth Five Year Plan

Year	Base year FY12	Total 12 th Plan
GDP at FY07 prices	6314265	41190063
Infrastructure Investment as % of GDP	8.37%	9.95%
Infrastructure Investment (Rs in crs in FY07 prices)	528316	4099239
Infrastructure Investment (Rs in crs in Current prices)	721781	6579463

(Source: Planning Commission, Government of India)

India's focus on infrastructure since the turn of the millennium has helped make it the second fastest growing economy in the world. The country's constant growth gives investors, domestic and foreign, a tremendous opportunity for investment in its infrastructure sector.

A strong infrastructure sector is vital to the development of a country's economy. Here, the Indian government has played an important role. Just recently, it allowed 100 per cent foreign direct investment (FDI) under the automatic route for port development projects. The government has also, this year, decided to convert roads into national highways, and has sought collaboration with Sudan in the field of renewable energy.

The FDI inflows in construction (infrastructure) activities during the period April 2000 – March 2014 stood at US\$ 2,575.79 million, as per the data released by Department of Industrial Policy and Promotion (DIPP).

Furthermore, the Indian real estate sector is one of the fastest growing and globally recognized sectors. It comprises four sub sectors-housing, retail, hospitality, and commercial. The real estate industry's growth is linked to developments in the retail, hospitality and entertainment (hotels, resorts, cinema theatres) industries, economic services (hospitals, schools) and information technology (IT)-enabled services (like call centres) etc and vice versa. The total realty market in the country is expected to touch US\$ 180 billion by 2020.

With the government allowing 100 percent foreign direct investment (FDI) in this sector, the number of foreign firms owning real estate projects in India has also increased. The construction development sector, including townships, housing, built-up infrastructure and construction-development projects garnered total FDI worth US\$ 23,587.25 million in the period April 2000-June 2014.

Company Overview:

Swagruha Infra is a Hyderabad based Infrastructure Development Company offering a wide and diverse construction and real estate. Its portfolio of real estate developments spans the commercial, residential, retail and hospitality segments of the real estate industry. Swagruha's commercial real estate business includes the development of business parks for the IT/ITES sector, SEZs and corporate office space. The majority of its projects in the commercial portfolio is built-to-suit and fit-out developments undertaken for specific clients.

Swagruha Infra is a fully integrated infrastructure company which owns and manages a diverse portfolio. The Company takes great pride in customer service and is committed to offer quality estate living.

Swagruha's management philosophies and experience have given it the ability to grow and to remain flexible while meeting the needs of and also retaining the residents and employees that it values so highly.

Financial Performance:

The year 2013-14 was very tough and performance of the Company was marginally better considering the economic scenario of the Country but not satisfactory. A reduction in interest rate and stability of the currency has eased overall pressure on projects' cash flows. Your company has achieved a turnover of Rs 20.51 lakhs & arrived at a net profit of Rs 5.77 Lakhs. The detailed performance has already been discussed in the Director's Report under the column Operational Performance.

Road Ahead

With India's rapid urbanisation and an ever-increasing middle class, the need for sound infrastructure is paramount. About 590 million people—the figure was 377 million in 2011—will reside in cities by 2030, and could have a direct bearing on 70 per cent of the country's gross domestic product (GDP), as per a McKinsey report.

The Indian real estate sector continues to be a favoured sector for investments from international as well as private investors. In the upcoming years, the residential as well as commercial segments of the real estate industry is set for major growth, aided in no small part by the government's plans and initiatives to boost this sector.

Strategic Initiative:

The Company is well on its course to meet its growth targets despite increasing competition. Effective business strategies have allowed the Company executing projects in a timely manner.

The Company is strengthening its manpower for execution of high value projects and adding assets for development of infrastructures to complete all contracts in time.

Outlook:

Infrastructure industries are poised for growth, as economic development of a nation purely depends on the infrastructural development. Present political scenario of the country provides a positive indication for the growth sustenance of the infrastructure industry.

Strengths & Opportunities:

1. Better relative benchmarking of company with the Sector.
2. Gain competitive edge with financials.
3. Significant rise in consumerism due to improvement in infrastructure facilities.
4. Rapid Urbanization.
5. Easy availability of I.T and Financial Professionals.

Weakness & Threats:

1. Changes in the policies of Government of India, such as land acquisition, environmental clearances, macro-economic factors, FSI and other matters can adversely impact our business and prospects.

2. Your Company expects the current economic and business environment to stay challenging over the next few quarters.

Company's Internal Control Systems

Swagruha has a comprehensive system of internal controls to safeguard the Company's assets against losses from unauthorized use and ensure proper authorization of financial transactions. The Company has an exhaustive budgetary control system to monitor all expenditures against approved budgets on an ongoing basis.

The Company maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the reliability of financial controls and compliance with applicable laws and regulations as applicable in the various jurisdictions in which Company operates.

Swagruha has established a well laid out policy to maintain the highest standards of Health, Safety and Environmental norms while maintaining operational integrity. This policy is strictly adhered to at all the operational sites of the Company.

The Company has an independent Audit Committee, which is empowered to examine the adequacy and the compliance with policies, plans and statutory requirements. It is also responsible for assessing and improving the effectiveness of risk management, control and governance process. The management of the Company duly considers and takes appropriate action on the recommendations made by the statutory auditors, and the independent Audit Committee of the Board of Directors.

Human Resource:

Your Company has a well qualified and experienced team of professionals with a dedicated human resource department, which is competent to deliver at the time of need. Your Company continues to innovatively manage Human Resources ramp-up in a timely manner to meet the business growth in a continuously challenging environment.

The people centric culture in Swagruha with appropriate measures and initiative to recruit, integrate and retain talent was the focus during the current year.

During 2013-14, the Company's focus continued to be on further strengthening its processes and internal monitoring and review system. For making substantial improvement in operations, priority actions were defined, implemented and monitored.

Your company has been working towards institutionalizing a performance-oriented culture. The entire HR system including recruitment, performance management system, reward and recognition has been aligned with the business objectives. Key management personnel at the project sites are being evaluated on uniform parameters linked to organizational priorities.

A Learning and development opportunity to each staff member is one of the key Human Resource Development strategies of your company. Apart from comprehensive technical certification program, the company has initiated various computer based and faculty driven learning opportunities across the company. Similarly, key personnel at the corporate office have been given organization target in addition to their functional objective.

Cautionary Statement

The statements in report of the Board of Directors and the Management Discussion and Analysis Report describe the Company's outlook, estimates, performance or predictions with a forward perspective considering the applicable business and economic regulations affecting the industry. Actual results might differ substantially or materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Management. Important developments that could affect the Company's operations include a downtrend in the infrastructure sector, significant changes in political and economic environment.

MANAGING DIRECTORS CERTIFICATE

Dear Shareholder,

Please find below the Managing Director certificate as per Clause 49(V) of the Listing Agreement:

MANAGING DIRECTOR CERTIFICATE

I, Nerogi Laxmi Kalyani, Managing Director of M/s Swagruha Infrastructure Limited certify that:

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

By the Order of the Board
For **Swagruha Infrastructure Limited**
Sd/-
Nerogi Lakshmi Kalyani
CMD & Compliance Officer

Place: Hyderabad

Date: 5th September, 2014

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members,
Swagruha Infrastructure Limited

We have examined the compliance of the conditions of Corporate Governance by Swagruha Infrastructure Limited for the year ended 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

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

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

For M M Reddy & Co.
Firm Registration No. 010371S
Chartered Accountants

Sd/-
M Madhusudhana Reddy
Partner
Membership No. 213077

Hyderabad: 30th May, 2014.

AUDITORS' REPORT

To,

The Members of
SWAGRUHA INFRASTRUCTURE LIMITED
Hyderabad.

Report on the financial Statements

We have audited the accompanying financial statements of **Swagruha Infrastructure Limited**, which comprise the Balance Sheet as at 31st March 2014, the statement of Profit & Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Companies management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the company in accordance with the accounting standards referred to in Sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control 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

We have audited the attached Balance Sheet of M/s. SWAGRUHA INFRASTRUCTURE LIMITED, Hyderabad as at 31st March, 2014, the Profit & Loss Account and also the Cash Flow statement for the year ended on the date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with other notes to accounts and accounting policies give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:

- a) In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2014 and
- b) In the case of the Profit and Loss Account of the Profit for the year ended on that date;
- c) In the case of the Cash Flow Statement of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary

for the purpose of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.

e) On the basis of written representations received from the directors as on 31st March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2014, from being appointed as a director in terms section 274(1)(g) of the Companies Act.

For M M REDDY & CO.,
Chartered Accountants
Firm Regi. No.010371S
Sd/-

M.Madhusudhana Reddy
Partner
Membership No.213077

Place:Hyderabad

Date: May 30th, 2014.

ANNEXURE TO AUDITORS' REPORT

(Referred to in paragraph 1 under Report on other Legal and Regulatory requirements' section of our report)

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1. In respect of fixed assets:

a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b. Fixed assets are physically verified by the management at reasonable intervals in a phased manner in accordance with a programme of physical verification. Discrepancies noticed on such verification, which were not material, have been properly dealt with in the accounts.

c. There was no substantial disposal of fixed assets during the year.

2. In respect of inventories:

a. The inventories were physically verified by the management at reasonable intervals during the year.

b. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

c. The company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

3. The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. The company has not taken any loans, secured or unsecured, from the parties covered in the register maintained under section 301 of the Companies Act, 1956.

4. There are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.

5. In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act 1956:

a. Based on the audit procedures applied by us and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register maintained under that section.

b. The transactions made in pursuance of such contracts or arrangements have been made at the prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time, wherever such comparison is possible.

6. The company has not accepted any deposits within the meaning of section 58A and 58AA of the Companies Act 1956 and the rules framed there under.

7. In our opinion, the company has an internal audit system commensurate with its size and the nature of its business.

8. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

9. In respect of statutory and other dues:

- a) According to the records of the company, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, Income Tax, Wealth Tax, Customs Duty, Excise duty, cess and other material statutory dues applicable at the end of the year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no income tax, wealth tax, sales tax, customs duty and excise duty, which have not been deposited on account of any dispute. There were no dues on account of cess under 441A of the Companies Act 1956, since the date from which the aforesaid section comes into force has not yet been notified by the Central Government.
10. The company does not have any accumulated losses as at the end of the financial year. The company has not incurred cash losses during the current or in the immediately preceding financial year.
11. Based on our audit procedures and the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions or banks. The company has not obtained any borrowings by way of debentures.
12. The company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Order are not applicable to the company.
14. The company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions of clause 4(xiv) of the Order are not applicable to the company.
15. The company has not given any guarantees for loans taken by others from banks and financial institutions.
16. The term loans taken have been applied for the purpose for which it was raised.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, funds raised on short-term basis, prima facie, have not been used during the year for long-term investment.
18. The company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act 1956.
19. The company did not have any outstanding debentures during the year.
20. The company has not raised any money through a public issue during the year.
21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For M M REDDY & CO.,
Chartered Accountants
Firm Reg. No.010371S
Sd/-
M. Madhusudhana Reddy
Partner
Membership No.213077

Place: Hyderabad

Date: 30th May,2014

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No's	As at March 31,2014	As at March 31,2013
EQUITY AND LIABILITIES			
Shareholders' Fund			
Share Capital	1	68,548,000	68,548,000
Reserves and Surplus	2	(62,167,660)	(62,745,357)
Preference Share Warrant		-	-
	A	6,380,340	5,802,643
Non-current liabilities			
Long term Borrowings	3	-	-
Deffered tax Liabilities (Net)	4	-	-
Long term Provisions		-	-
	B	-	-
Current liabilities			
Short term Borrowings			-
Trade Payables	5	175,294	108,500
Other Current Liabilities	6	-	17,486,400
Short term provisions	7	600,000	300,000
	C	775,294	17,894,900
Total	(A+B+C)	7,155,634	23,697,543
ASSETS			
Non-current assets			
Fixed assets			
Gross Block	8	393,693	393,693
Less: Accumulated depreciation/amortization		366,205	364,144
Net block		27,488	29,549
Capital work – in –progress			
	A		
Deffered tax assets(Net)			
Long-term loans and advances			
Non-current investments		-	-
Other Non- current assets		-	-
	B	-	-
Current assets			
Inventories		-	-
Trade receivables	8	6,558,880	-
Cash and cash equivalents	9	78,546	219,333
Short term loans and advances	10	-	-
Other current assets	11	490,720	23,448,661
	C	7,128,146	23,667,994
Total	(A+B+C)	7,155,634	23,697,543
The Notes referred to above and the notes to accounts form an integral part of the Balance Sheet This is the Balance Sheet referred to in our report of even date.			
For M M REDDY & CO., Firm registration Number: 010371S Chartered Accountants Sd/- M Madhusudhana Reddy Partner Membership No. 213077		For and on behalf of the Board of Directors of Sd/- N L Kalyani CMD & Compliance Officer DIN: 01669808	
Place: Hyderabad Date: 30-05-2014		Sd/- Jayasimha Reddy Director DIN: 06490738	

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No's	As at March 31,2014	As at March 31,2013
INCOME			
Turnover (Gross)			
A. Gross value of Contract Works		24,536,000	-
Less: Direct Expenses of Contract Works		22,256,021	-
Less: Income from Contract Work offered in earlier year		1,748,640	-
Net income from contract work		531,339	-
B. Income from Civil Works & Consultancy		1,520,147	1,748,640
Income from operations		-	-
Other Income		-	11,215
Total Revenue		2,051,486	1,759,855
EXPENDITURE			
Director Remuneration		-	-
Personal Cost	11	597,845	303,000
Administration expenses	12	573,883	750,696
Depreciation/amortization	7	2,061	2,217
Bad debts Written Off		-	-
Loans & Advances Written Off		-	-
Total		1,173,789	1,055,913
Exceptional Items (Refer Note no. 18 of Schedule 20)			
Profit before tax		877,697	703,942
Provision for taxation			
- Current year		300,000	300,000
- Deferred tax		-	-
Total tax expense		300,000	23,697,543
Profit/(Loss) from continuing operations		577,697	403,942
Balance brought forward from previous year		(62,745,357)	(63,149,299)
Balance Carried to Balance Sheet		(62, 167,660)	(62,745,357)
Earnings per share			
Basic		0.01	0.01
Weighted Number of Shares		68548000	68548000
Nominal Value		10	10
Notes to accounts	15		
The Notes referred to above and the notes to accounts form an integral part of the Balance Sheet This is the Balance Sheet referred to in our report of even date.			
For M M REDDY & CO., Firm registration Number: 010371S Chartered Accountants Sd/- M Madhusudhana Reddy Partner Membership No. 213077		For and on behalf of the Board of Directors of Sd/- N L Kalyani CMD & Compliance Officer DIN: 01669808	
		Sd/- Jayasimha Reddy Director DIN: 06490738	
Place: Hyderabad Date: 30-05-2014			

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	As at 31 st March 2014 (Rs.)	As at 31 st March 2013 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) after tax as per Profit & Loss Account	877,697	703,942
Adjustments for :		
Preliminary Expenses Written Off	-	-
Depreciation	2,061	
Bad Debts Written Off	-	-
Advances Written Off	-	-
Operating Profit before working capital changes	879,759	706,160
Movements in working capital:		
(Increase)/Decrease in Trade Receivables	(6,558,880)	2,290,477
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Long term loans and advances	-	-
(Increase)/Decrease in short term loans and advances	-	4,886,879
(Increase)/Decrease in other current assets	22,957,941	(23,448,661)
Increase/(Decrease) in Trade Payables	(66,794)	17,857,122
Cash generated from/ (used in) operations	17,212,026	2,291,977
Taxes paid	300,000	(300,000)
Net Cash (Used In) / From Operating Activities	17,212,026	2,291,977
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	-	-
Sale of Fixed Assets	-	-
Fixed deposits	-	-
Dividends received	-	-
Net Cash Generated Used In Investing Activities	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Realisation of calls in arrears	-	-
Other Long Term Borrowings	-	(1,890,895)
Other Short term Unsecured Loans(Net)	-	-
Interest received	-	-
Interest Paid	-	-
Net Cash Generated From/(Used In) Financing Activities	-	(1,890,895)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	17,512,026	101,082
Cash & Cash equivalents at the beginning of the year	219,333	118,251
Cash & Cash equivalents at the end of the year.	17,731,359	219,333

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

For M M REDDY & CO.,
Firm registration Number: 010371S
Chartered Accountants

Sd/-
M Madhusudhana Reddy
Partner
Membership No. 213077

For and on behalf of the Board of Directors of

Sd/-
N L Kalyani
CMD & Compliance Officer
DIN: 01669808

Sd/-
Jayasimha Reddy
Director
DIN: 06490738

Place: Hyderabad
Date: 30-05-2014

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST March, 2014**

Particulars	Year Ended March 31,2014	Year Ended March 31,2014
Note 1: Share Capital		
Authorised: 75,00,000 Equity shares of Rs.10/- each	75,000,000	75,000,000
Issues,Subscribed and Paid up 68,54,800 Equity shares of Rs.10/- each Less: Calls-in-arrears	68,548,000	68,548,000
	68,548,000	68,548,000
Reconciliation of shares outstanding at the beginning and at the end of the reporting period		
Equity shares outstanding at the beginning of the year	6,854,800	6,854,800
Add: Additional shares issued during the year		
Equity shares outstanding at the closing of the year	6,854,800	6,854,800
Terms/rights attached to equity shares		
The company has only one class of equity shares having a par value of '10/- per share. Each holder of equity shares is entitled to vote one vote per share.		
In the event of liquidation of the company,the holders of equity shares will be entitled to receive remaining assets of the company,after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held		
Note 2: Reserves and Surplus		
General Reserves		
Balance as per last account		-
Capital Reserve		
Forfeiture of shares on Capital Reduction		-
Profit & Loss A/c Surplus		
Balance in the statement of profit and loss	(62,745,357)	(63,149,299)
Additions during the year	577,697	403,942
	(62,167,660)	(62,745,357)
Note3: Long term Borrowings		
Loans and advances from banks		
Term Loans		
From banks		-
From others- Directors (unsecured)	-	-
		-
Note 4: Deferred tax liabilities(Net)		
Opening Balance	-	-
Add/Less: Current year Provison	-	-
Note 5: Trade Payables		
Creditors for Suppliers	60,294	-
Creditors for expenses	115,000	108,500
	175,294	108,500
Note 6: Other Current Liabilities		
Other Liabilities(mobilisation advance)	-	17,486,400
	-	17,486,400

Note 7: Short- term provisions		
Provisions for Income Tax	300,000	300,000
Provision for Income Tax Previous Year	300,000	-
	600,000	300,000
Note 8: Trade receivables (Unsecured, considered good, unless otherwise stated)		
Debts outstanding for a period exceeding six months		
Considered good		-
Considered Doubtful	-	-
Other Debts		
Receivables less than Six Months	6,558,880	-
	6,558,880	-
Less: Bad Debts writeoff	-	-
	6,558,880	-
Note 9: Cash and cash equivalents		
Cash on hand	68,689	203,570
Balances with Noted banks		
On current accounts	9,857	15,763
On deposit accounts	-	-
	78,546	219,333
Note 10: Short-term loans and advances		
Advances recoverable in cash or in kind or For value to be received	-	-
Less: Advances Written off Capital advances	-	-
Capital Advances	-	-
Less: Capital Advances Written Off	-	-
Amount receivable on joint Venture	-	-
Amount receivable from Associate Concern	-	-
Other advances and deposits	-	-
Less: Other Advances and Deposits Written Off	-	-
	-	-
Note 11: Other current assets		
Contract works in progress	-	21,700,021
Estimated Income on Contract works in progress	-	1,748,640
TDS	490,720	-
	490,720	23,448,661
Note 12: Personal Cost		
Salaries and incentives	597845	303,000
Staff welfare Expenses	-	-
	597845	303,000
Note 13: Administrative Expenses		
Rates & Taxes	34,857	83,708
Office Maintanance	48,750	75,478
Travelling & Conveyance	76,214	75,478
Office Rent	174,582	194,628
Printing & Stationery	25,471	58,574
Site visit expenses	41,527	35,874
Brouchers and posters	12,547	25,340
Computer Maintenance	3,254	2,120
Communication Expenses	41,754	56,920
Postage and couriers	5,417	9,385
Auditors remuneration	30,000	30,000
Electricity Charges	10,451	8,260
Professional Fee	25,000	25,000
Vehicle Maintenance	8,475	12,739
Other Expenses	35,584	57,192
	573,883	750,696

Note No: 7: FIXED ASSETS	Gross Block		Depreciation/amortization			Net Block	
	As at 01.04.13	Additions	As at 31.03.14	As at 01.04.13	For the Year	As at 31.03.14	As at 31.03.13
<u>TANGIBLE ASSETS</u>							
Furniture and Fixture	105,294	-	105,294	101,678	228	3,388	3,616
Office Equipment	288,399	-	288,399	262,466	1,833	24,100	25,933
Total	393,693		393,693	364,144	2,061	27,488	29,549
Previous Year	393,693		393,693	361,927	2,217	31,766	37,129

Swagruha Infrastructure Limited

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

ATTENDANCE SLIP**Attendance by**

(Please tick the appropriate box)

 Member Proxy Authorized Representative

I hereby record my presence at the Annual General Meeting of the Company being held on Tuesday, 30th September, 2014 at 9.30 a.m. at the Registered Office of the Company at H.No.6-3-1216/47/B, Plot No. 47-B, Road No.3, Methodist Colony, Begumpet, Hyderabad, Telangana, 500016.

Name of Proxy (in BLOCK LETTERS)

Shareholder's/Proxy's Signature

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]

Name of the Company: **SWAGRUHA INFRASTRUCTURE LIMITED**

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

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 Swagruha Infrastructure Limited, hereby appoint:

1. Name: _____
E mail id: _____
Address: _____
Signature: _____, or failing him
2. Name: _____
E mail id: _____
Address: _____
Signature: _____, or failing him
3. Name: _____
E mail id: _____
Address: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, September 29, 2014 at 9.30 a.m. at Regd. off: at **H.No.6-3-1216/47/B, Plot No. 47-B, Road No.3, Methodist Colony, Begumpet, Hyderabad, Telangana-500016** and any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	*For	*Against
Ordinary Business			
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 st March, 2014.		

2	Re-appointment of Mr. Jayasimha Reddy who retires by rotation and being eligible, offers himself for re-appointment.		
3	Appointment of Statutory Auditors.		
Special Business			
4	Appointment of Mr. Babu Shaik as an Executive Director.		
5	Appointment of Mr. Srinivasulu Konduru as an Independent Director.		
6	Appointment of Mr. Gopal Gillela as an Independent Director.		
7	Appointment of Ms. Radhika R as an Independent Director.		

Signed this _____ day of _____, 2014

Signature of the Shareholder _____

Signature of proxy holder(s) _____

Affix Revenue Stamp

Notes:

1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. 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.
3. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

BOOK POST

If undelivered, please return to,

SWAGRUHA INFRASTRUCTURE LIMITED

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