**SWAGRUHA INFRASTRUCTURE LIMITED (FORMERLY KNOWN AS MEMORY POLYMERS LIMITED)**
**("SIL" / "TARGET COMPANY"/ "TC")**

**Registered Office: 6-2-30/B, 203, Empress Court, Lakadikapool, Khairatabad, Hyderabad-500004;**
**Tel.: 040-66658880, 30688099; E-mail: bogaprabhakar@gmail.com**

**Advertisement under Regulation 18(7) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

This Advertisement is being issued by Birla Capital and Financial Services Limited (the **"Manager to the Offer"**), on behalf of Mrs. Somaraju Lakshmi Kalyani (the **"Acquirer"**) pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 in respect of the open offer to acquire shares of the Swagruha Infrastructure Limited (formerly known As Memory Polymers Limited) (**"SIL" / "Target Company"**). The Detailed Public Statement (**"DPS"**) with respect to the aforementioned offer was made on May 17, 2012 (Thursday) in The Financial Express (English-All Editions), Jansatta (Hindi-All Editions), Prajashakti (Telugu-Hyderabad Edition) and Navshakti (Marathi-Mumbai Edition).

1. Offer Price is ₹ 5.50 (Rupees Five & Paise Fifty Only) per Equity Share and there is no revision in the offer price.
2. Committee of Independent Directors (hereinafter referred to as **"IDC"**) of the Target Company recommends that the open offer price of ₹ 5.50 per fully paid up equity shares is fair and reasonable based on the following reasons:
   a. The Book Value per share at 0.79 paisa, the Earnings per share being negative and Return on Networth being NIL.
   b. The Negotiated Price was arrived at ₹ 4.00 after considering factors like erosion of substantial Net Worth of the Company, the Promoters being in similar line of activity and past trading history of the shares.
   c. The equity shares of the company were suspended from trading from January 7, 2002 till January 13, 2012.
   d. The equity shares of the company is thinly traded/highly illiquid on BSE.

The shares are currently being traded at a price ranging from ₹ 34.25 to ₹ 75 though the volume has been very low. Hence, the committee's recommendation to tender the shares in the open offer is left to the prudent analysis and judgment of the shareholder. The IDC's recommendation was published on July 18, 2012 (Wednesday) in the same newspapers where Detailed Public Statement was published.

3. It is not a competing offer.
4. The Letter of Offer dated July 10, 2012 has been dispatched to the shareholders on July 16, 2012.
5. Please note that a copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will also be available on SEBI's website (www.sebi.gov.in) during the offer period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the form of acceptance, the application can be made on plain paper along with the following details:
   **a. In case of physical shares**: Name(s) & Address(es) of Joint Holder(s) (if any), Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, Original share Certificate(s) and Valid share transfer form(s). The details of the Acquirer should be kept blank and Broker contract note (in case of unregistered shareholders).
   **b. In Case of Dematerialized Shares**: Name, Address, Number of Equity shares held, Number of Equity shares tendered, DP Name, DP ID, Beneficiary Account no, and a photocopy or counterfoil of the delivery instructions in "**Off-Market**" mode, duly acknowledged by the DP in favor of Special Depository Account. The details of the special depository account is as under:

| | | |
|---|---|---|
| DP Name | : | Kellton Securities Private Limited |
| DP ID Number | : | 12035200 |
| Client ID Number | : | 00095946 |
| Account Name | : | ESCROW ACCOUNT-VCCIPL-SWAGRUHA-OPEN OFFER |
| Depository Name | : | Central Depository Services (India) Limited (CDSL). |

6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on May 24, 2012. All the observations suggested by SEBI vide letter no. CFD/DCR/TO/SS/OW/14732/12 dated July 4, 2012 has been incorporated in the Letter of Offer.
7. There have been no material changes in relation to the Open Offer, since the date of the PA, save as otherwise disclosed in the DPS and the Letter of Offer.
8. **Schedule of Activities**

| Activity | Date | Day |
|---|---|---|
| Public Announcement (PA) Date | May 10, 2012 | Thursday |
| Detailed Public Statement (DPS) Date | May 17, 2012 | Thursday |
| Identified Date* | July 09, 2012 | Monday |
| Last date for making a competing offer | June 07, 2012 | Thursday |
| Date when Letter of Offer were dispatched | July 16, 2012 | Monday |
| **Date of commencement of tendering period** | **July 23, 2012** | **Monday** |
| **Date of closing of tendering period** | **August 03, 2012** | **Friday** |
| Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and/or the share certificate for the rejected shares will be dispatched. | August 20, 2012 | Monday |
| Date by which the underlying transaction which triggered open offer will be completed | September 03, 2012 | Monday |

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and the parties to the SPA) are eligible to participate in the Offer any time before the Closure of the Offer.

BIRLA CAPS

**Issued by Manager to the Offer on behalf of the Acquirer:**

**BIRLA CAPITAL AND FINANCIAL SERVICES LIMITED**

SEBI Registration No.: INM000011567
Industry House, 5th Floor, 159 Churchgate Reclamation, Churchgate, Mumbai-400020.
Tel: +91 22 2202 6340; Fax: +91 22 2204 7835;
E-mail: mala@birlacaps.com; Website: www.birlacaps.com
Contact Person: Ms. Mala Soneji

Place : Hyderabad
Date : July 18, 2012