

<b>BOARD OF DIRECTORS</b>	<b>Mr.D.V.Manohar</b>	Chairman & Managing Director
	<b>Mr.B.K.Sinha</b>	Director (Independent)
	<b>Mr.R.Prabhakar Rao</b>	Director (Independent)
	<b>Dr.A.Balasetti</b>	Director (Non-Independent)
	<b>Dr.Gorantla Govindaiah</b>	Director (Independent)
	<b>Mr.V.Subrahmanyam</b>	Director (Independent)
	<b>CA.A.P.Vitthal</b>	Director (Independent)
	<b>Ms.Deekshita Dontamsetti</b>	Woman Director (Non-Independent)
<b>COMPANY SECRETARY</b>	<b>CS.T.Lalitha Devi</b>	
<b>AUDITORS</b>	<b>M/s.Venugopal &amp; Chenoy</b> Chartered Accountants Hyderabad.	
<b>BANKERS</b>	<b>Allahabad Bank</b>	
<b>REGISTRARS &amp; SHARE TRANSFER AGENTS</b>	<b>M/s.XL Softech Systems Ltd</b> 3, Sagar Society Road No.2, Banjara Hills, Hyderabad - 500034 (Telangana) Tel : 91-40-23545913/14/15 Fax : 91-40-23553214	
<b>REGISTERED OFFICE</b>	<b>Venus Plaza,</b> Adjacent to old Airport, Begumpet, S.P. Road, Hyderabad - 500016 (Telangana) Tel : 91-40-27902929 Fax: 91-40-27908989	
<b>PLANT</b>	<b>Nemam Village,</b> Beach Road, Kakinada - 533005 (A.P)	

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED (FORMERLY SHRI MATRE POWER AND INFRASTRUCTURE LIMITED AND SHRI SHAKTI LPG LIMITED) WILL BE HELD ON WEDNESDAY, THE 27TH SEPTEMBER 2017 AT 11.00 A.M. AT HARI HARA KALA BHAVAN, S.P. ROAD, SECUNDERABAD TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS :

1. To receive, consider and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March 2017 including Audited Balance Sheet as at 31<sup>st</sup> March 2017 and Statement of Profit and Loss Account for the year ended on that date and the reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Dr.A.Balasetti (DIN 07361951), Director (Non-Independent), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and any other applicable provisions of the Companies Act, 2013 if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. P.Suryanarayana & Co., Chartered Accountant, (Firm Registration No.009288S be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s. Venugopal & Chenoy, Chartered Accountants, Hyderabad (Firm Regn. No. 0046715), to hold office from the conclusion of this 24<sup>th</sup> Annual General Meeting for a term of consecutive five years till conclusion of the 29<sup>th</sup> Annual General Meeting of the Company to be held in 2022, subject to ratification of their appointment by the members at every Annual General Meeting held after this Annual General Meeting, on such remuneration including applicable taxes and out of pocket expenses as may be determined by the Board of Directors of the Company.

By Order of the Board  
For Sri Havisha Hospitality and Infrastructure Limited

PLACE : HYDERABAD  
DATE : 02-09-2017

Sd/-  
T.Lalitha Devi  
Company Secretary

## NOTE :

1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy and the Proxy so appointed need not be a Member of the Company.
2. The Proxy forms in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the company will remain closed on 26 & 27<sup>th</sup> September 2017 for the purpose of Annual General Meeting.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
5. Members are requested to notify any change of address:
  - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
  - b. To Registrar and Share Transfer Agent of the Company - M/s. XL Softech Systems Ltd. at the address given in the annual report, in respect of shares in physical form. To notify their change of address/residential status/email-id, etc., if any, under their signatures and quoting respective folio number.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
7. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. Kindly bring your copies of the Annual Report to the meeting.
10. In terms of Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is [xlfield@gmail.com](mailto:xlfield@gmail.com) mentioning the Company's name, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
11. Electronic copy of the Annual Report for the financial period ended 31.03.2017 is being sent to all the members whose email IDs are registered with the Company/RTA/Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
12. The company has appointed M/s. Krishna Kumar & Associates, represented by CS A. Krishna Kumar, Practicing Company Secretary, who in the opinion of the Board is a duly qualified person, as

a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any to the Chairman of the company or a person authorized by him in writing. Results will be uploaded on the Company's website as well as intimated to the Stock Exchanges where the company's shares are listed.

14. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the Director eligible for re-appointment vide item no. 2, is as follows :

Particulars	DR.A.BALASETTI
DIN	07361951
Date of Birth	11-06-1948
Date of Appointment	14-11-2015
Qualifications	MD
Experience in specific functional areas	Reputed Physician and CEO of a Hospital at USA
Directorships held in other listed entities	NIL
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of shares held in the company	168840 (Joint Holder)
Relationship with any Director(s) of the Company	NIL

The instructions for members for voting electronically are as under :-

#### Voting through electronic means

The instructions for Shareholders for e-voting are as under :

##### (a) In case of Shareholders' receiving e-mail from NSDL :

- (i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Sri Havisha Hospitality and Infrastructure Limited
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail akkfcs@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

**(b) In case of Shareholders' receiving notice of Annual General Meeting by Post :**

- (i) Initial password is provided as below/at the bottom of the address sticker.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (a) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

By Order of the Board  
For Sri Havisha Hospitality and Infrastructure Limited

Sd/-  
T.Lalitha Devi  
Company Secretary

PLACE : HYDERABAD  
DATE : 02-09-2017

**DIRECTORS' REPORT**

To

The Shareholders,

Sri Havisha Hospitality & Infrastructure Ltd.

**1. INTRODUCTION**

Your Directors have pleasure in presenting their report together with audited accounts for the financial year ended 31<sup>st</sup> March, 2017

**2. FINANCIAL PERFORMANCE**

The Financial performance of the Company for the Financial Year 2016-17 is indicated below :

Particulars	2016-17 (₹)	2015-16 (₹)
Gross Income	23,875	0
Less : Expenditure excluding Interest, Depreciation & prior period and Extraordinary items	9,31,74,332	77,67,075
Profit / (Loss) before Interest, Depreciation & prior period and Extraordinary items	(9,31,50,457)	(77,67,075)
Interest	-	-
Profit / (Loss) before Depreciation	(9,31,50,457)	(77,67,075)
Depreciation	2,16,03,119	2,74,55,546
Profit / (Loss) before prior period and Extraordinary items	(11,47,53,576)	(3,52,22,621)
Net Profit / (Loss) before provision for Taxation	(11,47,53,576)	(3,52,22,621)
<b>Net Profit / (Loss)</b>	<b>(11,47,53,576)</b>	<b>(3,52,22,621)</b>

During the year, the company incurred a loss of ₹ 9,31,50,457 before depreciation (previous year loss of ₹ 77,67,075). After providing for depreciation amounting to ₹ 2,16,03,119 (previous year ₹ 2,74,55,546), the total loss for the year stood at ₹ 11,47,53,576 (previous year loss of ₹ 3,52,22,621). Increase in loss this year is mainly on account of disposal of old assets and accounting for loss on sale (₹ 512.08 Lakhs) and write off of unrealisable assets (₹ 305.22 Lakhs.)

**Future Outlook :**

As you are aware, members have accorded their approval for Alteration of the Objects Clause and Adoption of New Sets of Memorandum of Association and accordingly changed the name of our Company to Sri Havisha Hospitality & Infrastructure Limited so as to be in tune with the altered objects, pursuant to Section 13 read with Sections 4 & 6 and other applicable provisions of the Companies Act, 2013 through Postal Ballot Notice dated 8-8-2016 pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

(Formerly SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LTD.)

Accordingly, your company is actively pursuing various options as per the new objects clause. Your company shortlisted a few options and is now working on the same. It is expected that in the next few months, this process will be completed and your company will be able to commence its operations thereafter.

The revocation of suspension by both BSE and NSE is at an advanced stage. Your company has paid a total amount of around Rs 30.00 lakhs in February, 2017 towards various fees to BSE and NSE put together as part of the revocation process. It is understood that while the competent authorities at NSE approved the revocation and waiting for the BSE's revocation to be done, BSE is expected to revoke the suspension shortly.

As you are aware, your company is already debt free and thus in a better position to achieve its objectives once the above is accomplished.

It has always been the endeavor of your Directors to turn around the company and start business operations once again. Your Directors are putting in all out efforts and are leaving no stone unturned to achieve the same.

### 3. DEPLOYMENT OF FUNDS

	(₹) 31.03.2017	(₹) 31.03.2016
<b>Sources of Funds</b>		
Share Holders Funds	19,34,75,729	30,82,29,305
Non-Current Liabilities	0	21,58,467
Current Liabilities	8,95,39,684	8,23,56,239
<b>Total</b>	<b>28,30,15,413</b>	<b>39,27,44,011</b>
<b>Application of Funds</b>		
Non-Current Assets	6,27,22,308	15,54,65,137
Long Term Loans and Advances	5,65,051	35,65,051
Other Non-Current Assets	16,23,14,395	17,34,55,089
Current Assets	5,74,13,659	6,02,58,734
<b>Total</b>	<b>28,30,15,413</b>	<b>39,27,44,011</b>

### 4. SUBSIDIARY COMPANY

No subsidiary company.

### 5. DIVIDEND

As your Company still has accumulated losses, the Directors regret to inform you that they are not in a position to recommend any Dividend for the year ended 31.03.2017.

**6. DEPOSITS**

Your Company has not accepted any Deposits during the year.

**7. DIRECTORS**

In accordance with the provisions of the Companies Act, 2013, Dr. A. Balasetti (DIN 07361951), Director (Non-Independent) retires from office by rotation, and being eligible, offers himself for reappointment at the ensuing Annual General Meeting of the Company.

**8. BOARD MEETINGS**

The Board has a formal schedule of matters reserved for its consideration and decision. These include approving business strategy, setting performance targets, reviewing performance, approving investments, ensuring adequate availability of financial resources and reporting to the Shareholders. Board Meetings were held during the year on 30<sup>th</sup> May, 2016, 8<sup>th</sup> August, 2016, 12<sup>th</sup> November, 2016 and 13<sup>th</sup> February, 2017.

**9. DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

**10. EVALUATION OF THE BOARD'S PERFORMANCE**

In compliance with the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. More details on the same are given in the Corporate Governance Report.

**11. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 179(3) of the Companies Act, 2013, is adopted by the Board. We affirm that the remuneration paid to the Directors is as per the terms laid out in nomination and remuneration policy of the Company.

**12. AUDITORS****a) The Statutory Auditors :**

The Statutory Auditors M/s. Venugopal & Chenoy, Chartered Accountants, Hyderabad (Firm Regn. No. 004671S) who hold office until the conclusion of the this Annual General Meeting



will be retiring w.e.f. the conclusion of this Annual General Meeting. The Members are requested to approve the appointment of M/s.P.Suryanarayana & Co., Chartered Accountants as Statutory Auditors of the Company for a term of 5 years from the conclusion of 24th Annual General Meeting upto the conclusion of the 29th Annual General Meeting subject to the ratification of appointment by members at every Annual General Meeting on such remuneration as determined by the Board of Directors.

**b) Secretarial Auditors :**

According to the provisions of Sec.204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, M/s. Krishna Kumar & Associates, represented by CS A. Krishna Kumar, Practicing Company Secretary has been appointed as the Secretarial Auditors for the year 2016-17. The Secretarial Audit Report for the FY 2016-17 forms part of this report.

**13. PERSONNEL**

During the year none of the employees is in receipt of remuneration in excess of the limits prescribed u/s. 197(12) of the Companies Act, 2013, read with Rule 5 (1) of the Companies (Appointment and Remuneration) Rules, 2014.

**14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report for the year under review as stipulated under SEBI (LODR) Regulations, 2015 is presented separately and the same forms part of this report.

**15. RISK MANAGEMENT COMMITTEE**

The Risk Management Committee Comprises of the following Directors:

SRI D.V.MANO HAR, CHAIRMAN

SRI A.P.VITHAL, DIRECTOR

SRI B.K.SINHA, DIRECTOR

**The Committee helps in :**

- Assisting the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational and external environment risks.
- Monitoring and approving the risk management framework and reviewing and approving risk related disclosures.

**16. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

Though, pursuant to the provisions of Section 135 read with Schedule VII of the Companies Act, 2013, the company does not fall under the criteria of CSR Policy, the Company is actively promoting cycling which is the most eco friendly means of commuting.

**17. CORPORATE GOVERNANCE**

A brief report on Corporate Governance in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, is annexed.

**18. DEMATERIALISATION OF SHARES**

Around 55% of the paid up Equity Share Capital of the Company was dematerialized as on 31<sup>st</sup> March 2017 and balance Paid Up Equity Share Capital is in physical form. The Company's Registrars are XL Softech Systems Ltd., 3, Sagar Society, Banjara Hills, Hyderabad.

**19. REMUNERATION RATIO OF THE DIRECTORS**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial personnel) Rules 2014 and Companies (Particulars of employees) Rules 1975 in respect of employees of the Company and Directors is furnished below:

Rs.in Lakhs

Sl. No	Name of the Director	Designation	Remuneration 2016-17	Remuneration 2015-16	Increase in Remuneration	Ratio / times of Median of Employee Remuneration
1.	Sri.D.V.Manohar	Chairman & Managing Director	13.32	13.32	Nil	Nil (As there was No increase)

Sl. No	Name of the Key Managerial Personnel	Designation	Remuneration 2016-17	Remuneration 2015-16	Increase in Remuneration	Ratio / times of Median of Employee Remuneration
1.	Ms.T.Lalitha Devi	Company Secretary	6.00 (For 12 Months)	1.5 (For 3 Months)	Nil	Nil
2.	Sri.V.Padmanabham	Chief Financial Officer	4.60	4.60	Nil	Nil

**20. LISTING WITH STOCK EXCHANGE**

The Company's securities continue to be listed at the BSE Ltd. and National Stock Exchange of India Ltd. The new Listing Agreement as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been entered with both the Stock Exchanges.