

SWAGRUHA

Infrastructure Limited

Regd. Off : H. No. 6-3-1216/47/B,
Road No. 3, Methodist Colony, Begumpet,
Hyderabad, Telangana – 500 016, India
E-mail: info@swagruhainfra.com
Website: www.swagruhainfra.com
Phone - +91-40-40203050

To,

Date: 04.10.2016

BSE Limited
P. J. Towers, Dalal Street
Mumbai - 400 001

Dear Sir/ Madam,

Sub: Soft Copy of Annual Report for the financial year 2015-2016 (Scrip Code: 531909)
Ref: Regulation 34 of SEBI (LO&DR) Regulations, 2015

With reference to the subject cited, please find enclosed the Soft copy of the Annual Report for the financial year 2015-2016.

This is for the information and records of the exchange.

Thanking you.

Yours faithfully,

For Swagruha Infrastructure Limited

N. L. Kalyani

N L Kalyani
Managing Director
DIN: 01669808



SWAGRUHA INFRASTRUCTURE LIMITED



ANNUAL REPORT 2015-2016



CONTENT

Corporate Information

Notice

Director's Report

Annexure to the Director's Report Management Discussion and Analysis Corporate Governance Report

Chief Financial Officer Certificate

Auditors Certificate of Corporate Governance

Independent Auditors Report

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes to financial Statement Significant Accounting Policies Attendance Slip

Proxy Form



SWAGRUHA INFRASTRUCTURE LIMITED

22nd ANNUAL REPORT

2015-2016

CIN: L24134TG1994PLC017327

SCRIP CODE: 531909

SCRIP ID: SWAGRUHA

CORPORATE INFORMATION

BOARD OF DIRECTORS

✿ Mrs. Nerogi Lakshmi Kalyani	: Managing Director (DIN 01669808)
✿ Mr. Jayasimha Reddy	: Executive Director (DIN 06490738)
✿ Mr. Babu Sahebe Shaik	: Executive Director cum CFO (DIN 06716186)
✿ Mr. Srinivasulu Konduru	: Non-Executive Independent Director (DIN : 06489376)
✿ Mr. Gopal Gillela	: Non-Executive Independent Director (DIN: 06369221)
✿ Mr. Mathew Oommen	: Non-Executive Independent Director (DIN: 01940161)

REGISTERED OFFICE

H. No. 6-3-1216/47/B, Plot No. 47B,
Road No. 3, Methodist Colony,
Begumpet Hyderabad - 500 016

CORPORATE OFFICE

175/2, 1st & 2nd Floor,
Raghavendra Nagar, Kaveri Road,
9th cross, Dr. Rajkumar Road,
Mysore – 570019

STATUTORY AUDITORS

M/s. Verma Mehta & Associates
104, Creative Industries
Premises, Sunder Nagar, Kalina,
Santacruz (E), Mumbai- 4000098.

SECRETARIAL AUDITOR

S.S. Reddy & Associates
Practicing Company Secretaries
Plot No.6-3-354/13, A1, Suryateja Apartments,
Hindi Nagar, Panjagutta, Hyderabad-500034.

INTERNAL AUDITOR

M/s. Tejas Nadkarni & Associates
Chartered Accountants
Mumbai.

BANKERS

HDFC Bank, RT Nagar Branch
IDBI Bank, RT Nagar Branch



AUDIT COMMITTEE:

Mr. Gopal Gillela	:	Chairman
Mr. Srinivasulu Konduru	:	Member
Mrs. Nerogi Lakshmi Kalyani	:	Member

NOMINATION & REMUNERATION COMMITTEE:

Mr. Gopal Gillela	:	Chairman
Mr. Srinivasulu Konduru	:	Member
Mr. Mathew Oommen	:	Member

STAKEHOLDER RELATIONSHIP COMMITTEE:

Mr. Gopal Gillela	:	Chairman
Mr. Srinivasulu Konduru	:	Member
Mrs. Nerogi Lakshmi Kalyani	:	Member

RISK MANAGEMENT COMMITTEE:

Mr. Gopal Gillela	:	Chairman
Mr. Srinivasulu Konduru	:	Member
Mrs. Nerogi Lakshmi Kalyani	:	Member

REGISTRAR & SHARE TRANSFER AGENTS

Venture Capital and Corporate Investments Private Limited

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

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

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

LISTED AT	:	BSE Limited
ISIN	:	INE587J01027
WEBSITE	:	www.swagruhainfra.com
E-MAIL ID	:	info@swagruhainfra.com



NOTICE OF ANNUAL GENERAL MEETING 2016

Notice is hereby given that the 22nd Annual General Meeting of the Shareholders of M/s. Swagruha Infrastructure Limited will be held on Friday, 30th day of September, 2016 at 09:00 A.M. at the Registered Office of the Company at H. No. 6-3-1216/47/B, Plot No. 47B, Road No. 3, Methodist Colony, Begumpet Hyderabad - 500 016, Telangana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Jayasimha Reddy (DIN: 06490738) who retires by rotation and being eligible, offer himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution of appointment of Statutory Auditors of the Company in place of existing statutory auditor:

“RESOLVED THAT pursuant to the provisions of Sections 139 & 142 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other rules framed there under, as amended from time to time, the appointment of M/s. M.M.Reddy & Co, Chartered Accountants as Statutory Auditors of the Company in place of M/s. Verma Mehta & Associates., Chartered Accountants (Firm Registration No. 112118W) Hyderabad as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General meeting”.

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 of the Companies Act, 2013 and rules made there under, Mr. Mathew Oommen (holding DIN 01940161), who was appointed as ‘Additional Director’ in the Board of the Company on 06.11.2015 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company , and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Mathew Oommen as a candidate for the office of a Director of the Company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company , not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from the date of his appointment as Additional Director i.e. 06.11.2015 up to the conclusion of Annual General Meeting (AGM) to be held in the calendar year 2021 or 05.11.2020, whichever is earlier”.

“RESOLVED FURTHER THAT Mrs. N L Kalyani, Managing Director is authorized to take necessary action in this regard including filing of necessary forms with Registrar of Companies, Hyderabad.”

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



“RESOLVED THAT pursuant to provisions of Section 5 read with Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the new draft Articles as contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Hyderabad
Date: 30.08.2016

Sd/-
N.L. Kalyani
Chairman & Managing Director
(DIN: 01669808)

NOTES

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

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

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2016 to 30.09.2016 (Both days Inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Venture Capital and Corporate Investments Private Limited)
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.

Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Venture Capital and Corporate Investments Private Limited, Share Transfer Agents of the Company for their doing the needful.

11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the Annual Report for 2015-2016 is being sent to all the members whose Email-IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-2016 is being sent in the permitted mode.
15. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015-2016 will also be available on the Company's website www.swagruhainfra.com in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id info@swagruhainfra.com.
16. Voting through electronic means
Pursuant to Section 108 of the Companies Act, 2013 & pursuant to regulation 44 of SEBI (LODR) regulations, 2015, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23.09.2016, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 09.00 a.m. on 27.09.2016 and will end at 05.00 p.m. on 29.09.2016. The Company has appointed Mr. S. Sarveswar Reddy, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.



The instructions for e-voting are as under:

- (A) In case of members receiving e-mail:
- (i) The voting period begins on 27.09.2016 at 9.00 a.m. and ends on 29.09.2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

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



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



- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
17. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
18. Relevant documents referred to annual report of the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting.
19. The Ministry of Corporate Affairs (vide circular nos. 17/2011 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a ‘Green Initiative in Corporate Governance’ and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company’s Registrar and Share Transfer Agents.

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Hyderabad
Date: 30.08.2016

Sd/-
N.L. Kalyani
Chairman & Managing Director
(DIN: 01669808)



EXPLANATORY STATEMENT
Pursuant to Section 102(1) of the Companies Act, 2013

Item No 4:

Mr. Mathew Oommen was appointed as Additional Director on 06.11.2015 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent'. In terms of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting and be eligible for appointment to the office of a Director at any General Meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a notice from a member under section 160 of the Companies Act 2013, along with requisite deposit proposing the candidature of Mr. Mathew Oommen for the office of Director under the category of Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Mathew Oommen as 'Independent Director' for a term up to 5 consecutive years commencing from the date of his appointment as Additional Director i.e. 06.11.2015 up to the conclusion of the Annual General Meeting (AGM) to be held in the calendar year 2021 or 05.11.2020, whichever is earlier and pass the resolution set out at Item No. 4.

Mr. Mathew Oommen has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. Further, in the opinion of the Board Mr. Mathew Oommen fulfil the conditions specified in the Companies Act, 2013 and the Rules made there under, and he is independent of the Management, his continued association with the Company would be of benefit to the Company.

The Board of Directors recommends the Ordinary Resolution as set out at item no. 4 for approval of the Members.

None of the other Directors or Key Managerial Personnel of the Company and their relatives other than Independent Director, Mr. Mathew Oommen is in way concerned or interested, financially or otherwise, in this Resolution.

Item No 5:

The Articles of Association of the Company ("Articles") as currently in force was adopted pursuant to the provisions under the Companies Act, 1956. The Companies Act, 1956 has been superseded by the Companies Act, 2013. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association is hence to be amended to align the extant Articles with the provisions of the Companies Act, 2013 and rules there under.

Salient aspects of the proposed amended Articles:

Under the proposed amended Articles, salient aspects of Sections of Table-F of Schedule-I to the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares have been adopted. As mentioned in the previous Para, changes that are required to be carried out pursuant to the Companies Act, 2013 and rules there under coming into force have been duly carried out.



The resolution as set out in item No.5 has been recommended by the Board of Directors for approval of the Members by special resolution.

The proposed new draft of Articles of Association is also available for inspection by the Members at the Registered Office of the Company on any working day excluding public holidays and Sunday from the date here up to 29th September, 2016.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way are concerned or interested, financially or otherwise, in the Special Resolution set out at item No.5 of the Notice.

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Hyderabad
Date: 30.08.2016

Sd/-
N.L. Kalyani
Chairman & Managing Director
(DIN: 01669808)



BOARD'S REPORT

Dear Members,

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

The financial results of the company during the period ended 31st March, 2016 has been as under:

Particulars	2015-2016	2014-2015
Total Income	24.25	27.89
Total Expenditure	18.19	18.85
Profit Before Tax	6.06	9.03
Provision for Tax	2.50	3.00
Profit after Tax	3.56	6.03
Earnings per share	0.003	0.00

Review of Operations:

Your Directors wish to report that your company has achieved the turnover of Rs. 24.25 lakhs for the financial year ended 31.03.2016 as against Rs. 27.89 lakhs for the financial year ended 31.03.2015. The Profit after tax stood at Rs. 3.56 lakhs for the financial year ended 31.03.2016 as against Rs. 6.03 lakhs for the financial year ended 31.03.2015.

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were no material changes and commitments affecting financial position of the company between 31st March, 2016 and the date of Board's Report. (i.e. 30/08/2016)

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

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

4. PUBLIC DEPOSITS:

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

5. TRANSFER TO RESERVES:

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

6. DIVIDEND:

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

7. CAPITAL OF THE COMPANY:

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

8. REVISION OF FINANCIAL STATEMENTS:

There was no revision of the financial statements for the year under review

9. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Company maintains appropriate system of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances, and are meant to ensure that all transactions are authorized, recorded and reported correctly.

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

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

11. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

During the year, the Company has not entered into any contract/arrangement/transaction as per section 188 of the companies act, 2013.

12. BOARD MEETINGS DURING THE YEAR:

The Board of Directors duly met 5 (Five) times on 30.05.2015, 13.08.2015, 05.09.2015, 06.11.2015 and 13.02.2016 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

13. CORPORATE GOVERNANCE:

Corporate Governance is not applicable to the company since the paid up equity share capital and net worth of the company does not exceed Rs. 10 crores and Rs. 25 crores respectively. However, the company voluntarily provides a separate section in the annual report titled "Report on Corporate Governance" along with the Auditors' Certificate on Corporate Governance as stipulated under Regulation 34 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

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

15. EXTRACT OF ANNUAL RETURN:

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

16. RISK MANAGEMENT:

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

17. COMMITTEES OF THE BOARD:

The Board of Directors of the your Company had already constituted various Committees in compliance with the provisions of the Companies Act, 2013/Listing Agreement and SEBI (LODR) Regulations, 2015 viz. Audit committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee.

During the year under review, in compliance with the provisions of the listing Agreement and SEBI (LODR) Regulations, 2015 the Board had also constituted the Risk Management Committee.

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

Details of the role and constitution of committees, including the number of meetings held during the financial year and attendance at meetings, are provided in the corporate governance section of the Annual Report.

18. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board, Committees and individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the chairman was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated. The manner in which the evaluation was carried out and the process adopted has been mentioned out in the Report on Corporate Governance.



19. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Mathew Oommen was appointed as Additional Director w.e.f. 06.11.2015. Now the Board proposes to appoint him as Independent Director subject to necessary compliances.

In accordance read Section 152 of the Act, Mr. Jayasimha Reddy, Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

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

Name of the Director	Mathew Oommen	Jayasimha Reddy
Date of Birth	16.11.1978	05.04.1971
Date of Appointment	06.11.2015	23.03.2013
Qualification	Graduate	Graduate
Expertise in specific functional areas in the field of Infrastructure	Experience in the field of Infrastructure	Experience
Directorships held in other companies (excluding private limited and foreign companies)	Nil	Nil
Membership/Chairmanship of committee of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
No. of Shares held in the Company	Nil	Nil
Inter se relationship with any Director	N.A.	N.A.

22. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declarations from Mr. Srinivasulu Konduru, Mr. Gopal Gillela and Mr. Mathew Oommen, Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.- Annexure-II

23. DIRECTOR'S RESPONSIBILITY STATEMENT:

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

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts on a going concern basis; and



- e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

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

25. STATUTORY AUDITORS:

M/s. Verma Mehta & Associates, Chartered Accountants, retire at the ensuing Annual general meeting and have declared their unwillingness to continue to act as Statutory Auditors of our Company due to their preoccupation.

A consent to act as Statutory Auditor of your Company has been obtained from M/s. M.M. Reddy & Co, Chartered Accountants.

Thus, considering the same, your Board proposes the appointment of M/s. M.M. Reddy & Co, Chartered Accountants as Statutory Auditors of the Company from the conclusion of this Annual General Meeting to the conclusion of next annual general meeting.

26. INTERNAL AUDITORS:

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

27. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 134(3) (f) & Section 204 of the Companies Act, 2013, Secretarial audit report as provided by M/s. S. S. Reddy & Associates, Practicing Company Secretaries is annexed to this Report as Annexure III

28. AUDIT REPORTS:

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2016 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges that may occur in the industry.

(b) Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013 and the following are the qualifications, reservations or adverse remarks:

- (i) The Company has belatedly filed few of the e-forms required to be filed under Act and certain e-forms required to be filed are still pending for filing.
- (ii) The Company has not appointed Company Secretary as required under section 203 of the Companies Act, 2013.



(iii) The Company has Managing Director and CFO namely Mrs. N L Kalyani and Mr. Babu Shaik respectively. But, the e-form filing as required under the Companies Act, 2013 for appointment of CFO is not done.

29. CORPORATE SOCIAL RESPONSIBILITY (CSR):

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

30. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing agreement with BSE Limited and framed the following policies which are available on Company's website i.e. www.swagruhainfra.com.

- Board Diversity Policy
- Policy on preservation of Documents
- Risk Management Policy
- Whistle Blower Policy
- Familiarisation programme for Independent Directors
- Related Party Policy
- Code of Conduct under Insider trading Regulations.

31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

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

A. Conservation of Energy:

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

B. Technology Absorption:

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

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: NIL

32. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

33. CREDIT & GUARANTEE FACILITIES:

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



34. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

35. RATIO OF REMUNERATION TO EACH DIRECTOR:

No Remuneration is paid to the directors.

36. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

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

37. CEO/ CFO CERTIFICATION:

The Managing Director and CEO/ CFO certification of the financial statements for the year 2015-16 is provided elsewhere in this Annual Report.

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

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

39. SECRETARIAL STANDARDS:

The company is in compliance with SS 1 & SS 2.

40. EVENT BASED DISCLOSURES:

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

1. Issue of sweat equity share: The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.

2. Issue of shares with differential rights: The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.

3. Issue of shares under employee's stock option scheme: The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014

4. Non- Exercising of voting rights : During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

5. Disclosure on purchase by company or giving of loans by it for purchase of its shares: The company did not purchase or give any loans for purchase of its shares.

6. Buy back shares: The company did not buy-back any shares during the period under review.

7. Preferential Allotment of Shares: The company did not allot any shares on preferential basis during the period under review.

41. EMPLOYEE RELATIONS AND REMUNERATION:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at



all levels in the improved performance of the Company.

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

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

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

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

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

43. ACKNOWLEDGEMENTS:

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

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

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Hyderabad
Date: 30.08.2016

Sd/-
N.L. Kalyani
Chairman & Managing Director
(DIN: 01669808)

Sd/-
Jayasimha Reddy Director
(DIN: 06490738)



Code of Conduct

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

Certificate of Code of Conduct for the year 2015-16 as per Regulation 17(5) read with Regulation 34(3) Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I hereby certify that all the Board Members and Senior Management have affirmed the compliance with the Code of Ethics and Business Conduct, under a certificate of Code of Conduct for the year 2015-16.

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Hyderabad
Date: 30.08.2016

Sd/-
N.L. Kalyani
Chairman & Managing Director
(DIN: 01669808)

**Annexure I****MGT 9
Extract of Annual Return****As on the Financial Year 31.03.2016****[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

I. REGISTRATION AND OTHER DETAILS:			
I.	CIN	L24134TG1994PLC017327	
ii.	Registration Date	07.04.1994	
iii.	Name of the Company	Swagruha Infrastructure Limited	
iv.	Category / Sub-Category of the Company	Company limited by shares / Non-Government Company	
v.	Address of the Registered office and contact details	H.No.6-3-1216/47/B, Plot No.47-B, Road No.3, Methodist Colony, Begumpet, Hyderabad – 500016.	
vi.	Whether listed company Yes / No	Yes	
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Venture Capital & Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad, Telangana – 500018. Phone: 040-23818475, 23818476 Email: info@vccipl.com, info@vccilindia.com	
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:			
All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-			
Sl. No.	Name and Description of main products /services	NIC Code of the Product / service	% to total turnover of the company
1	Construction Services 41001 73.06	41001	73.06

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

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

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

I) Category-wise Share Holding:-

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

A. Promoters

(1) Indian									
Individual/ HUF	31264000	--	31264000	45.61	3126400	--	31264000	45.61	--
Central Govt.	--	--	--	--	--	--	--	--	--
State Govt .(s)	--	--	--	--	--	--	--	--	--
Bodies Corp.	--	--	--	--	--	--	--	--	--
Banks / FI	--	--	--	--	--	--	--	--	--
Any Other....	--	--	--	--	--	--	--	--	--
Sub-total									
(A) (1) :-	31264000	--	31264000	45.61	31264000	--	31264000	45.61	--
(2) Foreign									
a) NRIs - Individuals	--	--	--	--	--	--	--	--	--
b) Other – Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other....	--	--	--	--	--	--	--	--	--

Sub-total (A) (2):-	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) =(A)(1)+(A) (2)	31264000	--	31264000	45.61	31264000	--	31264000	45.61	--
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	14800	--	14800	0.02	14800	--	14800	0.02	--
h) Foreign Venture Capital Fund	--	--	--	--	--	--	--	--	--
I) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1)	14800	--	14800	0.02	14800	--	14800	0.02	--
2. Non Institutions									
a) Bodies Corp.	-	--	-	-	-	--	--	--	--
i) Indian	5098994	--	5098994	7.44	8997064	--	8997064	13.13	5.72
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
I) Individual shareholders holding nominal share capital up to Rs. 1 lakh	521277	73000	594277	0.87	559558	18000	577558	0.84	0.03

ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	21199744	9294000	30493744	44.49	22552955	3652000	26204955	38.23	6.26
c) Others (specify)									
1. Employee									
2. NRI's	919786	—	919786	1.34	1163715	—	1163715	1.70	0.36
3. Clearing Members	162417	—	162417	0.24	325908	—	325908	0.48	0.24
Sub-total (B)(2)	27902200	9367000	37269200	54.37	33614000	3670000	37284000	54.39	12.61
Total Public Share holding (B)=(B)(1)+(B)(2)	27917000	9367000	37284000	54.39	33614000	3670000	37284000	54.39	12.61
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	59181000	9367000	68548000	100	64878000	3670000	68548000	100	12.61

(ii) Shareholding of Promoters

Sl. No.	Share holder's Name	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Changed during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1.	N.L. Kalyani	31264000	-	31264000	45.61	31264000	-	31264000	45.61	Nil

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Share holder's Name	No. of Shareholding at the beginning of the year		No. of Share holding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Nil	Nil	Nil	Nil	Nil

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

Sl. No.	Share holder's Name	No. of Shareholding at the beginning of the year		No. of Share holding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	BANSI PRASHAD KAYAST	6827957	11.54	5007957	7.72
2	PRASTUTI MULTI MEDIA AND	2255000	3.81	2755000	4.25
3	VENU KONDI	1735208	2.93	2452882	3.78
4	ANEES ALNASIR GILANI	1000000	1.69	-	-
5	SATISH BARTHUR GARADACHAR	968469	1.64	-	-
6.	TIDEL SILK TECHNOLOGIES LIMITED	950380	1.61	2770380	4.27
7.	AMARESH RAO GAIKWAD	935303	1.58	-	-
8.	LOHITH H A	693000	1.17	693000	1.07
9.	OBALISH VENKATESH	687500	1.16	1953500	3.01
10.	NANDA KUMAR S	675000	1.14	675000	1.04
11.	SHABARISH S N	-	-	669990	1.03
12.	MUKKERA SAI KUMAR	-	-	1313000	2.02
	Date wise Increase /Decrease in top 10 share holders Share Holding during the year specifying the reasons for increase/ decrease(e.g. allotment / transfer /bonus/ sweat equity etc): Purchase and sale of shares as mentioned above.				

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Mrs. Nerogi Lakshmi Kalyani				
	At the beginning of the year	31264000	45.61	31264000	45.61
	Date wise Increase /Decrease in Directors and Key Managerial Personnel Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): NIL				
	At the End of the year	31264000	45.61	31264000	45.61
2.	Mr. Jayasimha Reddy				
	At the beginning of the year	-	-		-
	Date wise Increase /Decrease in Directors and Key Managerial Personnel Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): NIL				
	At the End of the year				
3.	Mr. Babu Sahebe Shaik				
	At the beginning of the year	-	-		-
	Date wise Increase /Decrease in Directors and Key Managerial Personnel Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): NIL				
	At the beginning of the year				

4.	Mr. Srinivasulu Konduru				
	At the beginning of the year	–	–		–
	Date wise Increase /Decrease in Directors and Key Managerial Personnel Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): NIL				
	At the beginning of the year				–
5.	Mr. Gopal Gillela				
	At the beginning of the year	–	–		–
	Date wise Increase /Decrease in Directors and Key Managerial Personnel Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): NIL				
	At the beginning of the year				–
6.	Mr. Mathew Oommen				
	At the beginning of the year	–	–	–	–
	Date wise Increase /Decrease in Directors and Key Managerial Personnel Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): NIL				
	At the beginning of the year	–	–	–	–

V. INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/MANAGER	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961		

Sl. No.	Particulars of Remuneration	Name of MD/WTD/MANAGER				Total Amount
2.	Stock Option	—				—
3.	Sweat Equity	—				—
4.	Commission as % of profit Others, Specify...	—				—
5.	Others, please specify	—				—
6.	Total (A)	—				—
	Ceiling as per the Act	—				—
B. Remuneration to other directors:						
Sl. No.	Particulars of Remuneration	Name of Director				Total Amount
1.	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	—	—	—	—	—
	Total (1)	—	—	—	—	—
2.	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	—	—	—	—	—
	Total (2)	—	—	—	—	—
	Total (B) = (1+2)	—	—	—	—	—
	Total Managerial Remuneration	—	—	—	—	—
	Overall Ceiling as per the Act	—	—	—	—	—
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD						
Sl. No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company Secretary	CFO	Total	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—	—	—
2.	Stock Option	—	—	—	—	—
3.	Sweat Equity	—	—	—	—	—
4.	Commission as % of profit others, specify...	—	—	—	—	—
5.	Others, please Specify	—	—	—	—	—
6.	Total	—	—	—	—	—
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:						
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give Details)	
A. COMPANY						
Penalty	—	—	—	—	—	—
Punishment	—	—	—	—	—	—
Compounding	—	—	—	—	—	—
B. DIRECTORS						
Penalty	—	—	—	—	—	—
Punishment	—	—	—	—	—	—
Compounding	—	—	—	—	—	—
C. OTHER OFFICERS IN DEFAULT						
Penalty	—	—	—	—	—	—
Punishment	—	—	—	—	—	—
Compounding	—	—	—	—	—	—



For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Hyderabad
Date: 30.08.2016

Sd/-
N.L. Kalyani
Chairman & Managing Director
(DIN: 01669808)



ANNEXURE II
DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s Swagruha Infrastructure Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- © I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking you.

Yours Faithfully,

Place: Hyderabad
Date: 30.05.2016

Sd/-
Mathew Oommen
(Independent Director)



ANNEXURE II
DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s Swagruha Infrastructure Limited

Dear Sir,

undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that up to the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking you.

Yours Faithfully,

Place: Hyderabad
Date: 30.05.2016

Sd/-
Srinivasulu Konduru
(Independent Director)



ANNEXURE II
DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s Swagruha Infrastructure Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
- (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking you.

Yours Faithfully,

Place: Hyderabad
Date: 30.05.2016

Sd/-
Gopal Gillela
(Independent Director)



FORM MR-3
SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

To
The Members of
M/s. Swagruha Infrastructure Limited

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

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2015 and ended 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Swagruha Infrastructure Limited ("The Company") for the financial year ended on 31st March, 2016, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came in to effect from 12th September, 2013 and sections and Rules notified and came in to effect from 1st April, 2014;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company under the financial year 2015-16.
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Not Applicable, except yearly and event based disclosures.
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not Applicable
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable.
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable.
 - v. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents)

Regulations, 1993, regarding the Companies Act and dealing with client; Not Applicable

- vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. Not Applicable.
- vii. The Securities and Exchange Board of India (share based employee benefit) regulations, 2014, Not Applicable.
- viii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Insider Trading regulations; The Company has framed code of conduct for regulating & reporting trading by Insiders and for fair disclosure, 2015 and displayed the same on company's Website i.e. www.swagruha.com and all required disclosures from time to time as and when applicable are complied with.
- ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable and
 - The Company has signed Uniform listing agreement with BSE Limited;
 - The company has framed the policies and conducted programmes as mentioned below and displayed the same on the company's website i.e www.swagruha.com
 - ◆ Board Diversity Policy
 - ◆ Policy on Preservation of Documents
 - ◆ Risk Management Policy
 - ◆ Whistle Blower Policy
 - ◆ Related Party Transaction Policy
 - ◆ Familiarization programme for Independent Directors.
 - ◆ Anti-Sexual Harassment Policy
 - ◆ Code of Conduct

3. During the year the Company has conducted 5 Board Meetings, 4 Audit Committee Meetings and 1 Independent Directors' Meeting and we have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by the Institute of Company secretaries of India on meetings of the board of Directors and general meeting.
- ii. The Listing Agreements and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with BSE Limited;
- iii. We have relied on the representation made by the management for the other applicable laws and its compliances under applicable Laws, Acts and Regulations.

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

4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations;

OBSERVATIONS:

- (a) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that
- (i) The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of: Not applicable.

- (ii) External Commercial Borrowings were not attracted to the Company under the financial year under report;
- (iii) Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;
- (iv) Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
- (v) As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

(b) We further report that:

- (i) The Company has belatedly filed few of the e-forms required to be filed under Act and certain e-forms required to be filed are still pending for filing. The process for the same have been initiated.
- (ii) The Company has not appointed Company Secretary as required under section 203 of the Companies Act, 2013.
- (iii) The Company has Managing Director and CFO namely Mrs. N L Kalyani and Mr. Babu Shaik respectively. But, the e-form filing as required under the Companies Act, 2013 for appointment of CFO is not done.
- (iv) The Company has internal auditor namely Mr. Tejas H Nadkarni.

We further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- We, further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- We further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Place: Hyderabad
Date: 30.08.2016

For S.S. Reddy & Associates
Sd/-

S. Sarveswar Reddy
Proprietor
C. P. No: 7478



Annexure A

To

The Members of
M/s. Swagruha Infrastructure Limited

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

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

Place: Hyderabad
Date: 30.08.2016

For S.S. Reddy & Associates

Sd/-
S. Sarveswar Reddy
Proprietor
C.P.No: 7478

CORPORATE GOVERNANCE

****** Corporate Governance is not applicable to the company as its paid up-equity capital and net worth does not exceed Rs. 10 crores and Rs. 25 crores respectively. However, the company voluntarily complies with Corporate Governance as a good governance measure to keep the stakeholders informed about the company.

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at Swagruha Infrastructure Limited as follows:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

2. BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website, www.swagruhainfra.com.

3. BOARD EVALUATION:

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as:

- Board dynamics and relationships
- Information flows
- Decision-making
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and committees' effectiveness
- Peer evaluation

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

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee.

4. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

All new independent directors inducted into the Board attend an orientation program. Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities.

5. LISTING AGREEMENT:

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with an aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective from December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The Company has entered into fresh Listing Agreement with BSE Limited.

6. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on website www.swagruhainfra.com.

7. BOARD OF DIRECTORS

A. COMPOSITION OF THE BOARD:

The Company is managed and controlled through a professional body of Board of Directors which is headed by Mrs. N.L. Kalyani, Managing Director. As on 31st March 2016, the Board of the Company has 6 Directors (including 3 Executive Director and 3 Independent Non-Executive Directors). None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which she is a Director.

The Board has been enriched with the advices and knowledge of the Independent Directors. None of the Independent Directors has any pecuniary or business relationship except receiving sitting fees. The composition of the Board of Directors as on 31.03.2016 and details of number of Directorships/committee chairmanships/memberships attendance particulars is as under:

B. ATTENDANCE OF EACH DIRECTOR AT BOARD MEETING HELD DURING THE YEAR AND LAST ANNUAL GENERAL MEETING AND NUMBER OF OTHER BOARD OF DIRECTORS IN WHICH A DIRECTOR IS A MEMBER OR CHAIRPERSON.

Name of Director	Category of Directorship	Number of Directors hips in other Companies	Number of Board Committee memberships held in other Companies		Attendance Particulars		
			Mem ber	Chair man	Last AGM 30.09.2015	Board Meeting '15-16	
						Held	Atten ded
Mrs. Nerogi Lakshmi Kalyani	Managing Director	1	–	–	Yes	5	5
Mr. Babu Sahebe Shaik	Executive Director	–	–	–	Yes	5	5
Mr. Srinivasulu Konduru	Non Executive & Independent Director	–	–	–	Yes	5	5
Mr. Gopal Gillela	Non Executive & Independent Director	–	–	–	Yes	5	5
Mr. Mathew Oommen	Independent Director Non Executive & Independent Director	–	–	–	No	5	2

* Appointed as director w.e.f 06.11.2015

C. MEETINGS DURING THE YEAR:

The Board of Directors duly met 5 (Five) times on 30.05.2015, 13.08.2015, 05.09.2015, 06.11.2015 and 13.02.2016 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

D. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

None of the Directors are inter-se related to each other.

E. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS:

None of the Non-Executive Directors of the company holds any shares and Convertible Instruments in their name.

8. AUDIT COMMITTEE:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

- Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Discussion with external auditors before the audit commences, about the nature and scope of



audit as well as post-audit discussion to ascertain any area of concern.

- Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing on:
 - a. Any changes in accounting policies and practices;
 - b. Qualification in draft audit report;
 - c. Significant adjustments arising out of audit;
 - d. The going concern concept;
 - e. Compliance with accounting standards;
 - f. Compliance with stock exchange and legal requirements concerning financial statements and
 - g. Any related party transactions
- Reviewing the company's financial and risk management's policies.
- Disclosure of contingent liabilities.
- Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing compliances as regards the Company's Whistle Blower Policy.

B. COMPOSITION, MEETINGS & ATTENDANCE:

There were four (4) Audit Committee Meetings held during the year on 30.05.2015, 13.08.2015, 06.11.2015 and 13.02.2016.

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Mr. Gopal Gillela	Chairman	NED (I)	4	4
Mr. Sinivasulu Konduru	Member	NED (I)	4	4
Mrs. Nerogi Lakshmi Kalyani	Member	ED	4	4

NED (I) : Non Executive Independent Director
ED : Executive Director

9. NOMINATION AND REMUNERATION COMMITTEE:

The Committee comprises of three non-executive independent Directors

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

- To approve the fixation/revision of remuneration of Executive Directors of the Company and while approving:
 - a. to take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
 - b. to bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director and Whole-time Director(s) based on their performance and defined assessment criteria.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Mr. Gopal Gillela	Chairman	NED (I)	–	--
Mr. Sinivasulu Konduru	Member	NED (I)	–	--
*Mr. Mathew Oommen	Member	NED(I)	–	--

* Appointed w.e.f 06.11.2015

NED (I) : Non Executive Independent Director

C. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

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

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE:

1. Scope:

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

2. Terms and References:

- 2.1 “Director” means a director appointed to the Board of a Company.
- 2.2 “Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013, clause 49 of the Equity Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2.3 “Independent Director” means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013, Clause 49(II)(B) of the Equity Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

Qualifications and criteria

- 3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company’s operations.
- 3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:
- General understanding of the company’s business dynamics, global business and social perspective;
 - Educational and professional background
 - Standing in the profession;
 - Personal and professional ethics, integrity and values;
 - Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.
- 3.1.3 The proposed appointee shall also fulfill the following requirements:
- shall possess a Director Identification Number;
 - shall not be disqualified under the companies Act, 2013;
 - shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
 - shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
 - shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;

Such other requirements as any be prescribed, from time to time, under the companies Act, 2013, Equity listing Agreements, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

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

3.2 Criteria of independence

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

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013, Clause 49 of the Equity Listing Agreement and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director-

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoters of the company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors of the company its holding, subsidiary or associate company
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or director, during the two immediately preceding financial year or during the current financial year;
- d. none of whose relative has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial year or during the current finance year;
- e. who, neither himself nor any of his relative-
 - (i) Holds or has held the position of a key managerial personnel or is or has been employee of the or associate company in any of the three finance years immediately preceding the finance year in which he is proposed to be appointed;
 - (ii) Is or has been an employee or proprietor or a partner, in any of the three finance year immediately preceding the financial year in which he is proposed to be appointed of-
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding subsidiary or associate company amounting to ten per cent or more of the gross turnover of more of the gross turnover of such firm;
- (I) holds together with his relatives two per cent or more of the total voting power of the company; or

- (ii) is a chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipt from the company any of its promoters , directors or its holding subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
 - (iii) is a material supplier, service provider or customer or a lesser or lessee of the company.
 - f. Shall possess appropriate skills experience and knowledge in one or more field of finance, law management, sales, marketing administration, research, corporate governance, technical operations, corporate social responsibility or this disciplines related to the company's business.
 - g. Shall possess such other qualifications as may be prescribed from time to time, under the Companies Act, 2013.
 - h. who is not less than 21 years of age
 - 3.2.3 The independent Director shall abide by the "code for independent Directors "as specified in Schedule IV to the companies Act, 2013.
 - 3.3 Other Directorships/ Committee Memberships
 - 3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The NR Committee shall take into account the nature of, and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
 - 3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.
 - 3.3.3 A Director shall not serve an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.
 - 3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds directorships.
- For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

10. STAKEHOLDER'S RELATIONSHIP COMMITTEE:

A) COMPOSITION:

The Details of composition of the Committee are given below:

Name	Designation	Category
Mr. Gopal Gillela	Chairman	NED (I)
Mr. Sinivasulu Konduru	Member	NED (I)
Mrs. Nerogi Lakshmi Kalyani	Member	ED

NED (I) : Non Executive Independent Director
ED : Executive Director

**B. NAME AND DESIGNATION OF COMPLIANCE OFFICER**

Mrs. Nerogi Lakshmi Kalyani, Managing Director of the company is the compliance officer of the Company.

C. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 15-16

INVESTOR COMPLAINTS	
Particulars	Year ended 31.03.2016
Pending at the beginning of the year	3
Received during the year	Nil
Disposed of during the year	Nil
Remaining unresolved at the end of the year	3

11. REMUNERATION OF DIRECTORS:

A. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS VIS-À-VIS THE LISTED COMPANY: The Non- Executive Directors have no pecuniary relationship or transactions.

B. CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS: As per the remuneration policy of the company.

C. REMUNERATION TO DIRECTORS PAID DURING THE FINANCIAL YEAR 2015-16 AND OTHER DISCLOSURES:

Name of the Director	Salary (Rs)	Sitting fees (Rs.)	Number of Share held	Service Contracts	Stock Option Details	Fixed Component	Performance Based Incentive
Mrs. Nerogi Lakshmi Kalyani	—	—	3,12,64,000	—	—	—	--
Mr. Jayasimha Reddy	—	—	—	—	—	—	—
Mr. Babu Sahebe Shaik	—	—	—	—	—	—	—
Mr. Srinivasulu Konduru	—	—	—	—	—	—	—
Mr. Gopal Gillela	—	—	—	—	—	—	—
Mr. Mathew Oommen	—	—	—	—	—	—	—

D. INDEPENDENT DIRECTORS' MEETING:

As per clause 7 of the schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent directors) was held on 14.03.2016, and discussed the following:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company were present at the meeting.

As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc.

12. FORMAL ANNUAL EVALUATION:

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made thereunder, the independent directors of the company had a meeting on 14.03.2016 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (a) Review of the performance of non-independent directors and the Board as a whole;
- (b) Review of the performance of the Chairperson of the company.
- (c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting also reviewed and evaluated the performance of non-Independent directors. The company has 3 Non-Independent Directors namely:

1. Mrs. Nerogi Lakshmi Kalyani
2. Mr. Jayasimha Reddy
3. Mr. Babu Sahebe Shaik

The meeting recognized the significant contribution made by all the above said directors, in directing the Company towards the success path and placing the Company.

The meeting also reviewed and evaluated the performance of the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings
- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

13. REMUNERATION POLICY:

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

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

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

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

2. Terms and Reference:

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

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

2.2 “key managerial personnel” means

- (i) The Chief Executive Officer or the managing director or the manager;
- (ii) The Company Secretary;
- (iii) The Whole-time Director;
- (iv) The Chief Finance Officer; and
- (v) Such other office as may be prescribed under the companies Act, 2013

2.3 “Nomination and Remuneration committee” means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013, clause 49 of the Equity Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Remuneration to Executive Director and key managerial personnel

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

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

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

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

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

3.2 Remuneration to Non – Executive Directors



- 3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.
- 3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.
- 3.3. Remuneration to other employees
- 3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

14. RISK MANAGEMENT COMMITTEE:

A.) COMPOSITION:

The Details of composition of the Committee are given below:

Name	Designation	Category
Mr. Gopal Gillela	Chairman	NED (I)
Mr. Sinivasulu Konduru	Member	NED (I)
Mrs. Nerogi Lakshmi Kalyani	Member	ED

NED (I) : Non Executive Independent Director

ED : Executive Director

B) ROLE AND RESPONSIBILITIES OF THE COMMITTEE INCLUDES THE FOLLOWING:

- Framing of Risk Management Plan and Policy
- Overseeing implementation of Risk Management Plan and Policy
- Monitoring of Risk Management Plan and Policy
- Validating the process of risk management
- Validating the procedure for Risk minimisation.
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.
- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.

15. DETAILS ON GENERAL BODY MEETINGS:

A. LOCATION, DATE AND TIME OF LAST THREE AGMS AND SPECIAL RESOLUTIONS THERE AT AS UNDER:

2013-14	29.09.2014	9.30 am	H.No. 6-3-1216/47-B- Road No. 3, Methodist Colony, Begumpet, Hyderabad - 500016	1. Appointment of Mr. Babu Shaik as an Executive Director. 2. Appointment of Mr. Srinivasulu Konduru as an Independent Director. 3. Appointment of Mr. Gopal Gillela as an Independent Director. 4. Appointment of Ms. Radhika R as an Independent Director.
2012-13	28.09.2013	9.30 am	H.No. 6-3-1216/47-B- Road No. 3, Methodist Colony, Begumpet, Hyderabad - 500016	1.Appointment of Mr. Jayasimha Reddy as Director 2. Appointment of Mr. Srinivasulu Konduru as an Independent Director. 3. Appointment of Mr. Gopal Gillela as an Independent Director. 4. Appointment of Ms. Radhika R as an Independent Director. 5. Appointment of Mrs. N L Kalyani as Director. 6. Appointment of Mrs. N L Kalyani as Managing Director for a period of 5 years w.e.f 23.03.2013. 7. Sub- Division of Equity share of the nominal value of Rs. 10/- each fully paid in the capital of the company into Rs. 5/- each fully paid. 8. Alteration of Articles of Association 9. Alteration of Memorandum of Association 10. Alteration of Articles of Association by inserting new clause.

B. PASSING OF RESOLUTIONS BY POSTAL BALLOT:

There were no resolutions passed by the Company through Postal Ballot during the financial year 2015-16.

16. MEANS OF COMMUNICATION:

The quarterly, half-yearly and yearly financial results will be sent to the Stock Exchanges immediately after the Board approves the same and these results will also be published in prominent daily newspapers. These financial statements, press releases are also posted on the Company's website, at www.swagruha.com. As the financial performance of the Company is well published, individual communication of half yearly results are not sent to the shareholders.

**17. GENERAL SHAREHOLDER INFORMATION:****A. ANNUAL GENERAL MEETING:**

Day, Date and Time: Friday, 30th September, 2016 at 09.00 a.m

Venue: H.No. 6-3-1216/47-B-Road No. 3, Methodist Colony, Begumpet, Hyderabad – 500016

B. FINANCIAL YEAR AND FINANCIAL YEAR CALENDAR 2016-17 (TENTATIVE SCHEDULE)

Financial year to which the Annual General Meeting relates: 2015-16

Financial calendar: 2016-17 (tentative)

Adoption of Quarterly results for the Quarter ending

- 30th June, 2016 : 13.08.2016 (declared)
- 30th September, 2016 : on or before 14.11.2016
- 31st December, 2016 : on or before 14.02.2017
- 31st March, 2017 : on or before 30.05.2017

Annual General Meeting (Next year): August / September, 2017

C. DIVIDEND PAYMENT DATE: No Dividend was declared during the Financial Year 2015-16.

D. NAME AND ADDRESS OF EACH STOCK EXCHANGE WHERE THE COMPANIES SECURITIES ARE LISTED: BSE LIMITED, P.J. Towers, Dalal Street, Mumbai- 400001

E. STOCK CODE: 531909

F. STOCK MARKET PRICE DATA:

Month	High	Low
April'15	22.65	16
May'15	24.85	20
June'15	22.9	19.5
July'15	21.9	14.1
Aug'15	24.3	14.4
Sept'15	25.8	21.75
Oct'15	28.05	21.8
Nov'15	20.9	15.4
Dec'15	14.65	12.05
Jan'16	11.81	9.64
Feb'16	9.45	5.5
Mar'16	5.23	4.82

G. IN CASE SECURITIES ARE SUSPENDED FROM TRADING :

The securities are not suspended from trading on BSE Limited.

H. REGISTRAR AND SHARE TRANSFER AGENTS:

Venture Capital and Corporate Investments Pvt. Limited

(Category-I Registrar & Share Transfer Agent)

12-10-167

Bharatnagar, Hyderabad-500018

Ph: 040-23818475/476, Fax: 040-23868024, E-mail: info@vccilindia.com

**I. SHARE TRANSFER SYSTEM:**

The Transfer of Shares is affected by the Registrars after necessary approval of the Board/Share Transfer Committee. Transfer generally takes 1-2 weeks.

J. DEMATERIALISATION & LIQUIDITY OF SHARES:

Trading in Company's shares is permitted only in dematerialized form for all investors. The ISIN allotted to the Company's scrip is INE587J01027 in BSE. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form.

Particulars	No. of Shares	% Share Capital
NSDL	47239134	68.91
CDSL	17638866	25.73
PHYSICAL	3670000	5.36
Total	68548000	100.00

L) ADDRESS FOR CORRESPONDENCE: H. No. 6-3-121/47-B-Road No. 3, Methodist Colony, Begumpet, Hyderabad - 500016

M) BOOK CLOSURE DATE: 24th September, 2016 to 30th September, 2016 (both days inclusive)

N) LISTING FEES: The equity shares of the Company are listed on BSE Ltd.

O) ELECTRONIC CONNECTIVITY: The Company has demat connectivity with both NSDL and CDSL. The ISIN is INE587J01027.

P) SHAREHOLDING PATTERN AS ON 31ST MARCH, 2016:

Sl. No.	Category	No. of Shares held	Percentage of Shareholding
	AShareholding of Promoter & Promoter group		
I.	Individual		
	a) Indian	3,12,64,000	45.61
	b) Foreign	-	-
	Sub-Total A	3,12,64,000	45.61
B	Public Shareholding		
I.	Institutions	-	-
II.	Non Institutions	3,72,84,000	54.39
	Sub Total B	3,72,84,000	54.39
	Grand Total (A+B)	6,85,48,000	100.00

Q) DISTRIBUTION SCHEDULE AS ON 31.03.2016:

Shares	Holders		Shares	
	Nmuber	% to Total	No. of Shares	% to Total
Upto - 500	224	60.70	12517	0.09
501 - 1000	19	5.15	16025	0.02
1001 - 2000	10	2.71	16803	0.02
2001 - 3000	3	0.81	8500	0.01
3001 - 4000	6	1.64	22672	0.03
4001 - 5000	3	0.81	14118	0.02
5001 - 10000	15	4.07	131823	0.19
10001 and above	89	24.12	68325542	99.62
Total	369	100	68548000	100

18. OTHER DISCLOSURES**A. MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:**

During the year under review, the Company had not entered in to any materially significant transaction with any related party. During the year, the Company had not entered into any other contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions that may have potential conflict with the interests of the Company at large. All the related party transactions during the year are in the ordinary course of business and on arm's length basis.

B. COMPLIANCES:

There are no penalties imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets, during the last three years.

C. WHISTLE BLOWER POLICY:

The Company has a whistle blower policy in place for reporting the instances of conduct which are not in conformity with the policy. Directors, employees, vendors or any person having dealings with the Company may report non-compliance to the Chairman of the Audit Committee, who reviews the report. Confidentiality is maintained of such reporting and it is ensured that the whistle blowers are not subjected to any discrimination. No person was denied access to the Audit Committee.

D. COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

All mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been appropriately complied with and the status of non-mandatory requirements is given below:



i. As there is no chairman of the Company the provisions for Non-Executive Chairman are not applicable. All other requirements of the Board during the year have been complied with.

ii. The financial Statements are free from any Audit Qualifications.

E. WEB-LINK WHERE POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES IS DISCLOSED.

Your Company has no subsidiary Company.

F. DISCLOSURE OF ACCOUNTING TREATMENT:

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under Section 129 of the Companies Act, 2013.

For and on behalf of the Board
Swagruha Infrastructure Limited

Place: Hyderabad
Date: 30.08.2016

Sd/-
N.L. Kalyani
Chairman & Managing Director
(DIN: 01669808)



CERTIFICATE BY THE MANAGING DIRECTOR & CFO OF THE COMPANY

To

The Board of Directors
Swagruha Infrastructure Limited

Dear Sirs,

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

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

Place: Hyderabad
Date: 30.08.2016

Sd/-
N.L. Kalyani
Chairman & Managing Director
(DIN: 01669808)

Sd/-
Babu Sahebh shaik
Director cum Chief Financial Officer
(DIN: 06716186)



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of
Swagruha Infrastructure Limited

We have examined the Compliance with conditions of Corporate Governance of M/s. Swagruha Infrastructure Limited for the year ended 31st March, 2016 as stipulated in Regulation 34(3) read with Para E Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance with the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management's, we certify that the company has complied with conditions of the Corporate Governance as stipulated in Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the above mentioned Listing agreement.

As required by the guidance note issued by the institute of Chartered Accountants of India, we have to state that no grievances of investors are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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

For M/S. VERMA MEHTA & ASSOCIATES.

Firm Registration No. 112118W
Chartered Accountants

Sd/-
Mrugen Shah
Partner

Membership No: 114770

Place: Mumbai
Date: 30.08.2016



DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

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

**

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

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

MANAGEMENT'S DISCUSSION & ANALYSIS REPORT

a) **Industry Structure and Developments:**

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

b) **Opportunities, Outlook and Threats:**

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

c) **Business performance**

During the year under review, the Company has achieved the turnover of Rs. 24.25 lakhs for the financial year ended 31.03.2016 as against Rs. 27.89 lakhs for the financial year ended 31.03.2015. The Profit after tax stood at Rs. 3.56 lakhs for the financial year ended 31.03.2016 as against Rs. 6.03 lakhs for the financial year ended 31.03.2015.

d) **Risks and Concerns:**

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

e) **Internal Control System and its adequacy**

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

f) **Human resources and Industrial relations**

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



BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No's	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' Fund			
Share Capital	1	68,548,000	68,548,000
Reserves and Surplus	2	(61,208,369)	(61,564,529)
Preference Share Warrant		62,500,000	62,500,000
	A	698,39,631	69,483,471
Non-current liabilities			
Long term Borrowings	3	-	-
Deffered tax Liabilities (Net)	4	-	-
Long term Provisions		-	-
	B	-	-
Current liabilities			
Short term Borrowings		-	-
Trade Payables	5	314,725	285,294
Other Current Liabilities	6	-	-
Short term provisions	7	1,150,000	900,000
	C	1,464,725	1,185,294
Total	(A+B+C)	71,304,356	70,668,765
ASSETS			
Non-current assets			
Fixed assets			
Gross Block	8	393,693	393,693
Less: Accumulated depreciation/amortization		368,123	368,123
Net block		25,570	25,570
Capital work – in –progress		-	-
	A	25,570	25,570
Deffered tax assets(Net)			
Long-term loans and advances		62,500,000	62,500,000
Non-current investments		-	-
Other Non- current assets		-	-
	B	62,500,000	62,500,000
Current assets			
Inventories		-	-
Trade receivables	9	8,271,641	7,643,697
Cash and cash equivalents	10	16,425	8,778
Short term loans and advances	11	-	-
Other current assets	12	4,90,720	490,720
	C	8,778,786	8,143,195
Total	(A+B+C)	71,304,356	70,668,765



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

M/S VERMA MEHTA & ASSOCIATES
Firm Registration Number: 112118W
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Mrugen Shah
Partner
Membership No. 114770

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

Sd/-
Jayasimha Reddy
Director
DIN: 06490738

Place: Hyderabad
Date: 30th May, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note No's	As at March 31, 2016	As at March 31, 2015
INCOME			
Turnover (Gross)			
A. Gross value of Contract Works		2,425,140	3,501,580
Less: Direct Expenses of Contract Works Income from Contract Work		-	2,750,462
		<u>2,425,140</u>	<u>751,118</u>
Less: Income Work offered in early year Net income from contract work		-	-
		2,425,140	751,118
B. Income from Civil Works & Consultancy Income from operations		-	2,037,845
Other Income		-	-
Total Revenue		2,425,140	2,788,963
EXPENDITURE			
Director Remuneration		8,90,410	910,486
Personnel Cost	13	9,28,570	973,428
Administration expenses	14	-	1,918
Depreciation/amortization	8	-	-
Bad debts Written Off		-	-
Loans & Advances Written Off		-	-
Total		1,818,980	1,885,832
Exceptional Items (Refer Note no. 18 of Schedule 20)			
Profit before tax		2,50,000	300,000
Provision for taxation		-	-
- Current year		2,50,000	300,000
- Deferred tax		356,160	603,131
Total tax expense		(61,564,529)	(62,167,660)
Profit/(Loss) from continuing operations		(61,208,369)	(61,564,529)
Balance brought forward from previous year		0.003	0.01
Balance Carried to Balance Sheet		685,480,000	685,480,000
Earnings per share		1	1
Basic			
Weighted Number of Shares			
Nominal Value	15		
Notes to accounts			



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

M/S VERMA MEHTA & ASSOCIATES
Firm Registration Number: 112118W
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Mrugen Shah
Partner
Membership No. 114770

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

Sd/-
Jayasimha Reddy
Director
DIN: 06490738

Place: Hyderabad
Date: 30th May, 2015



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at March 31, 2016	As at March 31, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) after tax as per Profit & Loss Account	356,160	903,131
Adjustments for :	-	-
Preliminary Expenses Written Off	-	1,918
Depreciation	-	-
Bad Debts Written Off	-	-
Advances Written Off	356,160	905,050
Operating Profit before working capital changes	(627,944)	(1,084,817)
Movements in working capital: (Increase)/Decrease in	-	-
Trade Receivables (Increase)/Decrease in Inventories	-	(62,500,000)
(Increase)/Decrease in Long term loans and advances	-	-
(Increase)/Decrease in short term loans and advances	29,431	(372,486)
(Increase)/Decrease in other current assets	(242,353)	(110,000)
Increase/(Decrease) in Trade Payables	(242,353)	(63,162,253)
Cash generated from/ (used in) operations	(242,353)	(63,162,253)
Taxes paid	250,000	300,000
Net Cash (Used In) / From Operating Activities	7,647	(62,862,253)
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	-	-
Preference Share Warrant	-	62,500,000
Other Long Term Borrowings	-	-
Other Short term Unsecured Loans(Net)	-	300,000
Interest received	-	-
Interest Paid	-	-
Net Cash Generated From/(Used In) Financing Activities	62,800,000	62,800,000
NET INCREASE / (DECREASE) IN CASH & CASH	7,647	(62,253)
EQUIVALENTS (A+B+C)		
Cash & Cash equivalents at the beginning of the year	6,436	68,689
Cash & Cash equivalents at the end of the year.	14,083	6,436



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

M/S VERMA MEHTA & ASSOCIATES
Firm Registration Number: 112118W
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Mrugen Shah
Partner
Membership No. 114770

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

Sd/-
Jayasimha Reddy
Director
DIN: 06490738

Place: Hyderabad
Date: 30th May, 2015



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at March 31, 2016	As at March 31, 2015
Notes to Account:		
Authorised		
7,50,00,000 Equity shares of Rs.1/- each	7,50,00,000	7,50,00,000
Issued, Subscribed and Paid up	68,548,000	68,548,000
6,85,48,000 Equity shares of Rs.1/- each Less: Calls-in-arrears	68,548,000	68,548,000
Reconciliation of shares outstanding at the beginning and at the end of the reporting period		
Equity shares outstanding at the beginning of the year	6,854,800	6,854,800
Add: Additional shares issued during the year	-	-
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		
Names of Shareholders holding more than 5% shares	No of Shares	No of Shares
Equity Shares		
No Shareholder holds more than 5% Shares of the Company		
N L Kalyani	31,264,000	31,264,000
I		
Profit & Loss A/c Surplus		
Balance in the statement of profit and loss	-	-
Additions during the year	-	-
	(61,564,529)	(61,564,529)
	356,160	356,160
	(61,208,369)	(61,564,529)

Particulars	As at March 31, 2016	As at March 31, 2015
Note 3: Long term Borrowings		
Loans and advances from banks		
Term Loans		
From banks	-	-
From others- Directors (unsecured)	-	-
	-	-
Note 4: Deferred tax liabilities(Net)		
Opening Balance	-	-
Add/Less: Current year Provision	-	-
	-	-
Note 5: Trade Payables		
Creditors for Suppliers		
Creditors for expenses	314,725	285,294
	314,725	285,294
Note 6: Other Current Liabilities		
Other Liabilities(mobilization advance)	-	-
	-	-
Note 7: Short- term provisions		
Provisions for Income Tax	250,000	300,000
Provision for Income Tax Previous Year	900,000	600,000
	1,150,000	900,000
Note 9: Trade receivables		
(Unsecured, considered good, unless otherwise stated)		
Debts outstanding for a period exceeding six months		
Considered good	-	-
Considered Doubtful		
Other Debts		
Receivables less than Six Months	8,271,641	7,643,697
	8,271,641	7,643,697
Less: Bad Debts write off		
	8,271,641	7,643,697
Note 10: Cash and cash equivalents		
Cash on hand	14,083	6,436
Balances with Noted banks		
On current accounts	2,342	2,342
On deposit accounts	-	-
	16,425	8,778



Particulars	As at March 31, 2016	As at March 31, 2015
Note 11: 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 12: Other current assets		
Contract works in progress		
Estimated Income on Contract works in progress		
TDS	490,720	490,720
	490,720	490,720
Note 13: Personnel Cost		
Salaries and incentives	890,410	910,486
Staff welfare Expenses	-	-
	890,410	910,486
Note14: Administrative Expenses		
Rates & Taxes	28,850	41,253
Office Maintenance	25,480	55,489
Travelling & Conveyance	50,487	91,547
Office Rent	218,810	195,450
Printing & Stationery	10,225	29,547
Site visit expenses	10,890	64,781
Brouchers and posters	20,367	15,248
Computer Maintenance	10,455	6,547
BSE & Other Fees	299,672	301,180
Communication Expenses	5,780	45,824
Postage and couriers	7,482	6,524
Auditors remuneration	30,000	30,000
Electricity Charges	25,471	15,243
Professional Fee	25,000	25,000
Vehicle Maintenance	12,478,	10,254
Other Expenses	25,123	39,541
	928,570	973,428

Note No: 8: FIXED ASSETS

Particulars	Gross Block		Depreciation / Amortization				Net Block	
	As at 01.04.15	Additions	As at 31.03.16	As at 01.04.15	For the Year	As at 31.03.16	As at 31.03.16	As at 31.03.16
Furniture and Fixture	105,294		105,294	102,120		102,120	3,174	3,174
Office Equipment	288,399	-	288,399	266,003		266,003	22,396	22,396
		-						
Total	393,693	-	393,693	368,123		368,123	25,570	25,570
Previous Year	393,693	-	393,693	368,123	-	368,123	25,570	27,488



Form No. MGT-11

Proxy form

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

CIN : L24134TG1994PLC017327

Name of the company : Swagruha Infrastructure Limited

Registered office : H.No. 6-3-1216/47/B, Plot No.47-B, Road No.3, Methodist Colony, Begumpet, Hyderabad – 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 the above named company, hereby appoint

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 at 11.00 A.M at H.No. 6-3-1216/47-B-Road No. 3, Methodist Colony, Begumpet, Hyderabad – 500016 and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

Resolutions:

1. Approval of financial statements for the year ended 31.03.2016
2. Appointment of Mr. Jayasimha Reddy as a director of the company who retires by rotation.
3. Appointment of statutory auditors and fixation of their remuneration in place of retiring auditor.
4. Appointment of Mr. Mathew Oommen as Director of the company.
5. Adoption of new set of Articles of Association as per Companies Act, 2013.

Signed this day of 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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



Swagruha Infrastructure Limited

Regd. Off.: H.No.6-3-1216/47/B, Plot No. 47-B,
Road No.3, Methodist Colony, Begumpet, Hyderabad, Telangana, 500016.
Email: info@swagruhainfra.com Website: www.swagruhainfra.com

22nd ANNUAL GENERAL MEETING

Friday, September 30, 2016 at 9.00 a.m.

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence for the 22nd Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 at 09.00 A.M at H.No. 6-3-1216/47-B-Road No. 3, Methodist Colony, Begumpet, Hyderabad – 500016 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature.....

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

Folio No./ Client ID.....

No. of shares held.....

Note:

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

BOOK - POST



If Undelivered Please Return To:

SWAGRUHA INFRASTRUCTURE LIMITED

H. No. 6-3-1216/47/B, Plot No. 47B,
Road No. 3, Methodist Colony,
Begumpet Hyderabad - 500 016
Phone: 040-40203050
E-Mail : info@swagruhainfra.com