PUBLIC ANNOUNCEMENT ("PA") UNDER REGULATION 15 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

SWAGRUHA INFRASTRUCTURE LIMITED

(FORMERLY MEMORY POLYMERS LIMITED)

OPEN OFFER FOR ACQUISITION OF 17,82,248EQUITY SHARES FROM SHAREHOLDERS OF SWAGRUHA INFRASTRUCTURE LIMITED (FORMERLY MEMORY POLYMERS LIMITED) (HEREIN AFTER REFERRED TO AS "TARGET COMPANY" OR "SIL")BY MRS. SOMARAJU LAKSHMI KALYANI (ALIAS MRS. NIROGI LAKSHMI KALYANI)(HEREIN AFTER REFERRED TO AS "ACQUIRERS").

1. **Offer Details**

- **Offer Size:**This Offer is being made by the Acquirer for acquisition of 17,82,248 fully paid up Equity Shares of Rs.10 each constituting 26.00% of the paid up equity and voting share capital of the Target Company.
- **Price/ consideration:** An Offer Price of Rs. 5.50 (RupeesFive andPaiseFifty) (hereinafter referred to as the "**Offer Price**") per fully paid equity share will be offered for the shares tendered during the tendering period. Assuming full acceptance the total consideration payable by the Acquirer will be Rs.98,02,364(Rupees Ninety Eighty Lakh Two Thousand Three Hundred Sixty Four only).
- **Mode of payment:** The Open Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011("**Regulation**").
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc):** The Offer is a triggered Offer made under Regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011("**Regulation**").

2. **Transaction which has triggered the open offer obligations (Underlying Transaction)**

Details of underlying transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares /Voting Rights (VR) acquired (Rs. in Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total equity / voting capital.			
Direct	Share Purchase Agreement dated May 10, 2012	31, 26,400	45.61%*	1,25,05,600	Cash	Regulation 3(1) of SEBI (SAST) Regulations, 2011

*As a percentage of the present issued equity share capital of the Target Company.

3. **Acquirer(s) / PAC**

Details	Acquirer 1
Name of Acquirer(s)/ PAC(s)	Mrs. Somaraju Lakshmi Kalyani(Alias Mrs. Nirogi Lakshmi Kalyani)
Address	Vamsi Rishi Residency,Flat No. 508, H. No.6-3-865/B, Greenlands, Hyderabad 500016,Andhra Pradesh
Name(s) of persons in control/promoters of acquirers/ PAC where Acquirers/PAC are companies	NIL
Name of the Group, if any, to which the	NIL

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S. L. Kalyani

Acquirer/PAC belongs to	
Pre Transaction shareholding • Number • % of total share capital	NIL
Proposed shareholding after the acquisition of shares which triggered the Open Offer	31, 26,400 45.61%
Any other interest in the TC	NIL

4. **Details of selling shareholders, if applicable**

Name	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the selling shareholders			
		Pre-Transaction		Post-Transaction	
		No. of Shares	% *	Number	%
M/s. KautilyaMutual BenefitFund Limited	YES	15,00,000	21.88%	NIL	NIL
M/s. KautilyaLaboratoriesPrivate Limited	YES	7,50,000	10.94%	NIL	NIL
Mr. BogaSurender	YES	2,06,000	3.01%	NIL	NIL
Mr. BogaPrabhakar	YES	6,70,400	9.78%	NIL	NIL

*As a percentage of the present issued equity share capital of the Target Company.

5. **Target Company**

- Name: SWAGRUHA INFRASTRUCTURE LTD.
- Registered Office: 6-2-30/B, 203, Empress Court, Lakadikapool, Khairatabad, Hyderabad - 500004.
- Exchanges where listed: Bombay Stock Exchange Limited (BSE);Scrip Code : 531909; ISIN No.: INE587J01019

6. **Other details**

- The details of the Open Offer would be published shortly in the newspaper in terms of the provisions of the Regulation 14(3) of the Regulation vide a Detailed Public Statement on or before May 17, 2012(Thursday).
- The Acquirer undertakes that she is aware of and will comply with her obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.
- This is not a Competitive Bid.

Issued by

BIRLA CAPS

Manager To The Offer
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E-mail: mala@birlacaps.com; Website: www.birlacaps.com
Contact Person: Ms. Mala Soneji.

For and On behalf of

S. L. Kalyani

MRS. SOMARAJU LAKSHMI KALYANI
(Acquirer)

Place: Hyderabad
Date: May 10, 2012

Birla Capital & Financial Services Ltd. Mumbai