

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED

(Formerly Shri Matre Power & Infrastructure
Limited and Shri Shakti LPG Limited)

CIN : L40102TG1993PLC015988



**26TH ANNUAL REPORT
2018 - 2019**

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED**26th ANNUAL REPORT****(Formerly known as SHRI MATRE POWER & INFRASTRUCTURE LIMITED & SHRI SHAKTI LPG LIMITED)**

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

N O T I C E

NOTICE IS HEREBY GIVEN THAT THE 26TH 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 SATURDAY, THE 28TH DAY OF SEPTEMBER, 2019 AT 11:00 A.M. AT HARI HARA KALA BHAVAN, S.P. ROAD, SECUNDERABAD-50003, TELANGANA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS :

Item No. 1 - Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 - Re-appointment of a Director

To appoint a Director in the place of Dr. A. Bala Setty (DIN 07361951), Director (Non-Independent), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

Item No. 3 - To re-appoint Mr D.V. Manohar as the Chairman and Managing Director for a term of 3 years.

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 Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the re-appointment of Mr. D.V. Manohar as Managing Director of the Company, for a period of 3 (three) years with effect from 25th May 2019 to 24th May 2022 on the existing terms and conditions of his earlier appointment."

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things, it may think necessary, expedient or desirable, in relation thereto in order to give effect to the above resolution and to seek such approval/ consent from the government departments, as may be required in this regard."

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof

be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. D.V. Manohar, Managing Director."

Item No.4 - To fix remuneration to Mr D.V. Manohar as the Chairman and Managing Director for a term of 3 years

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

"RESOLVED THAT pursuant to Section 196, 197 and Schedule V and all other applicable provisions, rules, schedules of the Companies Act 2013 Mr. D.V. Manohar, Chairman and Managing Director of the Company having Director Identification Number 00223342, approval be and is hereby accorded to pay, for a period of three (03) years effective from 25th May 2019 to 24th May 2022, the following remuneration, terms and conditions:

PART I

(a) Salary :

Rs.30,000 p.m. in the scale of Rs.30,000 - 5,000 - 60,000

PART II

PERQUISITES :

Category A :

1. HRA: Up to 60% of the Salary. Over and above 10% payable by the appointee.
2. Re-imbursement of medical expense upto :
Medical Expenses actually incurred for self and family subject to a ceiling of one month's salary in a year or three months salary in a block of three years.
3. LTC : For self and family once in a year to and from any place in India in accordance with the rules of the Company.
4. Fees of Clubs : Subject to a maximum of two clubs.
This will not include Admission and Life Membership fees.
5. Personal Accident Insurance: Of an amount the annual premium of which does not exceed Rs.4,000/-
6. Earned Leave : One month's earned leave on full pay for every 11 months of service.

7. Re-imbursement if entertainment and other expenses: Reimbursement of entertainment and other expenses actually and properly incurred in the course of the legitimate business of the Company.
8. Re-imbursement of expenses on books, journals and periodicals upto: Rs.1,000/- per month.

Category B :

1. Company's contribution to P.R.: Company's contribution to P.E. as per the rules of the Company.
2. Company's contribution to pension/ superannuation fund: As per the rules of the Company
3. Gratuity : Gratuity payable in accordance with an approval fund which does not exceed half month's salary.

Category C:

1. Telephone facility : Free telephone facility at Residence.
2. Car : Provision of car for use on Company's business.

However, personal long distance calls will be billed to him by the Company.

In the case of absence or inadequacy of profit in the future years, the total remuneration payable to the Director shall be as per the limits specified in Part II of Schedule V to the Companies Act, 2013 and all other applicable provisions.

Item No.5 - To re-appoint Mr. Binod Kumar Sinha as an Independent Director for a term of 5 years and continue his tenure, who has attained age of 75 years, as a Director

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

"RESOLVED THAT "pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2018, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Binod Kumar Sinha (DIN: 00290750), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a

notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, the consent of the Members be and is hereby accorded to re-appoint him as an Independent Director of the Company, who has attained the age of 75 years, shall continue to occupy the position of Independent Non-Executive Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 29th September, 2019 to 28th September 2024."

Item No.6 - To re-appoint Mr. V. Subrahmanyam as an Independent Director for a term of 5 years and continue his term after attaining the age of 75 years, as a Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2018, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. V. Subrahmanyam (DIN:02937206), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, the consent of the Members be and is hereby accorded to re-appoint him as an Independent Director of the Company, who will attain the age of 75 years during his term shall continue to occupy the position of Independent Non-Executive Director, even after attaining 75 years on 15th March, 2020 not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 29th September, 2019 to 28th September 2024."

Item No.7 -To continue the tenure of Mr R. Prabhakar Rao, who has attained the age of 75 years, as Director

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

"RESOLVED THAT pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2018, Mr R. Prabhakar Rao (DIN 02736132), Independent Non-Executive Director of the Company, who has attained the age of 75 years, shall continue to occupy the position of Non-Executive Director, not liable to retire by rotation beyond 01-04-2019 up to his tenure 27-09-2020."

Item No.8 - To continue the tenure of Dr G. Govindaiah, who has attained the age of 75 years, as Director

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

"RESOLVED THAT pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2018, Dr G. Govindaiah (DIN 00139453), Independent Non-Executive Director of the Company, who has attained the age of 75 years, shall continue to occupy the position of Non-Executive Director, not liable to retire by rotation, beyond 01-04-2019 up to his tenure 29-09-2021."

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

Sd/-

PLACE : HYDERABAD
DATE : 09-08-2019

D.V.Manohar
Chairman & Managing Director

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 for one day on 28th September 2019 for the purpose of Annual General Meeting.
4. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Item Nos. 3 to 8 forms part of this Notice. Additional information, pursuant to applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished in the Notice.
5. 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.
6. 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 Limited 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.

7. 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.
8. 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.
9. 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.
10. Kindly bring your copies of the Annual Report to the meeting.
11. 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 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.
12. 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.
13. 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 Directors eligible for re-appointment vide item no. 2 to 8, are as follows :

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Particulars	Dr.A.Balasetty	Mr.D.V.Manohar	Mr.Binod Kumar Sinha
DIN	07361951	00223342	00290750
Date of Birth	11-01-1948	21-02-1953	20-09-1939
Date of Appointment	14-11-2015	25-07-1994	10-01-2006
Qualification	MD	MBA	- Graduate Fellow Aeronautical Society of India - Fellow Institution of Engineers, India.
Experience	Reputed Physician and CEO of a hospital at USA	He is a successful first generation entrepreneur and Founder Chairman of Shri Shakti Group whose core activities are Hospitality, Education, Public Bike Sharing, Alternative Energy etc.,	He retired from Indian Airlines as Deputy Managing Director with vast experience of corporate planning and decisions
Directorships held in other listed entities	Nil	Nil	Nil
Membership/ Chairmanship of committees of listed entities (includes only Audit Committee and Stakeholder's Relationship committee)	Nil	2	2
No.of Shares held in the Company	1,68,840 (Joint Holder)	1,97,36,280	Nil
Relationship with any Director(s) of the Company	Nil	Father of Woman Director Ms.Deekshita Dontamsetti	Nil

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Particulars	Mr.V.Subrahmanyam	Mr.R.Prabhakar Rao	Dr.G.Govindaiah
DIN	02937206	02736132	00139453
Date of Birth	15-03-1948	10-02-1934	08-11-1942
Date of Appointment	23-07-2009	10-01-2006	14-11-2015
Qualification from AIMA. He is a fellow Member of ICMA	He has done his M.Tech from IIT Kanpur and Degree in Management -Kolkata, IE Kolkata, IIE-Mumbai and IOD - Delhi.	IPS	M.S. Leading Surgeon in U.S.A.
Experience in Specific Functional Areas	He retired as Dy. Director General at Indian Ordnance Factories Service -Gr.A.Service	He was on the Board of State Bank of India for Several years. Earlier he was the Director General of Police for the state of Andhra Pradesh. He is Known for his unimpeachable integrity and impeccable Credentials.	He has vast experience and Immense Contributions at the meetings of the Company. He has guided the company in taking right decisions and has substantially contributed to the growth of the company.
Directorships held in other listed entities	Nil	Nil	Nil
Membership/ Chairmanship of committees of listed entities (includes only Audit Committee and Stakeholder's Relationship committee	2	0	0
No.of Shares held in the Company	Nil	Nil	16,22,367
Relationship with any Director(s) of the Company	Nil	Nil	Nil