

## NOTICE OF POSTAL BALLOT

### NOTICE PURSUANT TO SEC. 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Company is seeking consent of its Members for the proposed resolution appended below by way of Postal Ballot.

The proposed special resolution and the explanatory statement thereto are given below. The Postal Ballot Form along with self addressed envelope is also being sent herewith.

The Board of Directors of the Company in its meeting held on 06.01.2017; has appointed **Mr. S. Sarveswar Reddy, Practicing Company Secretary – M/s. S.S. Reddy & Associates, (M. No. A-12611, CP No. 7478)** to act as Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner.

#### **1. SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF TELANGANA TO THE STATE OF KARNATAKA:**

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to confirmation of Regional Director (Telangana), consent of the members be and is hereby accorded to shift the registered office of the Company from the State of Telangana to the state of Karnataka at 362, 2<sup>nd</sup> Floor, 11<sup>th</sup> cross, 4<sup>th</sup> Main, 2<sup>nd</sup> Block (near BDA Shopping Complex), RT Nagar, Bengaluru – 560032, Karnataka, India.”

**“RESOLVED FURTHER THAT** clause II of the Memorandum of Association of the Company be altered by replacing the existing clause II with the following:

*“II. The Registered office of the Company will be situated in the State of Karnataka.”*

**“RESOLVED FURTHER THAT** for purpose of giving effect to this resolution, the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to delegate any or all of the aforementioned powers, to any Director, any committee of the Board of Directors or to officers of the company, to give effect to the aforesaid resolution.”

**For Swagruha Infrastructure Limited**

Sd/-

**N L Kalyani**

**Managing Director**

**(DIN: 01669808)**

**Place: Hyderabad**

**Date: 06.01.2017**

**Notes:**

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolution is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on January 13th, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on January 13th, 2017 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [info@swagruhainfra.com](mailto:info@swagruhainfra.com). The Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours IST) on February 18th, 2017. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:00 Hours IST on February 18th, 2017, it will be considered that no reply from the Member has been received.

10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on February 20, 2017 at the Registered office of the company and will also be displayed on the Company website ([www.swagruhainfra.com](http://www.swagruhainfra.com)), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
11. The date of declaration of results of the postal ballot i.e. on February 20, 2017 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. All the material documents referred to in the explanatory statement will be available for inspection at the Company's office in Hyderabad during office hours on all working days from the date of dispatch of the Notice till February 18, 2017.
13. In compliance with provisions of Section 108, 110 of the Companies Act, 2013 read with Rules prescribed there under, as amended, and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing (the "Remote e-voting") e-voting facility to all its Members. Members have option to vote either through e-voting or through Ballot Form. The procedure and instructions for E-voting are as follows:

**a) Date and time of commencement of voting through electronic means:** 20.01.2017 at 9:00 A.M.

**b) Date and time of end of voting through electronic means beyond which voting will not be allowed:** 18.02.2017 till 5:00 P.M.

**c) Details of Website:** [www.evotingindia.com](http://www.evotingindia.com)

**d) Details of persons to be contacted for issues relating to e-voting:** Venture Capital and Corporate Investments Private Limited , 12-10-167, Bharat Nagar, Hyderabad-500018  
Contact No. : 040-23818475, 23818476 Fax : 040-238680240, Email : [info@vccipl.com](mailto:info@vccipl.com).

**The instructions for e-voting are as follows:**

**(I) In case of members receiving e-mail:**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders.
- iii. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

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

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant < **Swagruha Infrastructure Limited**> on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(II) In case of members receiving the Physical copy of Notice of Postal Ballot [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**

- Please follow all steps from sl. no. (ii) to sl. no. (xvii) above, to cast vote.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**For Swagruha Infrastructure Limited**

**Sd/-  
N L Kalyani  
Managing Director  
(DIN: 01669808)**

**Place: Hyderabad  
Date: 06.01.2017**

**ANNEXURE TO THE RESOLUTION**  
**Explanatory statement**  
**Pursuant to section 102 of the Companies Act, 2013**

**Item 1:**

The Company's registered office is presently situated at Hyderabad in the state of Telangana. Presently the Company is engaged in the business of infrastructure related activities etc. and the administration office of the company is situated at Bengaluru, in the state of Karnataka and with a view to have better coordination, convenience and control over the company operations and also to carry on the business economically and efficiently, the Board of Directors of the Company thought it fit and prudent to shift the Registered Office to Karnataka. The Board of directors at their meeting held on 06.01.2017 has decided to shift the registered office of the Company from the state of Telangana to the state of Karnataka.

The proposed resolution requires the Company to amend the relevant clause contained in the Memorandum of Association for shifting the registered Office from the state of Telangana to the state of Karnataka.

As per section 12 and 13 of the Companies Act, 2013, the registered office of the Company may be shifted outside the local limits of any city, town or village on the authority of the special resolution passed by the shareholders through postal ballot and subject to the confirmation of the Regional Director (Telangana) and therefore, the aforesaid special resolution is recommended for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 1 of the Notice of Postal Ballot.

**For Swagruha Infrastructure Limited**

**Sd/-**  
**N L Kalyani**  
**Managing Director**  
**(DIN: 01669808)**

**Place: Hyderabad**  
**Date: 06.01.2017**

## POSTAL BALLOT FORM

Serial No:

1. Name(s) of Shareholder(s) (Including joint holders, if any) (in Block Letters) :

2. Registered address of the sole/first named shareholder :

3. Registered folio No. / DP ID No. / Client ID No.\*:  
(\* Applicable to investors holding Shares in dematerialized form)

4. Number of shares held :

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate boxes below.

Description	No. of Shares	I / We assent to the resolution	I / We dissent to the resolution
SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF TELANGANA TO STATE OF KARNATAKA			

Place:

Date:

(Signature of the Shareholder)

### Notes:

1. Please read the instructions printed overleaf carefully before exercising your vote.
  2. For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.
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## **INSTRUCTIONS**

1. Shareholders desiring to exercise their vote by postal ballot should complete this Postal Ballot Form and send it to the Company in attached self-addressed Stamped envelope.
2. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
3. The self-addressed stamped envelope bears the address to which duly filled in postal ballot form to be sent.
4. This form should be completed and signed by the shareholder only. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
5. The consent must be accorded by recording the assent in the "Assent Column" and dissent in the "Dissent Column" by placing a tick mark (√) in the appropriate columns.
6. Incomplete and unsigned Postal Ballot Forms will be rejected.
7. The notice is being sent to all the members whose name would appear on the Register of Members as on 13.01.2017.
8. Duly completed Postal Ballot Forms should reach the company not later 5.00 p.m. on 18.02.2017. All Postal Ballot Forms received after this will be strictly treated as if the reply from the shareholder(s) has not been received.
9. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed stamped envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final.



<b>Sl. No</b>	<b>Particulars of the items</b>	<b>Dates</b>
1	Date on which consent given to act as Scrutinizer	05.01.2017
2	Date of appointment of Scrutinizer	06.01.2017
3	Date of Completion of dispatch of notice along with postal ballot	19.01.2017
4	Date of paper publication of dispatch of notice	21.01.2017
5	Last date for receiving postal ballot by scrutinizer	18.02.2017
6	Submission of report by Scrutinizer	20.02.2017
7	Date of handing over of report, postal ballot papers etc to chairman	20.02.2017
8	Date of declaration of result by the Chairman	20.02.2017
9	Date of signing of minutes by the Chairman	20.02.2017
10	Paper publication of Results of Postal ballot	21.02.2017

